

FORM B

**INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT**

Filed with the Insurance Department of the States of

Michigan, Alabama and Indiana

By

ProNational Insurance Company

On Behalf of the Following Insurance Companies

ProNational Insurance Company
2600 Professionals Drive, Box 150, Okemos, MI 48805-0150

and

Red Mountain Casualty Insurance Company, Inc.
100 Brookwood Place, Homewood, Alabama 35209

and

American Medical Insurance Exchange
5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250

and

MEEMIC Insurance Company
691 North Squirrel Road, Suite 100
Auburn Hills, Michigan 48326

Date: April 27, 2005

**Name, Title, Address and telephone number of Individual to Whom
Notices and Correspondence Concerning This Statement Should Be Addressed:**

Kathryn A. Neville, Secretary
ProNational Insurance Company
100 Brookwood Place, Suite 300
Homewood, Alabama 35209
(800) 282-6242

This Form B Insurance Holding Company System Annual Registration Statement, reports on events occurring during 2004.

FORM B

Item 1. Identity and Control of Registrant

ProAssurance Corporation: ProAssurance Corporation, a Delaware business corporation ("ProAssurance"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProAssurance owns 100% of Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), which owns 100% of the issued and outstanding shares of ProNational Insurance Company ("ProNational") and 100% of Medical Assurance, Inc, a Delaware business corporation.

Subsidiaries of Professionals Group, Inc.

ProNational Insurance Company: ProNational Insurance Company, a Michigan stock insurance corporation ("ProNational"), has its principal executive offices at 2600 Professionals Drive, Box 150, Okemos, Michigan 48805-0150. Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), owns 100% of the issued and outstanding shares of ProNational. ProNational first became a member of an insurance holding company system when it formed the PICOM Insurance Agency, Inc. in 1981.

Red Mountain Casualty Insurance Company, Inc. f/k/a ProNational Casualty Company: Red Mountain Casualty Insurance Company, Inc., an Alabama stock insurance corporation ("Red Mountain"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProNational owns 100% of the issued and outstanding shares of Red Mountain, which was capitalized on December 5, 1994, and became a member of the insurance holding company system on that date. On September 9, 2002, Red Mountain redomesticated from Illinois to Alabama and on September 13, 2002, it changed its name from ProNational Casualty Company to Red Mountain Casualty Insurance Company, Inc.

American Medical Insurance Exchange: American Medical Insurance Exchange, an inactive Indiana interinsurance reciprocal exchange ("AMIE"), has its principal executive offices at 5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250. Professionals Group owns 100% of the issued and outstanding shares of American Insurance Management Corporation, an Indiana corporation ("AIMC"), which serves as the attorney-in-fact of AMIE. AIMC was acquired by ProNational on July 1, 1996, and, accordingly, AMIE became a member of the insurance holding company system on that date.

MEEMIC Insurance Company: MEEMIC Insurance Company, a Michigan stock insurance corporation ("MEEMIC"), has its principal offices at 691 North Squirrel Road, Suite 100, Auburn Hills, Michigan 48326. MEEMIC Holdings, Inc., a Michigan business corporation ("MEEMIC Holdings"), owns 100% of the outstanding shares of MEEMIC Insurance Company. ProNational owns 100% of the outstanding shares of MEEMIC

Holdings. MEEMIC Insurance Company first became a member of the insurance holding company system on April 7, 1997.

Subsidiaries of Medical Assurance, Inc.

The Medical Assurance Company, Inc. On September 11, 1991, The Medical Assurance Company, Inc. ("TMAC") converted from a mutual insurer to a stock insurer pursuant to its Amended and Restated Plan of Conversion and Section 27-27-44 of the 1975 Code of Alabama (the "Conversion"). Effective August 31, 1995, TMAC became a wholly owned subsidiary of Medical Assurance, Inc. (formerly known as MAIC Holdings, Inc.) a Delaware corporation ("MAI") and the shareholders of TMAC became the sole shareholders of MAI without any material change in their proportionate ownership of TMAC and its subsidiaries. MAI was a newly formed Delaware holding corporation incorporated by TMAC to serve as a holding company for TMAC and its subsidiaries pursuant to a Plan of Exchange authorized by Sections 27-28-1 et. seq. of the Code of Alabama 1975 ("Plan of Exchange"). TMAC has its principal executive office and home office at 100 Brookwood Place, Homewood, Alabama 35209.

Medical Assurance of West Virginia, Inc. ("MAWV") a West Virginia stock insurance company has its principal executive offices at 107 Capitol Street, Suite 200, Charleston, West Virginia 25301. Medical Assurance, Inc., a Delaware business corporation ("MAI"), owns 100% of the issued and outstanding shares of MAWV. On March 31, 1994, TMAC acquired all of the outstanding capital stock of MAWV, then known as West Virginia Hospital Insurance Company and first became a member of the holding company on that date. Effective March 31, 2005 MAWV redomesticated to the state of Alabama and was renamed Woodbrook Casualty Insurance, Inc.

Item 2. Organizational Chart

Please refer to Exhibit A

Item 3. The Ultimate Controlling Person

- a) **Name:** ProAssurance Corporation
- b) **Home Office Address:** 100 Brookwood Place, Homewood, Alabama 35209
- c) **Principal Executive Office Address:** 100 Brookwood Place, Homewood, Alabama 35209
- d) **Organizational Structure:** Delaware Holding Corporation
- e) **Principal Business of the Person:** Holding Company for Registrant.
- f) **Name and address of any person who holds or owns or has the right to acquire 10% or more of any class of voting security, the class of such security, the number of shares held of record or known to be beneficially owned, and the percentage of class so held or owned;**

There are currently no holders of 10%, nor does any person hold the right to acquire 10% or more of any class of ProAssurance Corporation stock.

- g) **If court proceedings involving a reorganization or liquidation are pending, for any ultimate or intermediate controlling person, indicate the title and**

location of the court, the nature of proceedings and the date when commenced.

Not applicable.

Item 4. Biographical Information

Board of Directors of ProAssurance

Set forth below are the current directors and executive officers of ProAssurance and a brief description of their principal occupations and employment during the last five (5) years. None of the directors or executive officers has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years.

BOARD OF DIRECTORS

A. DERRILL CROWE, M.D. –2732 Southwood Road, Birmingham, Alabama 35223. Chairman and Chief Executive Officer of ProAssurance. Member of ProAssurance board since June, 2001.

See Dr. Crowe's biographical statement under the heading "Executive Officers" in this Item 3.

VICTOR T. ADAMO, ESQ., CPCU –1573 Woodbridge Place, Birmingham, Alabama 35216. Vice Chairman and President of ProAssurance. Member of ProAssurance board since June, 2001.

See Mr. Adamo's biographical statement under the heading "Executive Officers" in this Item 3.

LUCIAN F. BLOODWORTH –2724 Canterbury Road, Birmingham, Alabama 35223. (Age 64) Member of ProAssurance board since August, 2002.

Mr. Bloodworth is the Chairman of Cain Manufacturing, a Birmingham, Alabama based firm. Mr. Bloodworth is a director of First American Bank (formerly National Bank of Commerce of Birmingham, Alabama) and served as National Bank of Commerce's Executive Vice President from 1983 to 1987. Mr. Bloodworth has been a fellow of the Society of Actuaries and a member of the American Academy of Actuaries.

PAUL R. BUTRUS – 2724 Old Mill Lane, Birmingham, Alabama 35223. Vice Chairman. Member of ProAssurance board since June, 2001.

See Mr. Butrus's biographical statement under the heading "Executive Officers" in this Item 3.

ROBERT E. FLOWERS, M.D. – 201 Kent Drive, Dothan, Alabama 36303. (Age 55) Member of ProAssurance board since June, 2001.

Dr. Flowers has served on the board of directors of Medical Assurance since its formation on February 8, 1995 and as a director of The Medical Assurance Company

from 1985 to 2000. He practiced as a physician with Gynecology Associates of Dothan, P.C., Dothan, Alabama, prior to his retirement in 2001.

JOHN JAMES MCMAHON, JR. – 2140 Warwick Drive, Birmingham, Alabama 35209. (Age 62) Member of ProAssurance board since February 22, 2002.

Mr. McMahon has served as the Chairman of Ligon Industries, LLC and Chairman of the Executive Committee of McWane, Inc. in Birmingham, Alabama since 1999. Prior to that time, Mr. McMahon served as Chairman of the Board of McWane, Inc. He also serves as a director of Protective Life Corporation, Alabama National Bancorporation and John H. Harland Co., where he is a member of its audit committee.

JOHN P. NORTH, JR. – 3216 Argyle Road, Birmingham, Alabama 35213. (Age 69) Member of ProAssurance board since June, 2001.

Mr. North has served on the board of directors of Medical Assurance since June of 1996. He is a certified public accountant who was a partner of the accounting firm of Coopers & Lybrand LLP until his retirement in September 1995.

ANN F. PUTALLAZ, Ph.D., - 2600 Gladstone Avenue, Ann Arbor, Michigan 48104. (Age 59) Member of ProAssurance board since June, 2001.

Ms. Putallaz had served as a director of Professionals Group, Inc. since 1996 and its Vice Chairman since 1999. For the past five years, Ms. Putallaz has been the Vice President and Director Data Communication Services of Munder Capital Management, an investment advisor to The Munder Funds, an open end investment company registered under the Investment Company Act of 1940, as amended.

WILLIAM H. WOODHAMS, M.D., 44538 27th Street, Matawan, Michigan 49071. Westside Family Medical Center, P.C. (Age 67) Member of the Professionals Group Board since 1996.

Dr. Woodhams had served as a director of Professionals Group (since 1996) and its Chairman (since 1999) and a director of ProNational Insurance Company since 1980. Dr. Woodhams is a board certified family practice physician and has been in private practice in Kalamazoo, Michigan since 1964.

WILFRED W. YEARGAN, JR., M.D., 54 Ridgeland, Tuscaloosa, Alabama 35406. (Age 65) Member of the ProAssurance Board since May 28, 2003.

Dr. Yeargan has practiced medicine in Tuscaloosa, Alabama, specializing in ophthalmology for over thirty years. Dr. Yeargan has participated as a member of the underwriting and claims advisory committees of The Medical Assurance Company, Inc. since it began operations in 1977.

EXECUTIVE OFFICERS

VICTOR T. ADAMO – 1573 Woodridge Place, Birmingham, Alabama 35216 – Vice Chairman of the Board and President and of ProAssurance. (Age 56) Mr. Adamo served as

a director and President and Chief Executive Officer of Professionals Group (since 1996), Mr. Adamo has served as a director of ProNational Insurance Company since 1990 and its Chief Executive Officer since 1987. He has been a director of MEEMIC Holdings, Inc. since October 1998 and is also chairman and a director of MEEMIC Insurance Company. Prior to joining ProNational, Mr. Adamo was in private legal practice from 1975 to 1985. Mr. Adamo also holds positions as an officer and director of various direct and indirect subsidiaries of ProAssurance.

A. DERRILL CROWE, M.D. – 2732 Southwood Road, Birmingham, Alabama 35223 – (Age 68) Dr. Crowe has served as a director and as Chairman of the Board and Chief Executive Officer of ProAssurance since it began operations in June 2001. Dr. Crowe has served as a director and Chairman, President and Chief Executive Officer of Medical Assurance, Inc. since its organization in 1995 and as President and Chief Executive Officer and a director of The Medical Assurance Company, Inc. (formerly Mutual Assurance, Inc.) since its first operations in 1977. Dr. Crowe has also been Chairman and a director of MEEMIC Holdings, Inc. and a director of MEEMIC Insurance Company since 2001. Dr. Crowe is the President and a director of Medical Assurance of West Virginia, Inc. (“MA – West Virginia”) and holds positions as an officer and director of various direct and indirect subsidiaries of ProAssurance.

PAUL R. BUTRUS – 2724 Old Mill Lane, Birmingham, Alabama 35223 – (Age 63) Mr. Butrus has served as a director of ProAssurance since it began operations in June 2001 and was appointed its Vice Chairman in September 2001. Prior to that time, Mr. Butrus was a director and Executive Vice President and Chief Operating Officer of Medical Assurance, Inc. (since 1995). Mr. Butrus has held various positions with TMAC since 1977. Mr. Butrus is Vice President and a director of MA – West Virginia and holds positions as an officer and director of various direct and indirect subsidiaries of ProAssurance.

HOWARD H. FRIEDMAN – 9 Killala Court Timonium, Maryland 21093 – (Age 46) Senior Vice President and Secretary. Mr. Friedman has served as in a number of positions for TMAC since 1996, most recently as Senior Vice President of TMAC. He also serves as a director of ProNational, MEEMIC and MA – West Virginia and holds positions as an officer and director of various direct and indirect subsidiaries of ProAssurance. Mr. Friedman is an Associate of the Casualty Actuarial Society.

JAMES J. MORELLO – 2525 Matzek Road, Birmingham, Alabama 35226 – (Age 56) Chief Accounting Officer and Treasurer. Mr. Morello was appointed as Senior Vice President, Chief Accounting Officer and Treasurer in June 2001. Mr. Morello has been Senior Vice President and Treasurer of Medical Assurance, Inc. since its formation in February of 1995. Mr. Morello has been employed as Treasurer and Chief Financial Officer of TMAC since 1984. He also serves as Treasurer and a director of ProNational, Red Mountain and MA-West Virginia and holds positions as an officer and director of various direct and indirect subsidiaries of ProAssurance. Mr. Morello is a certified public accountant.

FRANK B. O'NEIL – 2704 Stonehaven Place, Birmingham, Alabama 35242 – (Age 51) Senior Vice President of Corporate Communications. Mr. O'Neil was appointed as Senior Vice President and Investor Relations in September 2001. Mr. O'Neil has been Senior Vice President of Corporate Communications for Medical Assurance, Inc. since 1997 and employed by TMAC and its subsidiaries since 1987.

EDWARD L. RAND, JR. – 10 Pine Crest Road, Birmingham, Alabama 35223 – (Age 38) Chief Financial Officer. Mr. Rand joined ProAssurance in November 2004. Mr. Rand was Head of Corporate Finance at PartnerRe, Ltd. from 2001 until September, 2004. Prior to that position, Mr. Rand was Treasurer and Chief Financial Officer of Atlantic American Corporation from August 1997 through 2000; a company he joined after serving as Controller of United Capitol Insurance Company. Prior to his employment in the insurance industry Mr. Rand spent four years with Coopers and Lybrand, which is now PriceWaterhouseCoopers. He is a certified public accountant and a graduate of Davidson College.

None of these persons, to the knowledge of the Registrant, have had any convictions of crimes other than minor traffic violations during the past ten years. The ProAssurance business address for all persons for the purposes of this registration statement is the address listed in Item 3.

Item 5. Transactions and Agreements.

a) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;

MEEMIC Insurance Services Corporation has an \$8 million loan from MEEMIC, with an annual interest rate of 6% and monthly interest and principal payments of \$73,978 through December 31, 2012.

b) Purchase, sales or exchanges of assets;

See 5. a) above.

c) Transactions not in the ordinary course of business;

See 5. a) above.

d) Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the registrant's business;

None

e) All management agreements, service contracts and all cost-sharing arrangements;

Expense Allocation Agreements:

- ProNational and Physicians Protective Plan, Inc., a Florida business corporation, entered into an expense allocation agreement effective January 1, 1999 for distribution of certain overhead expenses. A copy of the Expense Allocation Agreement was filed as an Exhibit to the 1999 Form B and is incorporated herein by reference.

- ProNational and MEEMIC entered into an expense allocation agreement effective July 1, 1999, to allocate certain expenses for purposes of statutory and financial reporting. A copy of the Expense Allocation Agreement was filed as an Exhibit to the 2000 Form B and is incorporated herein by reference.

- Professionals Group, ProNational, TMAC, RMC, MAI, and ProAssurance amended its expense allocation agreement to include Medical Assurance of West Virginia, Inc. dated January 1 2004 and effective July 1, 2004, for distribution of certain overhead expenses. A copy of the Expense Allocation Agreement is attached hereto as Exhibit B.

Management Services Agreements:

ProNational, and TMAC amended its Insurance Company Management Services Agreement to share management services on insurance company operations, to include Red Mountain effective January 1, 2003. A copy of the Insurance Company Management Services Agreement was filed as an Exhibit to the 2003 Form B and is incorporated herein by reference.

f) Reinsurance agreements;

- Effective September 1, 2004, ProNational and Red Mountain amended and replaced its Quota Share Reinsurance Contract on file with the states of Michigan and Alabama previously effective October 1, 2002. A copy of Quota share Reinsurance Contract is attached hereto as Exhibit C.

- Effective August 7, 2003, ProNational Insurance Company and Professionals National Insurance Co., Ltd. entered into a Quota Share Reinsurance Contract. The agreement is a standard form reinsurance contract which is utilized between a segregated cell within Professionals National Insurance Co., the offshore entity and ProNational. The client in the segregated cell is the ultimate bearer of the risk rather than Professionals National. The client establishes a fully funded account using a letter of credit or other mechanism. A copy of the Quota Share Reinsurance Contract is attached as Exhibit D.

- Effective January 1, 2003, MEEMIC and ProNational commuted their Quota Share Reinsurance Contract which was terminated on July 1, 1999. A copy of the Commutation Agreement was filed as an Exhibit to the 2003 Form B and is incorporated herein by reference.

- Effective December 31, 1997, ProNational assumed all of the existing in force policies and existing insurance liabilities of ProNational Casualty pursuant to an Assumption Reinsurance Agreement. A copy of the Assumption Reinsurance Agreement was filed as an exhibit to the 1998 Form B filing and is incorporated herein by reference.

- Effective December 31, 1996, PICOM assumed all of the existing in force policies and existing insurance liabilities of AMIE pursuant to an Assumption

Reinsurance Agreement. A copy of the Assumption Reinsurance Agreement was filed as an exhibit to the 1997 Form B filing and is incorporated herein by reference.

- Effective January 1, 1997, ProNational and AMIE entered into a Quota Share Reinsurance Contract pursuant to which ProNational has reinsured 90% of any insurance liabilities written by AMIE. A copy of the Quota Share Reinsurance Contract was filed as an exhibit to the 1997 Form B filing and is incorporated herein by reference.

g) Dividends and other distributions to shareholders;

ProNational declared a cash dividend in the amount of Eighteen Million Dollars (\$18,000,000.00) to its parent company, Professionals Group, Inc. on November 12, 2004. This dividend was an ordinary dividend in accordance with the Michigan Insurance Code.

Red Mountain Casualty Insurance Company, Inc. declared a cash dividend in the amount of One Million Five Hundred Thousand Dollars (\$1,500,000.00) to its parent company ProNational Insurance Company on April 7, 2004. This dividend was an ordinary dividend in accordance with the Alabama Insurance Code.

h) Consolidated tax allocation agreements; and

As a part of the merger, ProAssurance restated the Tax Allocation Agreement with Professionals Group and its subsidiaries and Medical Assurance and its subsidiaries. A copy of the Tax Allocation Agreement was filed with the 2002 Form B and is incorporated herein by reference.

ProNational, MEEMIC and MEEMIC Holdings have entered into a Tax Allocation Agreement dated September 15, 2000. A copy of the Tax Allocation Agreement was filed as an Exhibit to the 2001 Form B and is incorporated herein by reference.

MEEMIC and MEEMIC Holdings have a Tax Allocation Agreement dated December 6, 1999. A copy of the Tax Allocation Agreement was filed as an Exhibit to the 2000 Form B and is incorporated herein by reference.

i) Any pledge of the registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.

None

Item 6. Litigation or Administrative Proceedings

None

Item 7. Statement Regarding Plan or Series of Transactions

Transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

Item 8. Financial Statements and Exhibits

- (a) The Financial Statements and exhibits referred to in this item are attached to this Form B as exhibits.
- (b) & (c) ProAssurance Corporation is listed on the New York Stock Exchange and filed periodic reports with the Securities and Exchange Commission. For 2004 ProAssurance Corporation filed the following periodic reports which are included as Exhibits to this Form B.

Quarterly Reports for ProAssurance:

Form 10-Q for the period ending March 31, 2004. Attached as Exhibit E.
Form 10-Q for the period ending June 30, 2004. Attached as Exhibit F.
Form 10-Q for the period ending September 30, 2004. Attached as Exhibit G.

Intermittent Reports for ProAssurance Corporation are available at
www.proassurance.com

Annual Reports for ProAssurance:

Form 10-K for the year ending December 31, 2004, which includes the annual financial statements of ProAssurance, including the certification of Ernst & Young LLP independent public accountant, to the effect that the statements present fairly the financial position of ProAssurance and the results of operations for 2004 in conformity with accounting principles generally accepted in the United States of America.

- (d) Not Applicable.
- (e) Not Applicable.
- (f) ProAssurance Corporation 2005 Proxy Statement (Schedule 14-A) for the 2005 Annual Meeting of Shareholders. Attached as Exhibit H.
- (g) ProAssurance Corporation's 2004 Annual Report to Shareholders. Attached as Exhibit I.

Item 9. Form C Required

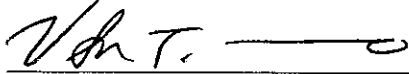
A Copy of Form C is being filed with this Form B.

SIGNATURE

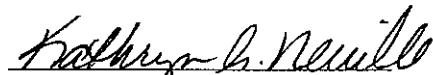
Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this Form B to be duly signed on its behalf in Birmingham, Alabama on the 27th day of April, 2005.

Seal

PRONATIONAL INSURANCE COMPANY

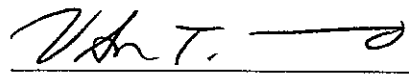
By: 
Victor T. Adamo, President

Attest:


Kathryn A. Neville, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached registration statement dated April 27, 2005 for and on behalf of ProNational Insurance Company; that he is the President of such company, and that he has authority to execute and file such instrument. Deponent further says that he is familiar with such instrument and that the facts therein set forth are true to the best of his knowledge, information and belief.


Victor T. Adamo, President

APPENDIX

Exhibit A	Organizational Chart
Exhibit B	Expense Allocation Agreement dated January 1, 2004
Exhibit C	Quota Share Reinsurance Agreement effective September 1, 2004
Exhibit D	Quota Share Reinsurance Agreement effective August 7, 2003
Exhibit E	ProAssurance 10-Q – March 31, 2004
Exhibit F	ProAssurance 10-Q – June 30, 2004
Exhibit G	ProAssurance 10-Q - September 30, 2004
Exhibit H	ProAssurance Form 14-A (Proxy Statement) 2005
Exhibit I	ProAssurance 2004 Annual Report to Shareholders

FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the States of

Michigan, Alabama and Indiana

By

ProNational Insurance Company

On Behalf of the Following Insurance Companies

ProNational Insurance Company
2600 Professionals Drive, Box 150, Okemos, MI 48805-0150

and

Red Mountain Casualty Insurance Company, Inc.
100 Brookwood Place, Homewood, Alabama 35209

and

American Medical Insurance Exchange
5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250

and

MEEMIC Insurance Company
691 North Squirrel Road, Suite 100, Auburn Hills, Michigan 48326

Date: April 27, 2005

**Name, Title, Address and telephone number of individual to Whom
Notices and Correspondence Concerning This Statement Should be Addressed:**

Kathryn A. Neville, Secretary
ProNational Insurance Company
100 Brookwood Place, Suite 500
Birmingham, Alabama 35209
(800) 282-6242

Item 1. Identity and Control of Registrant

Not applicable.

Item 2. Organizational Chart

Not applicable.

Item 3. The Ultimate Controlling Person

Not applicable.

Item 4. Biographical Information

Effective November 8, 2004, Edward L. Rand, Jr. was been appointed Senior Vice President, Finance of ProAssurance Corporation. Mr. Rand was subsequently elected as Chief Financial Officer of ProAssurance in 2005.

Item 5. Transactions and Agreements

ProNational amended its current Expense Sharing Agreement with ProAssurance, Professionals Group, Medical Assurance, Inc., The Medical Assurance Company, Inc. and Red Mountain Casualty Insurance Company, Inc. to include Medical Assurance of West Virginia, Inc. effective July 1, 2004.

Effective September 1, 2004, ProNational and Red Mountain amended and replaced its Quota Share Reinsurance Contract on file with the states of Michigan and Alabama previously effective October 1, 2002.

ProNational and Professionals National Insurance Company entered into a reinsurance agreement filed with the Michigan Insurance Commission on April 15, 2004.

ProNational declared a cash dividend in the amount of Eighteen Million Dollars (\$18,000,000.00) to its parent company, Professionals Group, Inc. on November 12, 2004. The dividend was funded on November 29, 2004.

Red Mountain Casualty Insurance Company, Inc. declared a cash dividend in the amount of One Million Five Hundred Thousand Dollars (\$1,500,000.00) to its parent company ProNational Insurance Company on April 7, 2004. The dividend was funded on April 19, 2004.

Item 6. Litigation or Administrative Proceedings

Not applicable.

Item 7. Statement Regarding Plan or Series of Transactions

Transactions entered into since the filing of the prior year's annual registration statement are not part of a plan or series of like transactions, the purpose of which is to avoid statutory threshold amounts and the review that might otherwise occur.

Item 8. Financial Statements and Exhibits

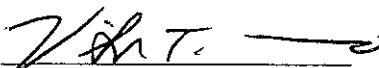
The periodic financial statements, 2004 Annual Reports and the 2005 proxy statement of ProAssurance Corporation have been filed as Exhibits to the Form B.

SIGNATURE

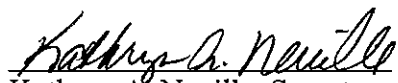
Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this registration statement to be duly signed on its behalf in Birmingham, Alabama on the 27th of April, 2005.

ProNational Insurance Company

By:

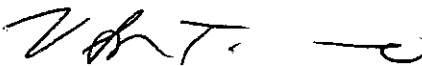

Victor T. Adamo, President

Attest:


Kathryn A. Neville, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached registration statement dated April 27, 2005, for and on behalf of ProNational Insurance Company; that he is the President of such company, and that he has authority to execute and file such instrument. Deponent further says that he is familiar with such instrument and that the facts therein set forth are true to the best of her knowledge, information and belief.


Victor T. Adamo, President

FORM B
Amendment No. 1

INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the States of
Michigan, Alabama and Indiana

By

ProNational Insurance Company

On Behalf of the Following Insurance Companies

ProNational Insurance Company
2600 Professionals Drive, Box 150, Okemos, MI 48805-0150

and

Red Mountain Casualty Insurance Company, Inc.
100 Brookwood Place, Homewood, Alabama 35209

and

American Medical Insurance Exchange
5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250

and

MEEMIC Insurance Company
691 North Squirrel Road, Suite 100
Auburn Hills, Michigan 48326

Date: August 12, 2005

**Name, Title, Address and telephone number of Individual to Whom
Notices and Correspondence Concerning This Statement Should Be Addressed:**

Kathryn A. Neville, Secretary
ProNational Insurance Company
100 Brookwood Place, Suite 300
Homewood, Alabama 35209
(800) 282-6242

This Form B Amendment No. 1 to the Insurance Holding Company System Annual Registration Statement, reports on events occurring during 2005 through August 12, 2005.

FORM B

Item 1. Identity and Control of Registrant

ProAssurance Corporation: ProAssurance Corporation, a Delaware business corporation ("ProAssurance"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProAssurance owns 100% of Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), which owns 100% of the issued and outstanding shares of ProNational Insurance Company ("ProNational"), 100% of Medical Assurance, Inc, a Delaware business corporation and 100% of NCRIC Corporation (formerly known as NCRIC Group, Inc.), a Delaware business corporation which owns 100% of NCRIC, Inc. (see below).

Subsidiaries of Professionals Group, Inc.

ProNational Insurance Company: ProNational Insurance Company, a Michigan stock insurance corporation ("ProNational"), has its principal executive offices at 2600 Professionals Drive, Box 150, Okemos, Michigan 48805-0150. Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), owns 100% of the issued and outstanding shares of ProNational. ProNational first became a member of an insurance holding company system when it formed the PICOM Insurance Agency, Inc. in 1981.

Red Mountain Casualty Insurance Company, Inc. f/k/a ProNational Casualty Company: Red Mountain Casualty Insurance Company, Inc., an Alabama stock insurance corporation ("Red Mountain"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProNational owns 100% of the issued and outstanding shares of Red Mountain, which was capitalized on December 5, 1994, and became a member of the insurance holding company system on that date. On September 9, 2002, Red Mountain redomesticated from Illinois to Alabama and on September 13, 2002, it changed its name from ProNational Casualty Company to Red Mountain Casualty Insurance Company, Inc.

American Medical Insurance Exchange: American Medical Insurance Exchange, an inactive Indiana interinsurance reciprocal exchange ("AMIE"), has its principal executive offices at 5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250. Professionals Group owns 100% of the issued and outstanding shares of American Insurance Management Corporation, an Indiana corporation ("AIMC"), which serves as the attorney-in-fact of AMIE. AIMC was acquired by ProNational on July 1, 1996, and, accordingly, AMIE became a member of the insurance holding company system on that date.

MEEMIC Insurance Company: MEEMIC Insurance Company, a Michigan stock insurance corporation ("MEEMIC"), has its principal offices at 691 North Squirrel Road, Suite 100, Auburn Hills, Michigan 48326. MEEMIC Holdings, Inc., a Michigan business corporation ("MEEMIC Holdings"), owns 100% of the outstanding shares of MEEMIC Insurance Company. ProNational owns 100% of the outstanding shares of MEEMIC Holdings. MEEMIC Insurance Company first became a member of the insurance holding company system on April 7, 1997.

Subsidiaries of Medical Assurance, Inc.

The Medical Assurance Company, Inc. On September 11, 1991, The Medical Assurance Company, Inc. ("TMAC") converted from a mutual insurer to a stock insurer pursuant to its Amended and Restated Plan of Conversion and Section 27-27-44 of the 1975 Code of Alabama (the "Conversion"). Effective August 31, 1995, TMAC became a wholly owned subsidiary of Medical Assurance, Inc. (formerly known as MAIC Holdings, Inc.) a Delaware corporation ("MAI") and the shareholders of TMAC became the sole shareholders of MAI without any material change in their proportionate ownership of TMAC and its subsidiaries. MAI was a newly formed Delaware holding corporation incorporated by TMAC to serve as a holding company for TMAC and its subsidiaries pursuant to a Plan of Exchange authorized by Sections 27-28-1 et. seq. of the Code of Alabama 1975 ("Plan of Exchange"). TMAC has its principal executive office and home office at 100 Brookwood Place, Homewood, Alabama 35209.

Woodbrook Casualty Insurance, Inc. formerly known as Medical Assurance of West Virginia, Inc. ("Woodbrook") an Alabama stock insurance company has its principal executive offices at 100 Brookwood Place, Suite 300, Birmingham, Alabama 35209. Medical Assurance, Inc., a Delaware business corporation ("MAI"), owns 100% of the issued and outstanding shares of Woodbrook. On March 31, 1994, TMAC acquired all of the outstanding capital stock of Woodbrook, then known as West Virginia Hospital Insurance Company and first became a member of the holding company on that date. Effective March 31, 2005 the company redomesticated to the state of Alabama and was renamed Woodbrook Casualty Insurance, Inc.

Subsidiaries of NCRIC Corporation

NCRIC, Inc. ("NCRIC") a District of Columbia insurance company has its principal executive offices at 1115 30th Street, NW, Washington, DC 20007. NCRIC Corporation, a Delaware business corporation owns 100% of the issued and outstanding shares of NCRIC. The Company became a part of the NCRIC insurance holding company system on April 13, 1990 by virtue of the initial purchase of all issued shares of common stock of Commonwealth Medical Liability Insurance Company. Effective December 31, 1998, NCRIC issued common stock. On August 3, 2005, ProAssurance Corporation acquired all shares of NCRIC through a merger with its parent corporation, NCRIC Corporation.

Item 2. Organizational Chart

The identity of each member of the insurance holding company system with respect to which this Registration Statement is filed is set forth in the attached Exhibit A.

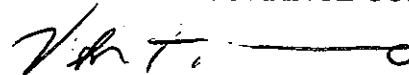
(The remainder of this page is left intentionally blank.)

SIGNATURE

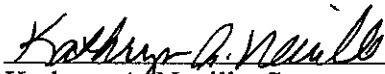
Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this Form B Amendment No. 1 to be duly signed on its behalf in Birmingham, Alabama on the 12th day of August, 2005.

Seal

PRONATIONAL INSURANCE COMPANY

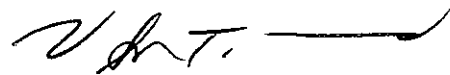
By: 
Victor T. Adamo, President

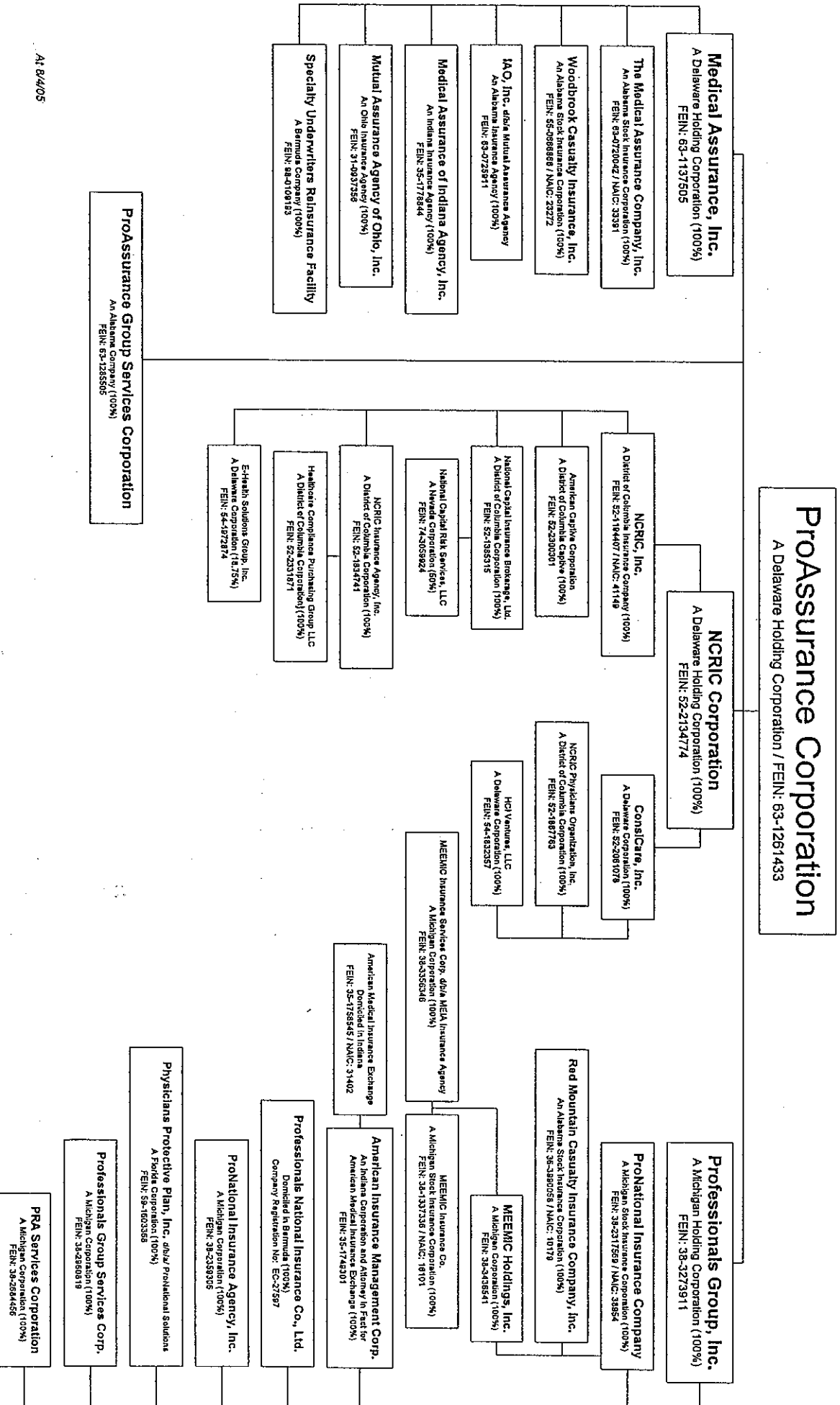
Attest:


Kathryn A. Neville, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached registration statement dated August 12th, 2005 for and on behalf of ProNational Insurance Company; that he is the President of such company, and that he has authority to execute and file such instrument. Deponent further says that he is familiar with such instrument and that the facts therein set forth are true to the best of his knowledge, information and belief.


Victor T. Adamo, President



FORM B
Amendment No. 2

INSURANCE HOLDING COMPANY SYSTEM
ANNUAL REGISTRATION STATEMENT

Filed with the Insurance Department of the States of
Michigan, Alabama and Indiana

By

ProNational Insurance Company

On Behalf of the Following Insurance Companies

ProNational Insurance Company
2600 Professionals Drive, Box 150, Okemos, MI 48805-0150

and

Red Mountain Casualty Insurance Company, Inc.
100 Brookwood Place, Homewood, Alabama 35209

and

American Medical Insurance Exchange
5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250

Date: January 9, 2006

**Name, Title, Address and telephone number of Individual to Whom
Notices and Correspondence Concerning This Statement Should Be Addressed:**

Kathryn A. Neville, Secretary
ProNational Insurance Company
100 Brookwood Place, Suite 300
Homewood, Alabama 35209
(800) 282-6242

This Form B Amendment No. 2 to the Insurance Holding Company System Annual Registration Statement, reports on events occurring during from August 12, 2005 through January 6, 2006.

FORM B
Amendment No. 2

Item 1. Identity and Control of Registrant

ProAssurance Corporation: ProAssurance Corporation, a Delaware business corporation ("ProAssurance"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProAssurance owns 100% of Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), which owns 100% of the issued and outstanding shares of ProNational Insurance Company ("ProNational"), 100% of Medical Assurance, Inc, a Delaware business corporation and 100% of NCRIC Corporation (formerly known as NCRIC Group, Inc.); a Delaware business corporation which owns 100% of NCRIC, Inc. (see below).

Subsidiaries of Professionals Group, Inc.

ProNational Insurance Company: ProNational Insurance Company, a Michigan stock insurance corporation ("ProNational"), has its principal executive offices at 2600 Professionals Drive, Box 150, Okemos, Michigan 48805-0150. Professionals Group, Inc., a Michigan business corporation ("Professionals Group"), owns 100% of the issued and outstanding shares of ProNational. ProNational first became a member of an insurance holding company system when it formed the PICOM Insurance Agency, Inc. in 1981.

Red Mountain Casualty Insurance Company, Inc. f/k/a ProNational Casualty Company: Red Mountain Casualty Insurance Company, Inc., an Alabama stock insurance corporation ("Red Mountain"), has its principal executive offices at 100 Brookwood Place, Homewood, Alabama 35209. ProNational owns 100% of the issued and outstanding shares of Red Mountain, which was capitalized on December 5, 1994, and became a member of the insurance holding company system on that date. On September 9, 2002, Red Mountain redomesticated from Illinois to Alabama and on September 13, 2002, it changed its name from ProNational Casualty Company to Red Mountain Casualty Insurance Company, Inc.

American Medical Insurance Exchange: American Medical Insurance Exchange, an inactive Indiana interinsurance reciprocal exchange ("AMIE"), has its principal executive offices at 5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250. Professionals Group owns 100% of the issued and outstanding shares of American Insurance Management Corporation, an Indiana corporation ("AIMC"), which serves as the attorney-in-fact of AMIE. AIMC was acquired by ProNational on July 1, 1996, and, accordingly, AMIE became a member of the insurance holding company system on that date.

Former Subsidiary of Professionals Group, Inc.:

MEEMIC Insurance Company: MEEMIC Insurance Company, a Michigan stock insurance corporation ("MEEMIC"), has its principal offices at 691 North Squirrel Road, Suite 100, Auburn Hills, Michigan 48326. MEEMIC Holdings, Inc., a Michigan business corporation ("MEEMIC Holdings"), owns 100% of the outstanding shares of MEEMIC Insurance Company. ProNational owns 100% of the outstanding shares of MEEMIC Holdings. MEEMIC Insurance Company first became a member of the insurance holding company system on April 7, 1997. Effective January 1, 2006, MEEMIC was sold to Motors Insurance Corporation and is no longer a member of the ProAssurance Holding Company Group.

Subsidiaries of Medical Assurance, Inc.

The Medical Assurance Company, Inc. On September 11, 1991, The Medical Assurance Company, Inc. ("TMAC") converted from a mutual insurer to a stock insurer pursuant to its Amended and Restated Plan of Conversion and Section 27-27-44 of the 1975 Code of Alabama (the "Conversion"). Effective August 31, 1995, TMAC became a wholly owned subsidiary of Medical Assurance, Inc. (formerly known as MAIC Holdings, Inc.) a Delaware corporation ("MAI") and the shareholders of TMAC became the sole shareholders of MAI without any material change in their proportionate ownership of TMAC and its subsidiaries. MAI was a newly formed Delaware holding corporation incorporated by TMAC to serve as a holding company for TMAC and its subsidiaries pursuant to a Plan of Exchange authorized by Sections 27-28-1 et. seq. of the Code of Alabama 1975 ("Plan of Exchange"). TMAC has its principal executive office and home office at 100 Brookwood Place, Homewood, Alabama 35209.

Woodbrook Casualty Insurance, Inc. formerly known as Medical Assurance of West Virginia, Inc. ("Woodbrook") an Alabama stock insurance company has its principal executive offices at 100 Brookwood Place, Suite 300, Birmingham, Alabama 35209. Medical Assurance, Inc., a Delaware business corporation ("MAI"), owns 100% of the issued and outstanding shares of Woodbrook. On March 31, 1994, TMAC acquired all of the outstanding capital stock of Woodbrook, then known as West Virginia Hospital Insurance Company and first became a member of the holding company on that date. Effective March 31, 2005 the company redomesticated to the state of Alabama and was renamed Woodbrook Casualty Insurance, Inc.

Subsidiaries of NCRIC Corporation

NCRIC, Inc. ("NCRIC") a District of Columbia insurance company has its principal executive offices at 1115 30th Street, NW, Washington, DC 20007. NCRIC Corporation, a Delaware business corporation owns 100% of the issued and outstanding shares of NCRIC. The Company became a part of the NCRIC insurance holding company system on April 13, 1990 by virtue of the initial purchase of all issued shares of common stock of Commonwealth Medical Liability Insurance Company. Effective December 31, 1998, NCRIC issued common stock. On August 3, 2005, ProAssurance Corporation acquired all shares of NCRIC through a merger with its parent corporation, NCRIC Corporation.

Item 2. Organizational Chart

The identity of each member of the insurance holding company system with respect to which this Registration Statement is filed is set forth in the attached Exhibit A.

Item 4. Biographical Information

Board of Directors of ProAssurance

Set forth below are the current directors and executive officers of ProAssurance and a brief description of their principal occupations and employment during the last five (5) years. None of the directors or executive officers has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years.

EXECUTIVE OFFICERS

JEFFREY P. LISEBY - - (Age 37) Secretary. Mr. Lisenby was elected Secretary of ProAssurance effective January 1, 2006. Mr. Lisenby also has served as Vice President and Legal Counsel of ProNational and TMAC since 2001. Prior to joining ProAssurance, Mr. Lisenby was in private practice in Birmingham, Alabama, from 1996 to 2001 and served as a judicial clerk for the United States District Court for the Northern District of Alabama from 1995 to 1996. Mr. Lisenby also holds positions as an officer of various direct and indirect subsidiaries of ProAssurance.

Mr. Lisenby's Biographical Affidavit is attached as Exhibit B.

None of these persons, to the knowledge of the Registrant, have had any convictions of crimes other than minor traffic violations during the past ten years. The address for all persons for the purposes of this registration statement is the address listed in Item 3.

Item 5. Transactions and Agreements.

a) Loans, other investments, or purchases, sales or exchanges of securities of the affiliates by the Registrant or of the Registrant by its affiliates;

MEEMIC Insurance Services Corporation has an \$8 million loan from MEEMIC, with an annual interest rate of 6% and monthly interest and principal payments of \$73,978 through December 31, 2012. Both MEEMIC and MEEMIC Insurance Services Corporation were sold to Motors Insurance Corporation effective January 1, 2006 and are no longer part of the ProAssurance Holding Company.

b) Purchase, sales or exchanges of assets;

On December 12, 2005, NCRIC Physicians Organization, Inc. was sold by ConsiCare, Inc. to NCRIC Corporation in anticipation of the sale of ConsiCare, Inc.

Effective December 31, 2005, ConsiCare, Inc. and HCI Ventures, LLC were sold to a non-affiliated party and are no longer part of the ProAssurance Holding Company.

Effective January 1, 2006, MEEMIC Insurance Company and MEEMIC Insurance Services Corporation were sold to Motors Insurance Corporation pursuant to the Form A filed on November 10, 2005 and subsequently approved by the Michigan Office of Financial and Insurance Services by Motors Insurance.

d) Guarantees or undertakings for the benefit of an affiliate which result in an actual contingent exposure of the Registrant's assets to liability, other than insurance contracts entered into in the ordinary course of the registrant's business;

None

e) All management agreements, service contracts and all cost-sharing arrangements;

Expense Allocation Agreements:

ProNational and MEEMIC entered into an expense allocation agreement effective July 1, 1999, to allocate certain expenses for purposes of statutory and financial reporting. A copy of the Expense Allocation Agreement was filed as an Exhibit to the 2000 Form B and is incorporated herein by reference. This agreement was terminated effective January 1, 2006 in conjunction with the sale of MEEMIC Insurance Company to Motors Insurance Corporation.

ProNational amended its current Expense Sharing Agreement with ProAssurance, Professionals Group, Medical Assurance, Inc., The Medical Assurance Company, Inc., Red Mountain Casualty Insurance Company, Inc. and Woodbrook Casualty Insurance, Inc. to include NCRIC, Inc. effective January 1, 2006. A copy of the amended agreement was filed on a Form D dated September 8, 2005 with the Michigan, Indiana, District of Columbia and Alabama Insurance Commissioners.

Management Services Agreements:

Effective January 1, 2003, MEEMIC and ProNational commuted their Quota Share Reinsurance Contract which was terminated on July 1, 1999. A copy of the Commutation Agreement was filed as an Exhibit to the 2003 Form B and is incorporated herein by reference. This reference will no longer be included in subsequent Form B filings as MEEMIC is no longer a party to the ProAssurance Holding Company.

ProNational amended its current Management Services Agreement with ProAssurance, Professionals Group, Medical Assurance, Inc., The Medical Assurance Company, Inc., Red Mountain Casualty Insurance Company, Inc. and Woodbrook Casualty Insurance, Inc. to include NCRIC, Inc. effective January 1, 2006. A copy of the amended agreement was filed on a Form D dated September 8, 2005 with the Michigan, Indiana, District of Columbia and Alabama Insurance Commissioners.

g) Dividends and other distributions to shareholders;

MEEMIC Insurance Company declared cash dividends in the amounts of Fifteen Million Dollars (\$15,000,000) and Eight Million, Nine Hundred Ninety Six Thousand, Five Hundred Seventy Eight Dollars (\$8,996,578) to its parent company, MEEMIC Holdings, Inc. (now known as MEMH Holdings, Inc.) on April 1, 2005 and December 14, 2005, respectively. These dividends were ordinary dividends in accordance with the Michigan Insurance Code.

In addition, MEEMIC Insurance Company declared an extraordinary dividend to its parent in the amount of Twenty Nine Million, Nine Hundred Three Thousand, Four Hundred Twenty Two Dollars (29,903,422) on December 14, 2004.

MEEMIC Insurance Services declared a cash dividend of Nine Million, One Hundred Thousand Dollars (\$9,100,000) to its parent company MEEMIC Holdings, Inc. (now known as MEMH Holdings, Inc.) on December 14, 2005.

h) Consolidated tax allocation agreements; and

ProAssurance restated the Tax Allocation Agreement with Professionals Group and its subsidiaries and Medical Assurance and its subsidiaries. A copy of the Tax Allocation Agreement was filed with the 2002 Form B and is incorporated herein by reference. Effective September 1, 2005, as a part of the merger with NCRIC Corporation, ProAssurance and its direct and indirect subsidiaries amended its Tax Allocation Agreement to include NCRIC Corporation and its direct and indirect subsidiaries. A copy of the amended Agreement was filed on a Form D dated September 8, 2005.

MEEMIC Insurance Company and MEEMIC Insurance Services Corporation are no longer parties to the above referenced agreement as a result of the sale of these companies effective January 1, 2006.

- i) **Any pledge of the registrant's stock and/or of the stock of any subsidiary or controlling affiliate, for a loan made to any member of the insurance holding company system.**

None

Item 9. Form C Required

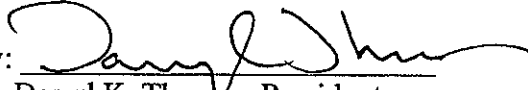
A Copy of Form C is being filed with this Form B Amendment No. 2.

SIGNATURE

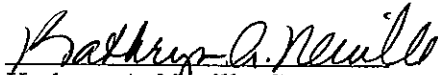
Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this Form B Amendment No. 2 to be duly signed on its behalf in Birmingham, Alabama on the 9th day of January, 2006.

Seal

PRONATIONAL INSURANCE COMPANY


By: 
Darryl K. Thomas, President

Attest:


Kathryn A. Neville, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached registration statement dated January 9, 2006 for and on behalf of ProNational Insurance Company; that he is the President of such company, and that he has authority to execute and file such instrument. Deponent further says that he is familiar with such instrument and that the facts therein set forth are true to the best of his knowledge, information and belief.


Darryl K. Thomas, President

FORM C

SUMMARY OF REGISTRATION STATEMENT

Filed with the Insurance Department of the States of

Michigan, Alabama and Indiana

By

ProNational Insurance Company

On Behalf of the Following Insurance Companies

ProNational Insurance Company
2600 Professionals Drive, Box 150, Okemos, MI 48805-0150

and

Red Mountain Casualty Insurance Company, Inc.
100 Brookwood Place, Homewood, Alabama 35209

and

American Medical Insurance Exchange
5975 Castle Creek Parkway, Suite 300, Indianapolis, Indiana 46250

Date: January 9, 2006

**Name, Title, Address and telephone number of individual to Whom
Notices and Correspondence Concerning This Statement Should be Addressed:**

Kathryn A. Neville, Secretary
ProNational Insurance Company
100 Brookwood Place, Suite 300
Birmingham, Alabama 35209
(800) 282-6242

Item 2. Organizational Chart

Specialty Underwriters Reinsurance Facility was dissolved effective December 9, 2005 and is no longer a part of the ProAssurance Holding Company Group.

NCRIC Physicians Organization, Inc. was sold by ConsiCare, Inc. to NCRIC Corporation effective December 12, 2005 for a nominal amount due to the pending sale of ConsiCare and HCI Ventures.

ConsiCare, Inc. and HCI Ventures, LLC were sold to a non-affiliate effective December 31, 2005 and are no longer part of the ProAssurance Holding Company Group.

MEEMIC Insurance Company and MEEMIC Insurance Services Corporation were sold to Motors Insurance Corporation effective January 1, 2006 and are no longer part of the ProAssurance Holding Company Group.

MEEMIC Holdings, Inc. filed paperwork to change its name to MEMH Holdings, Inc. on January 5, 2006 in conjunction with the sale of MEEMIC Insurance Company and MEEMIC Insurance Services Corporation.

Item 4. Biographical Information

Effective January 1, 2006, Jeffrey P. Lisenby replaced Howard H. Friedman as Secretary of ProAssurance Corporation. Mr. Lisenby has served as an officer of several direct and indirect subsidiaries of ProAssurance prior to January 1, 2006.

Item 5. Transactions and Agreements

ProAssurance amended its Tax Allocation Agreement to include NCRIC, Inc. effective September 1, 2005. A Form D dated September 8, 2005 was filed with the Michigan, Indiana, District of Columbia and Alabama Insurance Commissioners.

Effective January 1, 2006, MEEMIC Insurance Company and MEEMIC Insurance Services Corporation are no longer parties to the Tax Allocation Agreement by virtue of the sale of those companies.

ProNational amended its current Expense Sharing Agreement and Management Services Agreement with ProAssurance, Professionals Group, Medical Assurance, Inc., The Medical Assurance Company, Inc., Red Mountain Casualty Insurance Company, Inc. and Woodbrook Casualty Insurance, Inc. to include NCRIC, Inc. effective January 1, 2006. A Form D dated September 8, 2005 was filed with the Michigan, Indiana, District of Columbia and Alabama Insurance Commissioners.

Item 8. Financial Statements and Exhibits

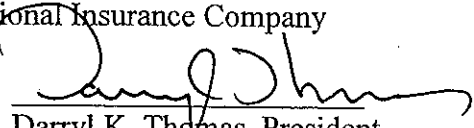
Exhibit A	Organizational Chart
Exhibit B	Biographical Affidavit for Jeffrey P. Lisenby

SIGNATURE

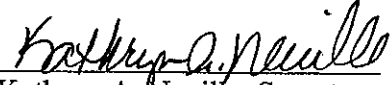
Pursuant to the requirements of Section 1325 of the Act, Registrant has caused this registration statement to be duly signed on its behalf in Birmingham, Alabama on the 9th of January, 2006.

ProNational Insurance Company

By:

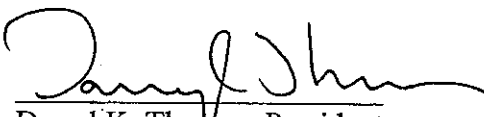

Darryl K. Thomas, President

Attest:


Kathryn A. Neville, Secretary

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached registration statement dated January 9, 2006, for and on behalf of ProNational Insurance Company; that he is the President of such company, and that he has authority to execute and file such instrument. Deponent further says that he is familiar with such instrument and that the facts therein set forth are true to the best of her knowledge, information and belief.


Darryl K. Thomas, President