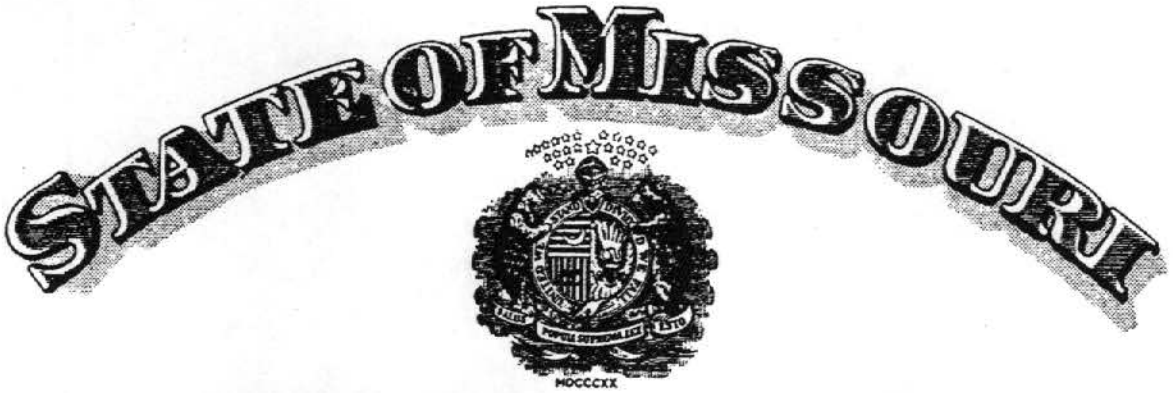

DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND PROFESSIONAL REGISTRATION

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE: Proposed Acquisition of	)	
	)	
GMAC Direct Insurance Company	)	
by	)	Case Number 081114352C
Maiden Holdings North America, Ltd.	)	

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Based on the testimony and other evidence presented, I, Linda Bohrer, Acting Director of the Missouri Department of Insurance, Financial Institutions and Professional Registration (the "Department"), find and conclude that:

1. On or about November 10, 2008, Maiden Holdings North America, Ltd. ("Applicant"), a wholly owned subsidiary of Maiden Holdings, Ltd. ("Maiden"), filed a Form A Statement with the Department in connection with the proposed acquisition of control of GMAC Direct Insurance Company ("GMAC Direct"), a Missouri stock property and casualty insurance company. A public hearing was held on December 10, 2008, as ordered by the Department on November 17, 2008. The Applicant appeared in person and by counsel and the Department's Division of Insurance Company Regulation appeared by counsel.

2. The Applicant will acquire control of GMAC Direct pursuant to a Stock Purchase Agreement between the Applicant and Motors Insurance Corporation dated October 31, 2008.

3. A preponderance of the evidence on the whole record fails to show that:

A. After the acquisition of control of GMAC Direct by the Applicant, GMAC Direct will not be able to satisfy the requirements for the issuance of a license to write the lines of insurance for which it is presently licensed.

B. The effect of the acquisition of control of GMAC Direct will be to substantially lessen competition in insurance, or tend to create a monopoly in this state.

C. The financial condition of the Applicant is such as might jeopardize the financial stability of GMAC Direct or prejudice the interest of the policyholders of GMAC Direct.

D. The Applicant plans or proposes to liquidate GMAC Direct, sell its assets, consolidate or merge it with any person, or to make any other material change in its business or corporate structure or management that is unfair or unreasonable to policyholders of GMAC Direct, or contrary to the public interest.

E. The competence, experience and integrity of those persons who will control the operations of GMAC Direct are such that it would be contrary to the interests of the policyholders of GMAC Direct and of the public to permit the acquisition of GMAC Direct by the Applicant.

F. The proposed acquisition of GMAC Direct by the Applicant is likely to be hazardous or prejudicial to the insurance buying public, provided that the Applicant causes GMAC Direct to comply with the condition set forth below in the Order.

ORDER

Based on the foregoing Findings and Conclusions, the proposed acquisition of control of GMAC Direct by the Applicant is **APPROVED WITH CONDITION**, as follows: after the

acquisition of control, any transaction between GMAC Direct and AmTrust Financial Services, Inc. or any affiliate of AmTrust Financial Services, Inc. (referred to as "AmTrust group member") will be subject to prior notice to and approval of the Department of Insurance, Financial Institutions and Professional Registration, so long as such transaction would have required notice to and approval of the Department pursuant to Section 382.195 of the Missouri Revised Statutes if the transaction were with an affiliate of the Company; provided, however, that (1) Applicant will not be required to list Michael Karfunkel, George Karfunkel and Barry Zyskind as a group controlling GMAC Direct nor members of the AmTrust group as affiliates of GMAC Direct pursuant to the registration requirements of Section 382.100 of the Missouri Revised Statues, (2) for a period of one year following the date of this Order, neither the Applicant nor any of Messrs. Karfunkel or Mr. Zyskind will seek through a filing of a disclaimer of control or otherwise to eliminate the requirement for notice and prior approval regarding transactions with AmTrust group members, and (3) in reviewing any such notice, the Department will apply the standards set forth in Section 382.190 of the Missouri Revised Statutes..

Recommended by the hearing officer this 17th day of December, 2008.

Larry McCord, Hearing Officer

So ordered, signed and official seal affixed this 17th day of December, 2008.

Linda Bohrer, Acting Director