

ATLANTIC AMERICAN CORP  
Form DEF 14A  
April 01, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ATLANTIC AMERICAN CORPORATION

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(Name of Registrant as Specified In Its Charter)

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- No fee required.
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(1) Title of each class of securities to which transaction applies:

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**ATLANTIC AMERICAN CORPORATION**  
**4370 Peachtree Road, N.E.**  
**Atlanta, Georgia 30319-3000**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD MAY 4, 2010**

Notice is hereby given that the Annual Meeting of Shareholders of Atlantic American Corporation (the Company) will be held at the principal executive offices of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia at 9:00 A.M., Eastern Time, on May 4, 2010, for the following purposes:

- (1) To elect ten (10) directors of the Company to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified;
- (2) To ratify the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the 2010 fiscal year; and
- (3) To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on March 15, 2010, will be entitled to notice of, and to vote at, the meeting, or any adjournments or postponements thereof.

**WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, PLEASE COMPLETE, SIGN, DATE AND RETURN THE ENCLOSED PROXY, OR VOTE VIA INTERNET TO ENSURE YOUR SHARES ARE REPRESENTED AT THE MEETING. NO POSTAGE IS REQUIRED WHEN MAILED IN THE ENCLOSED ENVELOPE IN THE UNITED STATES.**

By Order of the Board of Directors

/s/ John G. Sample, Jr.  
John G. Sample, Jr.  
Senior Vice President, Chief Financial  
Officer and Acting Secretary

April 1, 2010  
Atlanta, Georgia

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**ATLANTIC AMERICAN CORPORATION**  
**4370 Peachtree Road, N.E.**  
**Atlanta, Georgia 30319-3000**

**PROXY STATEMENT**  
**FOR THE ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD MAY 4, 2010**

**GENERAL**

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Atlantic American Corporation (the Company) for use at the 2010 Annual Meeting of Shareholders (the Meeting) to be held at the time and place, and for the purposes, specified in the accompanying Notice of Annual Meeting of Shareholders, and at any postponements or adjournments thereof. When the enclosed proxy is properly executed and returned, or you vote your proxy through the Internet as provided for on the enclosed proxy card, the shares which it represents will be voted at the Meeting in accordance with the instructions thereon. In the absence of any such instructions, the shares represented thereby will be voted in favor of the election of all of the nominees for director listed under the caption Election of Directors and for the ratification of the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for 2010. Management does not know of any other business to be brought before the Meeting not described herein, but it is intended that as to any such other business properly brought before the Meeting, a vote will be cast pursuant to any proxy granted in accordance with the judgment of the proxies appointed thereunder. This proxy statement and the accompanying form of proxy are first being given or sent to shareholders of the Company, and made available on the Internet, on or about April 1, 2010.

If you are a shareholder whose shares are held in street name, (i.e., in the name of a broker, bank or other record holder), you must either direct the record holder of your shares how to vote your shares or obtain a proxy, executed in your favor, from the record holder to be able to vote at the Meeting.

We encourage shareholders who hold shares in street name to provide instructions to that record holder on how to vote your shares. Providing voting instructions ensures that your shares will be voted at the Meeting. If shares are held through a brokerage account, the brokerage firm, under certain circumstances, may vote the shares without instructions. On certain routine matters, such as the ratification of the appointment of auditors, brokerage firms have authority to vote their customers' shares if the customers do not provide voting instructions. When a brokerage firm votes its customers' shares on a routine matter without receiving voting instructions, these shares are counted both for establishing a quorum to conduct business at the meeting and in determining the number of shares voted for or against the routine matter. The proposal to ratify the appointment of BDO Seidman, LLP as our independent registered public accounting firm for the 2010 fiscal year is considered a routine matter.

On non-routine matters, if the brokerage firm has not received voting instructions from the shareholder, the brokerage firm cannot vote the shares on that proposal, which is considered a broker non-vote. Broker non-votes will be counted for purposes of establishing a quorum to conduct business at the Meeting but not for determining the number of shares voted for or against the non-routine matter. The proposal relating to the election of the directors is considered a non-routine matter.

Any shareholder who executes and delivers a proxy, or votes a proxy through the Internet, may revoke it at any time prior to its use by: (i) giving written notice of such revocation to the Acting Secretary of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000; (ii) executing and delivering a proxy bearing a later date to the Acting Secretary of the Company at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000; (iii) voting, or re-voting, as the case may be, a proxy over the Internet at a later date; or (iv) attending the Meeting and voting in person.

Only holders of record of issued and outstanding shares of \$1.00 par value per share common stock of the Company (Common Stock) as of March 15, 2010 (the Record Date) will be entitled to notice of, and to vote at, the Meeting. On the Record Date, there were 22,288,710 shares of Common Stock outstanding. Each share of Common Stock is entitled to one vote for up to ten (10) nominees for director, and one vote on each other matter to be acted upon.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 4, 2010.**

The proxy statement is available at [www.atlam.com](http://www.atlam.com).

**ANNUAL REPORT**

A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 is being provided with this proxy statement.

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**EXPENSES OF SOLICITATION**

The costs of soliciting proxies will be borne by the Company. Officers, directors and employees of the Company may solicit proxies by telephone, personal interview or otherwise, but will not receive any additional compensation for so doing. No contract or arrangement exists for engaging specially-paid employees or solicitors in connection with the solicitation of proxies for the Meeting. Arrangements may be made with brokerage houses and other custodians, nominees and fiduciaries holding shares for a beneficial owner to send proxies and proxy materials to their principals, and the Company will reimburse them for their expenses in so doing.

**VOTE REQUIRED**

A majority of the outstanding shares of Common Stock must be present in person or by proxy at the Meeting in order to have the quorum necessary to transact business. Abstentions and broker non-votes will be counted as present in determining whether the quorum requirement is satisfied. A non-vote occurs when a broker, bank or other record holder holding shares for a beneficial owner votes on one proposal pursuant to discretionary authority or instructions from the beneficial owner, but does not vote on another proposal because the nominee has not received instruction from the beneficial owner and does not have discretionary authority to vote with respect to such other proposal. Directors are elected by the affirmative vote of a plurality of the shares of Common Stock present in person or by proxy and actually voting at the Meeting. In order for shareholders to approve each other matter to be voted on at the Meeting, the votes cast favoring the proposal must exceed the votes cast opposing the proposal. Abstentions and non-votes will not count as votes for or against any director or proposal, as the case may be, as to which there is an abstention or non-vote.

## 1. ELECTION OF DIRECTORS

One of the purposes of the Meeting is to elect ten directors to serve until the next annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation or removal. In the event any of the nominees should be unavailable to serve as a director, which contingency is not presently anticipated, proxies may be voted for the election of such other persons as may be designated by the present Board of Directors, or the Board of Directors may reduce the number of Director nominees.

All of the nominees for election to the Board of Directors are currently Directors of the Company. There are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected as a nominee or is to be elected as a Director.

The following sets forth certain information with respect to the ten nominees for Director to be elected at the Meeting:

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>
J. Mack Robinson	86	Chairman Emeritus
Hilton H. Howell, Jr.	48	Chairman of the Board, President and Chief Executive Officer
Edward E. Elson	76	Director
Harold K. Fischer	77	Director
Samuel E. Hudgins	81	Director
D. Raymond Riddle	76	Director
Harriett J. Robinson	79	Director
Scott G. Thompson	65	Director
William H. Whaley, M.D.	70	Director
Dom H. Wyant	83	Director

The biographies of each of the Directors contains information regarding the person's service as a director, business, educational, and other professional experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, during the last ten years, and the experiences, qualifications, attributes or skills that cause the Board to determine that the person should serve as a director for the Company. The Company believes that the backgrounds and qualifications of its directors, considered as a group, should provide diverse business and professional capabilities, along with the experience, knowledge and other abilities that will allow the Board to fulfill its responsibilities.

Mr. Robinson has served as a Director since 1974, served as Chairman of the Board from 1974 until February 2009 and served as President and Chief Executive Officer of the Company from September 1988 to May 1995. Effective February 24, 2009, Mr. Robinson resigned from his position as Chairman of the Board and assumed the role of Chairman Emeritus. Mr. Robinson is also a director of Gray Television, Inc. Mr. Robinson has been involved in various business ventures across a number of industries during his career and also remains actively involved in numerous civic activities. He is the named benefactor of the J. Mack Robinson School of Business of Georgia State University.

Mr. Howell has been President and Chief Executive Officer of the Company since May 1995, and prior thereto served as Executive Vice President of the Company from October 1992 to May 1995. He has been a Director of the Company since October 1992 and, effective February 24, 2009, assumed the title of Chairman of the Board of Directors.

Mr. Howell is the son-in-law of Mr. Robinson and Mrs. Robinson. He is also a director of Gray Television, Inc. and was previously a director of Triple Crown Media, Inc. until December 2009. In addition to being uniquely familiar with our company, Mr. Howell is also a licensed attorney and has been actively involved in various segments of the insurance industry throughout his career.

Mr. Elson is the former Ambassador of the United States of America to the Kingdom of Denmark, serving from 1993 through 1998. He has been a Director of the Company since October 1998, and previously served as a Director from 1986 to 1993. Prior to serving as Ambassador, Mr. Elson was a business entrepreneur with activities focused primarily in the retail sales business.

Mr. Fischer is the retired President of Association Casualty Insurance Company and Association Risk Management General Agency, Inc., former subsidiaries of the Company, positions which he held from 1984 through June 2001. He has been a Director of the Company since July 1999, when the Company originally acquired those former property & casualty subsidiaries, which have since been divested. Mr. Fischer is currently active in a business venture focused on manufacturing a wide variety of products from 100% recycled rubber and plastics.

Mr. Hudgins has been an independent consultant since September 1997 and was a Principal in Percival, Hudgins & Company, LLC, an investment bank, from April 1992 to September 1997. He has been a Director of the Company since 1986. Mr. Hudgins is a certified public accountant and spent a significant portion of his career with Arthur Andersen LLP, an independent accounting firm, serving for a period of time as the Atlanta office managing partner. Mr. Hudgins remains actively involved in various civic organizations.

Mr. Riddle is the retired Chairman and Chief Executive Officer of National Service Industries, Inc., a diversified holding company, positions he held from September 1994 to February 1996. Prior thereto, he served as the President and Chief Executive Officer of National Service Industries since January 1993. Prior thereto, he was President of Wachovia Bank of Georgia, N.A., the President of Wachovia Corporation of Georgia and Executive Vice President of Wachovia Corporation. He has been a Director of the Company since 1976 and also serves as a director of AGL Resources, Inc.



Mrs. Robinson, the wife of J. Mack Robinson, has been a Director of the Company since 1989. She is also a director of Gray Television, Inc. Mrs. Robinson has been actively involved, to varying degrees, with the various business ventures of her husband, including serving on the boards of directors of other publicly-traded companies. She remains involved in numerous charitable and philanthropic activities.

Mr. Thompson has been the President and Chief Executive Officer of American Southern Insurance Company, a subsidiary of the Company, since 2004; prior thereto he had been the President and Chief Financial Officer of that company since 1984. He has been a Director of the Company since February 1996.

Dr. Whaley has been a physician in private practice for more than the past five years. He has been a Director of the Company since July 1992. Dr. Whaley is a practicing physician and serves as a medical advisor for Bankers Fidelity Life Insurance Company, a subsidiary of the Company.

Mr. Wyant is a retired partner of the law firm of Jones Day, which serves as counsel to the Company. He was a Partner with that firm from 1989 through 1994, and Of Counsel from 1995 through 1997. He remains actively involved in various civic organizations. He has been a Director of the Company since 1985.

The Board of Directors recommends a vote **FOR** the election of each of the nominees for Director.

#### **Board Leadership Structure and Risk Oversight**

The Company is a controlled company and has historically experienced limited turnover in its senior management and directors. The Company has generally operated using a board leadership structure, under which our President and Chief Executive Officer ( CEO ) also serves as the Chairman of the Board of Directors. We believe that the Company, like many U.S. companies, is well-served by this leadership structure. Having one person serve as both CEO and Chairman of the Board demonstrates for our employees, agents, suppliers, customers and other shareholders that our Company is under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations. Having a single leader for both the Company and the Board of Directors eliminates the potential for confusion or duplication of efforts, and provides clear direction and leadership for our Company. We believe that having one person serve as CEO and Chairman of the Board is best for our Company and our shareholders at this time.

The Board has not formally designated a lead independent director and believes that as a result thereof, executive sessions of the Board, which are attended solely by independent directors, result in an open and free flow of discussion of any and all matters that any director may believe relevant to the Company and/or its management.

The Company believes that its leadership structure appropriately allows all directors to provide effective oversight of its risk management function. While the Board maintains oversight responsibility for the management of the Company's risks, it has delegated oversight responsibility for certain areas of potential exposure to its committees. The Audit Committee oversees the accounting and financial reporting processes of the Company, as well as legal and compliance matters and risk management. The Audit Committee charter provides that the Audit Committee is responsible for overseeing the internal controls of the Company along with its adherence with compliance and regulatory requirements. On at least a quarterly basis, the Company's Director of Internal Audit provides a comprehensive report to the Audit Committee regarding the Company's key risks, including operational, financial and other risks. While the Audit Committee has primary responsibility for overseeing risk management, our entire Board of Directors is actively involved in overseeing this function for the Company. The full Board also engages in periodic discussion with the CEO, Chief Financial Officer ( CFO ), executive management of each of the Company's operating subsidiaries and other corporate officers as the Board may deem appropriate or desirable. In addition to the roles performed by the Audit Committee, the Stock Option and Compensation Committee considers, evaluates and oversees the risks that may arise through our compensation programs and engages directly with all Board members, as and if necessary.

The Company believes that its leadership structure promotes effective Board oversight of risk management because the Board directly, and through its various committees, is regularly provided by management with the information necessary to appropriately monitor, evaluate and assess the Company's overall risk management.

#### **Committees of The Board of Directors**

As a result of the level of beneficial ownership of our Common Stock by J. Mack Robinson, one of our director nominees and currently Chairman Emeritus, and his affiliates, the Company meets the definition of a controlled

company as defined pursuant to Rule 5615(c)(1) of NASDAQ Rules. Accordingly, the Company is exempt from certain requirements of the NASDAQ Rules, including the requirement that a majority of its Board of Directors be independent, as defined in such rules, the requirement that director nominees be selected, or recommended for the board's selection, by either a majority of the independent directors or a nominating committee comprised solely of independent directors, and certain requirements relating to the determination of executive officer compensation. Notwithstanding this, however, the Board of Directors has determined that the following individuals are independent pursuant to the NASDAQ Rules for purposes of serving as a member of the Board of Directors: Edward E. Elson, Harold K. Fischer, D. Raymond Riddle and Dom H. Wyant.

The Board of Directors of the Company has three standing committees: the Executive Committee, the Stock Option and Compensation Committee and the Audit Committee.

The Executive Committee is composed of Messrs. Robinson, Howell and Hudgins, and Dr. Whaley. The Executive Committee's function is to act in the place and stead of the Board of Directors to the extent permitted by law on matters which require Board action between meetings of the Board of Directors. The Executive Committee of the Company did not meet or act by written consent during 2009.

The Stock Option and Compensation Committee is composed of Messrs. Elson, Riddle and Dr. Whaley, Chairman, each of whom, with the exception of Dr. Whaley, is independent pursuant to the NASDAQ Rules. The Stock Option and Compensation Committee's function is to establish the number of stock options to be granted to officers and key employees and the annual salaries and bonus amounts payable to officers of the Company. The Stock Option and Compensation Committee met one time during 2009. Due to its status as a controlled company, and the related historically low turnover among Board and Committee members, as well as among the Company's executive officers, the Board has not foreseen a need to adopt a charter to govern the Stock Option and Compensation Committee's functions.

The Audit Committee is composed of Messrs. Elson, Riddle and Wyant. Certain information regarding the functions performed by the Audit Committee and its membership during 2009 is set forth in the following Report of the Audit Committee. The Board of Directors has determined that all of the members of the Audit Committee are independent for purposes of being an Audit Committee member, and financially literate, as such terms are defined in the NASDAQ Rules and the rules of the Securities and Exchange Commission. In addition, the Board of Directors has determined that two of the members of the Audit Committee, Messrs. Elson and Riddle, each is an audit committee financial expert as defined by the Securities and Exchange Commission in Item 407(d) of Regulation S-K. In making such determination, the Board took into consideration, among other things, the express provision in Item 407(d) of Regulation S-K that the determination that a person is an audit committee financial expert shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee, nor shall it affect the duties and obligations of other Audit Committee members or the Board of Directors. The Audit Committee has a written charter which sets out its authority and responsibilities, a copy of which is available on the Company's website, [www.atlam.com](http://www.atlam.com). The Audit Committee met or acted by written consent four times during 2009.

Due to its status as a controlled company, and the related historically small turnover of its members, the Board has not foreseen the need to establish a separate nominating committee or adopt a charter to govern the nomination process. The Board of Directors has generally addressed the need to retain members and fill vacancies after discussion among current members, or the members of the Executive Committee, if necessary in lieu of the full Board, and the Company's management. The Board of Directors does not have any specific qualifications that are required to be met by director candidates and does not have a formal process for identifying and evaluating director candidates. Additionally, the Board of Directors does not have a formal policy with respect to the consideration of any director candidates recommended by shareholders and has determined that it is appropriate not to have such a formal policy at this time. The Board of Directors, however, will give due consideration to director candidates recommended by shareholders. Any shareholder that wishes to nominate a director candidate should submit complete information as to the identity and qualifications of the director candidate to the Board of Directors at the address and in the manner set forth below for communication with the Board.

Executive sessions of the independent members of the Board of Directors are held as needed and determined by those Directors at the conclusion of each of their regular meetings; but no less than annually at the first regular Board meeting in each calendar year.

The Board of Directors met or acted by written consent four times in 2009. Each of the Directors named above attended at least 75% of the meetings of the Board and its committees of which he or she was a member during 2009. The Company does not have a formal policy regarding Director attendance at its annual meetings, but attendance by the Directors is encouraged and expected. At the Company's 2009 annual meeting of shareholders, eight of the Company's directors were in attendance.

Shareholders may communicate with members of the Board of Directors by mail addressed to the full Board of Directors, a specific member of the Board of Directors or a particular committee of the Board of Directors, at Atlantic American Corporation, 4370 Peachtree Road, N.E., Atlanta, Georgia 30319.

### **Report of the Audit Committee**

The Audit Committee (the Committee) oversees the Company's (i) financial reports and other financial information; (ii) systems of internal controls regarding finance, accounting, legal compliance and ethics; and (iii) auditing, accounting and financial reporting processes. The Company's management has the primary responsibility for the financial statements and the reporting processes, including the systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed and discussed with management the audited financial statements of the Company as of and for the year ended December 31, 2009, including a discussion of the accounting principles, the reasonableness of significant accounting judgments and estimates, and the clarity of disclosures in the financial statements.

The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements in accordance with standards of the Public Company Accounting Oversight Board (United States) and expressing an opinion thereon. During 2009, the Committee reviewed with the independent auditors for the 2009 fiscal year their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Committee under auditing standards generally accepted in the United States, including the items set out in Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended, promulgated by the Auditing Standards Board of the American Institute of Certified Public Accountants and rule 2-07 of Regulation S-X. In addition, the Committee has discussed with the Company's independent auditors for the 2009 fiscal year the auditors' independence from management and the Company, including the matters in the written disclosures received as required by Independence Standards Board Standard No.1, and considered the compatibility of nonaudit services provided to the Company by BDO Seidman, LLP, with the maintenance of the auditors' independence.

The Committee discussed with the Company's independent auditors for the 2009 fiscal year the overall scope and plans for the 2009 audit. The Committee met with such independent auditors, with and without management present, to discuss, among other things, the results of their audit, their considerations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In performing its functions, the Committee acts only in an oversight capacity. In its oversight role, the Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent auditors, who, in their report, express an opinion on the Company's annual financial statements as to their conformity with generally accepted accounting principles.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for filing with the Securities and Exchange Commission.

#### **THE AUDIT COMMITTEE**

D. Raymond Riddle, Chairman

Edward E. Elson

Dom H. Wyant

March 26, 2010

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth ownership information regarding our outstanding equity securities as of March 15, 2010 by: (i) each person who is known to the Company to beneficially own more than 5% of the outstanding shares of Common Stock of the Company; (ii) each director; (iii) each executive officer named in the Summary Compensation Table below; and (iv) all of the Company's directors and executive officers as a group.

Name of Stockholder	Common Stock <sup>(1)</sup>		Series D Preferred Stock <sup>(1)</sup>	
	Number of Shares	Percent of Class	Number of Shares	Percent of Class
J. Mack Robinson 4370 Peachtree Road, N.E. Atlanta, Georgia 30319	15,048,226 <sup>(2)</sup>	67.52%	70,000 <sup>(2)</sup>	100%
Harriett J. Robinson 4370 Peachtree Road, N.E. Atlanta, Georgia 30319	8,704,736 <sup>(3)</sup>	39.05%		
Harold K. Fischer P.O. Box 9728 Austin, TX 78766	1,350,274	6.06%		
Hilton H. Howell, Jr. Edward E. Elson Samuel E. Hudgins	578,756 <sup>(4)</sup> 23,954 12,121	2.56%  *		
Raymond D. Riddle	128,422 <sup>(5)</sup>	*		
Scott G. Thompson	110,954 <sup>(6)</sup>	*		
William H. Whaley, M.D.	41,954 <sup>(7)</sup>	*		
Dom H. Wyant	20,954	*		
John G. Sample, Jr.	64,332 <sup>(8)</sup>	*		
All directors and executive officers as a group (11 persons)	17,379,947 <sup>(9)</sup>	76.39%	70,000	100%

\* Represents less than one percent.

(1) All shares of stock are owned beneficially, and such owner has sole voting and dispositive power, unless otherwise stated. Except upon the occurrence of certain events, shares of Series D

Preferred Stock are not entitled to any vote, whereas each share of common stock entitles its holder to one vote. The shares of Series D Preferred Stock are not currently convertible, but may become convertible into shares of the Company's Common Stock under certain conditions.

- (2) With respect to the Common Stock, includes: 3,756,646 shares owned by Gulf Capital Services, Ltd.; 1,363,809 shares owned by Delta Life Insurance Company; and 300,000 shares owned by Delta Fire & Casualty Company, all of which are companies controlled by Mr. Robinson and each of which has an address at 4370 Peachtree Road, N.E., Atlanta, Georgia 30319. With respect to the Series D Preferred Stock, consists of

70,000 shares of Series D Preferred Stock owned by Delta Life Insurance Company, a company controlled by Mr. Robinson. Also includes all shares held by Mr. Robinson's wife (see note 3 below).

- (3) Harriett J. Robinson is the wife of J. Mack Robinson. With respect to the Common Stock, includes 8,042,048 shares held by Mrs. Robinson as trustee for her children, as to which she disclaims any beneficial ownership. Also includes 6,720 shares held jointly with her grandson, over which she has sole voting and dispositive power. Does not include any shares held by Mr. Robinson (see note 2 above).

- (4) Includes: 200,000 shares subject to presently exercisable

stock options;  
125,882 shares  
held pursuant to  
the Company's  
401(k) Plan;  
3,200 shares  
owned by his  
wife; 38,000  
shares owned by  
his wife as  
custodian for  
their children;  
and 6,720 shares  
held in joint  
ownership by  
Mr. Howell's son  
and Harriett J.  
Robinson, as to  
which he  
disclaims any  
beneficial  
ownership.

- (5) Includes 600 shares held by Mr. Riddle's spouse, as to which he disclaims any beneficial ownership.
- (6) Includes 80,000 shares subject to presently exercisable options.
- (7) Includes 6,000 shares owned by Dr. Whaley's spouse as custodian for his daughter.
- (8) Includes: 50,000 shares subject to presently exercisable options and 6,832 shares



held pursuant to  
the Company's  
401(k) Plan.

- (9) Includes  
330,000 shares  
issuable upon  
exercise of  
presently  
exercisable  
options held by  
all directors and  
executive  
officers as a  
group. Also  
includes shares  
held pursuant to  
the Company's  
401(k) Plan  
described in  
notes 4 and 8  
above.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under the securities laws of the United States, the Company's directors, executive officers, and any persons holding more than ten percent of any class of the Company's equity securities registered pursuant to the Securities Exchange Act of 1934 are required to file with the Securities and Exchange Commission initial reports of ownership and reports of changes of ownership of Common Stock of the Company, and to furnish the Company with copies of such reports. To the Company's knowledge, all such filings were completed during the year ended December 31, 2009. In making this disclosure, the Company has relied on written representations of its directors and executive officers and its receipt of copies of the reports that have been filed with the Securities and Exchange Commission.

**EXECUTIVE COMPENSATION****Summary Compensation Table**

There is shown below information concerning the annual compensation for services in all capacities to the Company and its subsidiaries for the fiscal years ended December 31, 2009 and 2008 by the: (i) chief executive officer of the Company and (ii) the Company's two other most highly compensated executive officers at December 31, 2009 (the named executive officers):

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	All Other Compensation (\$)	Total (\$) <sup>(7)</sup>
<b>Hilton H. Howell, Jr.</b> Chairman of the Board, President and CEO	2009	492,750	-0 <sup>(1)</sup>	64,300 <sup>(4)</sup>	557,050
	2008	393,219	300,000 <sup>(2)</sup> 456,500 <sup>(3)</sup>	66,900	1,216,619
<b>John G. Sample, Jr.</b> Senior Vice President, CFO and Acting Secretary	2009	413,274	150,000 <sup>(2)</sup>	45,800 <sup>(5)</sup>	609,074
	2008	383,518	150,000 <sup>(2)</sup> 198,372 <sup>(3)</sup>	33,500	765,390
<b>J. Mack Robinson</b> Chairman Emeritus	2009	187,550	-0-	62,002 <sup>(6)</sup>	249,552
	2008	48,387	-0-	61,451	109,838

(1) Mr. Howell declined a bonus with respect to 2009.

(2) Discretionary bonus as declared by the Compensation Committee based on operating results.

(3) Discretionary bonus as declared by the Compensation Committee in

July 2008 in recognition of efforts in connection with the completion of the sale of the Company's regional property & casualty operations and, with respect to Mr. Howell, in further recognition of voluntary salary concessions made beginning July 2007 which, as a percentage of his approved base salary were 9% (for a period of 14 months), 18% (for a period of 1 month) and 56% (for a period of 5 months).

- (4) Includes fees paid in cash for serving as a director of the Company and subsidiaries of \$54,500.
- (5) Includes fees paid in cash for serving as a director of subsidiaries of the Company of \$27,000.
- (6) Includes fees paid in cash for serving as a

director of the  
Company and  
subsidiaries of  
\$54,500.

- (7) Does not  
include amounts  
deemed  
received  
pursuant to  
certain  
transactions and  
described below  
in Certain  
Relationships  
and Related  
Transactions.

**Outstanding Equity Awards at Fiscal Year-End**

The following table provides information about the outstanding equity awards held by the named executive officers at December 31, 2009.

Name	Option Awards <sup>(1)</sup>				Option Expiration Date	Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities	Equity Incentive Plan Awards: Number of Securities		Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Hilton H. Howell, Jr.	100,000	-0-	-0-	1.25	10/15/11	-0-	-0-	-0-	-0-
	100,000	-0-	-0-	1.59	05/06/13	-0-	-0-	-0-	-0-
John G. Sample, Jr.	50,000	-0-	-0-	2.00	07/02/12	-0-	-0-	-0-	-0-
J. Mack Robinson	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-

(1) All of the option grants were made under the Company's 1992 Incentive Plan, except for 100,000 options granted to Mr. Howell that were made under the Company's 2002 Incentive Plan.

All of the option grants have a ten-year term. All options have an exercise price equal to the fair market value on grant date.

**Compensation of Directors**

Atlantic American's policy is to pay all members of the Board of Directors an annual retainer fee of \$12,000, to pay fees to Directors at the rate of \$2,000 for each Board meeting attended, whether in person or telephonically, and \$500 for each committee meeting attended, whether in person or telephonically. In addition, Directors are reimbursed for actual expenses incurred in connection with attending meetings of the Board and/or Committees of the Board. The annual retainer fee is paid in cash. Prior to 2009, the annual retainer fee was paid \$6,000 in cash, with the remainder paid in shares of Common Stock based upon the market price as of the close of business on the business day immediately preceding the annual meeting, the date of grant of such shares. Pursuant to the Company's 2002 Incentive Plan (the 2002 Incentive Plan), all Directors who are not employees or officers of the Company of any of its subsidiaries are entitled to receive stock options to purchase shares of Common Stock and other equity awards. No such awards were granted in 2009.

The following table provides information about the compensation paid for services as a director of the Company for the year ended December 31, 2009.

**Director Summary Compensation Table**

Name	Fees Earned or Paid in Cash		Non-Equity Incentive Plan		Nonqualified Deferred Compensation	All Other Compensation	Total (\$)
	(\$)	Stock Awards (\$) <sup>(4)</sup>	Option Awards (\$)	Compensation (\$)	Earnings	(\$)	
J. Mack Robinson	20,000	-0-	-0-	(1)	N/A	(1)	20,000 <sup>(2)</sup>
Hilton H. Howell, Jr.	20,000	-0-	-0-	(1)	N/A	(1)	20,000 <sup>(2)</sup>
Edward E. Elson	22,500	-0-	-0-	N/A	N/A	-0-	22,500
Harold K. Fischer	20,000	-0-	-0-	N/A	N/A	-0-	20,000
Samuel E. Hudgins	20,000	-0-	-0-	N/A	N/A	-0-	20,000
D. Raymond Riddle	20,000	-0-	-0-	N/A	N/A	-0-	20,000
Harriett J. Robinson	20,000	-0-	-0-	N/A	N/A	-0-	20,000 <sup>(2)</sup>
Scott G. Thompson	20,000	-0-	-0-	(1)	N/A	(1)	20,000
William H. Whaley, M.D.	20,500	-0-	-0-	N/A	N/A	17,500 <sup>(3)</sup>	38,000
Dom H. Wyant	22,000	-0-	-0-	N/A	N/A	-0-	22,000

(1) None other than compensation received as an employee of the Company and reported in the Summary Compensation Table above, or, in the case of Mr. Thompson, compensation received as an

employee of a subsidiary of the Company.

- (2) Does not include amounts deemed received pursuant to certain related transactions and described below in Certain Relationships and Related Transactions.
- (3) The Company has entered into a consulting agreement with Dr. Whaley, pursuant to which Dr. Whaley provides certain medical consulting and advisory services to the Company's subsidiaries. Pursuant to the agreement, Dr. Whaley received \$17,500 during 2009 for such services.
- (4) For additional information regarding stock ownership and each director, see Security Ownership of Certain Beneficiary Owners and Management.





## **2. RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee is required by law and applicable NASDAQ Rules to be directly responsible for the appointment, compensation and retention of the Company's independent registered public accounting firm. The Audit Committee has appointed BDO Seidman, LLP ( BDO ) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. While shareholder ratification of the selection of BDO as the Company's independent registered public accounting firm is not required by the Company's By-laws or otherwise, the Board of Directors is submitting the selection of BDO to the shareholders for ratification. If the shareholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

A representative from BDO is expected to be present at the Meeting and will have the opportunity to make any statement if such representative desires to do so, and, if present, will be available to respond to appropriate questions.

Amounts paid to the Company's principal accountant by category were as follows:

### *Audit Fees*

The Company has paid or expects to pay BDO approximately \$320,000, in the aggregate, for professional services it rendered for the audit of the Company's consolidated financial statements and audits of subsidiary company statutory reports for the fiscal year ended December 31, 2009 and the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q filed during the fiscal year ended December 31, 2009. The Company also paid \$38,000 to BDO during the fiscal year ended December 31, 2009 for professional services related to its audit of the Company's internal control over financial reporting, prior to the most recent extension, at which time the Company requested BDO to cease such related audit. The Company paid BDO \$321,500, in the aggregate, for professional services it rendered for the audit of the Company's consolidated financial statements and audits of subsidiary company statutory reports for the fiscal year ended December 31, 2008 and the reviews of the interim financial statements included in the Company's quarterly reports on Form 10-Q filed during the fiscal year ended December 31, 2008.

### *Audit Related Fees*

During the fiscal year ended December 31, 2009, the Company engaged BDO to audit the December 31, 2008 financial statements of The Atlantic American 401(k) Retirement Plan (the Plan ). Audit-related fees paid to BDO for the Plan audit were \$27,000. The Company also paid BDO \$2,855 and \$9,100 for the fiscal years ended December 31, 2009 and 2008, respectively, for professional services it rendered in connection with the reviews of their work papers by regulatory and other auditors in 2009 and a review of the SEC's comment letters and the Company's related responses during 2008.

### *Tax Fees*

There were no tax fees paid to the Company's principal accountant in either 2009 or 2008.

### *All Other Fees*

BDO did not provide any other category of products or services to the Company during the fiscal years ended December 31, 2009 or 2008 and, accordingly, no other fees were paid thereto in either 2009 or 2008.

The Audit Committee considers whether the provision of non-audit services by the Company's independent registered public accounting firm is compatible with maintaining auditor independence. All audit and non-audit services to be performed by the Company's independent registered public accounting firm must be, and for 2009 and 2008 were, approved in advance by the Audit Committee. Pursuant to the Audit Committee's Audit and Non-Audit Services Pre-Approval Policy (the Policy ) and as permitted by Securities and Exchange Commission rules, the Audit Committee may delegate pre-approval authority to any of its members, provided that any service approved in this manner is reported to the full Audit Committee at its next meeting.

The Policy provides for a general pre-approval of certain specifically enumerated services that are to be provided within specified fee levels. With respect to requests to provide specifically enumerated services not specifically pre-approved pursuant to such general grant, such requests must be submitted to the Audit Committee by both the

independent registered public accounting firm and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request is consistent with Securities and Exchange Commission rules on auditor independence. Such requests must also be specific as to the nature of the proposed service, the proposed fee and any other details the Audit Committee may request.

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Under various leases, the most recent one dated November 1, 2007 and amended March 31, 2008, the Company leases space for its principal offices, as well as the principal offices of certain of its subsidiaries, in an office building located at 4370 Peachtree Road, N.E., Atlanta, Georgia, from Delta Life Insurance Company, a corporation of which Mr. Robinson, the Company's Chairman Emeritus, owns 54% of the stock, with the remainder being owned by Mrs. Robinson directly and as trustee for her children. Under the terms of the lease, the Company occupies approximately 49,586 square feet of office space as well as covered parking garage facilities at an annual rent of approximately \$0.5 million, plus a pro rata share of all real estate taxes, general maintenance and service expenses and insurance costs with respect to the office building and other facilities. The terms of the lease are believed by management of the Company to be comparable to terms that could be obtained by the Company from unrelated parties for comparable rental property. In 2009 and 2008, the Company paid \$0.8 million and \$0.9 million, respectively, to Delta Life Insurance Company under the terms of these leases.

Effective December 31, 1995, an aggregate of \$13.4 million in principal of demand notes previously issued by the Company were canceled in exchange for the issuance by the Company of an aggregate of 134,000 shares of a new series of preferred stock (the "Series B Preferred Stock"), which had a stated value of \$100 per share and accrued dividends at 9% per year. All shares of Series B Preferred Stock were owned directly or indirectly by affiliates of Mr. Robinson, Mrs. Robinson or Mr. Howell. On October 28, 2008, the Company redeemed all of the issued and outstanding shares of Series B Preferred Stock at the stated value of \$100 per share, for an aggregate payment of \$13.4 million. In connection therewith, the Company also paid approximately \$1.7 million in dividends to the holders of the Series B Preferred Stock in satisfaction of a portion of the accrued but unpaid dividends on the Series B Preferred Stock through the date of redemption. The holders of the Series B Preferred Stock agreed to discharge the Company from any obligation to pay the remaining \$13.8 million of accrued but unpaid dividends on the Series B Preferred Stock and to release the Company from any further obligations thereunder.

Effective September 30, 2006, the Company issued and sold 70,000 shares of its Series D preferred stock, par value \$1.00 per share (the "Series D Preferred Stock") to an affiliate of Mr. and Mrs. Robinson. Effective September 30, 2008, that affiliate transferred all of its Series D Preferred Stock to Delta Life Insurance Company, a corporation controlled by the Robinsons. The outstanding shares of Series D Preferred Stock have a stated value of \$100 per share; accrue annual dividends at a rate of \$7.25 per share (payable in cash or shares of the Company's common stock at the option of the board of directors of the Company) and are cumulative; in certain circumstances may be convertible into an aggregate of approximately 1,754,000 shares of Common Stock, subject to certain adjustments and provided that such adjustments do not result in the Company issuing more than approximately 2,703,000 shares of common stock without obtaining prior shareholder approval; and are redeemable solely at the Company's option. The Series D Preferred Stock is not currently convertible. During 2009, the Company paid \$0.5 million in Series D Preferred Stock dividends. During 2008, the Company issued 417,107 shares of Common Stock in lieu of Series D Preferred Stock dividend payments valued at approximately \$0.5 million. As of December 31, 2009, the Company had accrued but unpaid dividends on the Series D Preferred Stock of \$22,556.

In accordance with the terms of the Stock Purchase Agreement dated December 26, 2007 relating to the sale by the Company of Georgia Casualty and Association Casualty, both wholly owned subsidiaries of the Company, to Columbia Mutual Insurance Company, certain investments held by Georgia Casualty and Association Casualty were required to be disposed of prior to the completion of such sale. On March 11, 2008, the Company acquired 166,354 shares of Gray Television, Inc. ("Gray") Class A common stock, 56,000 shares of Gray common stock, 11,177 shares of Triple Crown Media, Inc. ("Triple Crown") common stock, and 1,180 shares of Triple Crown Series A preferred stock held by such subsidiaries for an aggregate purchase price of approximately \$2.0 million. Each of Mr. Robinson, Mr. Howell and Mrs. Robinson are directors of Gray.

### **OTHER BUSINESS**

Management of the Company knows of no matters other than those stated above which are to be brought before the Meeting. However, if any such other matters should be presented for consideration and voting, it is the intention of the persons named in the proxies to vote thereon in accordance with their best judgment.

### **SHAREHOLDER PROPOSALS**

Shareholder proposals to be presented at the next annual meeting of shareholders must be received by the Company no later than December 3, 2010, in order to be considered for inclusion in the proxy statement for the 2011 annual meeting of shareholders. Any such proposal should be addressed to the Company's President and mailed to 4370 Peachtree Road, N.E., Atlanta, Georgia 30319-3000. A shareholder not seeking to have his proposal included in the Company's proxy statement, but seeking to have the proposal considered at the Company's 2011 annual meeting of shareholders, should notify the Company in the manner set forth above of his proposal no later than February 16, 2011. In accordance with the rules of the Securities and Exchange Commission, if the shareholder has not given such notice to the Company by February 16, 2011, the persons appointed as proxies for the 2011 annual meeting of shareholders may exercise discretionary authority to vote on any such shareholder proposal.

**VOTE BY INTERNET  
QUICK \*\*\* EASY \*\*\* IMMEDIATE  
ATLANTIC AMERICAN CORPORATION**

As a stockholder of Atlantic American Corporation, you have the option of voting your shares electronically through the Internet, eliminating the need to return the proxy card. Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet must be received by 7:00 P.M., Eastern Time, on May 3, 2010.

**Vote Your Proxy on the Internet:**

**Go to [www.continentalstock.com](http://www.continentalstock.com)**

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

**OR**

**Vote Your Proxy by Mail:**

Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE  
VOTING ELECTRONICALLY  
FOLD AND DETACH HERE AND READ THE REVERSE SIDE**

**THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED,  
WILL BE VOTED FOR ALL DIRECTORS AND OTHER PROPOSALS. THIS PROXY IS  
SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

Please mark  x  
your votes  
like this

**FOR WITHHOLD  
all nominees AUTHORITY  
for all nominees**

1. ELECTION OF DIRECTORS:

**FOR, except (To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list below)**

01 J. Mack Robinson, 02 Hilton H. Howell, Jr., 03 Edward E. Elson,  
04 Harold K. Fischer, 05 Samuel E. Hudgins, 06 D. Raymond Riddle,  
07 Harriett J. Robinson, 08 Scott G. Thompson,  
09 William H. Whaley, M.D., 10 Dom H. Wyant

**FOR AGAINST ABSTAIN**

2. TO RATIFY THE APPOINTMENT OF BDO SEIDMAN, LLP.

3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

**COMPANY ID:**

**PROXY NUMBER:**

**ACCOUNT NUMBER:**

**Signature**

**Signature**

**Dated:** \_\_\_\_\_, 2010

**NOTE: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, administrator, trustee or guardian, please give title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.**

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**6 FOLD AND DETACH HERE AND READ THE REVERSE SIDE 6**

**PROXY**

**ATLANTIC AMERICAN CORPORATION**

**4370 Peachtree Road, N.E.**

**Atlanta, Georgia 30319-3000**

**Proxy Solicitation on Behalf of the Board of Directors of  
the Company for the Annual Meeting of Shareholders to be Held on May 4, 2010**

The undersigned hereby appoints Hilton H. Howell, Jr. and John G. Sample, Jr., or either of them, as proxies with full power of substitution and resubstitution, to vote on the undersigned's behalf at the Annual Meeting of Shareholders of Atlantic American Corporation, to be held at 9:00 A.M., Eastern Time, on May 4, 2010, at the offices of the Company, 4370 Peachtree Road, N.E., Atlanta, Georgia and at all adjournments or postponements thereof, upon all business as may properly come before the meeting, including the business described in the accompanying Notice of Annual Meeting and Proxy Statement, receipt of which is acknowledged.

PROXIES WILL BE VOTED IN ACCORDANCE WITH ANY INSTRUCTIONS INDICATED ON THE REVERSE. IF NO SPECIFICATION IS MADE, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED FOR ALL DIRECTOR NOMINEES AND ALL LISTED PROPOSALS. IN THEIR DISCRETION, THE PROXIES WILL BE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING. THIS PROXY IS REVOCABLE AT ANY TIME PRIOR TO ITS USE.

**(Continued, and to be marked, dated and signed, on the other side)**