OTC Markets

OTCQB Certification

I, Earl R. Fonville, Executive Vice President, Chief Financial Officer and Treasurer of Affirmative Insurance Holdings. Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- ☐ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☒ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of March 25, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

John P. Killacky, Executive Vice President, General Counsel and Secretary

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

ComputerShare, 2 N LaSalle Street, Chicago, IL 60602

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
New Affirmative LLC	New York, New York	48.7%
Long Meadow Investors, LLC, Long Meadow Holdings, L.P., Michael J. Moss & Jonathan W. Old III	Stamford, Connecticut	18.3%
Red Mountain Capital Partners LLC	Los Angeles, California	5.3%
See attached Exhibit A for share ownership of officers and directors		

Date: 04/13/15

Name of Certifying CEO or CFO: Earl R. Fonville

Title: Executive Vice President, Chief Financial Officer and Treasurer

Signature: /s/ Earl R. Fonville
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

EXHIBIT A

The following table sets forth information regarding beneficial ownership of Common Stock by: (i) each individual and named executive officer, and (ii) current directors and named executive officers as a group, all as of the Record Date:

Name of Beneficial Holder	Amount of Beneficial Ownership[(1)]	Percentage of Class Owned
Michael J. McClure	627,000[(2)]	3.8%
Joseph G. Fisher	511,500[(3)]	3.1%
Earl R. Fonville	100,000[(4)]	*
Thomas C. Davis	25,005[(5)]	*
Nimrod T. Frazer	124,900[(6)]	*
Mory Katz	1,000[(7)]	*
Eric Rahe	-- [(8)]	*
David I. Schamis	-- [(8)]	*
Robert T. Williams	27,272[(9)]	*
Paul J. Zucconi	9,518[(10)]	*
All Executive Officers and Directors as a Group (10 persons)	1,426,195[(11)]	8.5%

* Less than 1%.

(1) The Company based its calculation of the percentage of beneficial ownership on 16,155,357 shares of common stock outstanding on the Record Date. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, the Company deemed outstanding shares of common stock subject to options held by that person that were currently exercisable at, or were exercisable within 60 days of, the Record Date. The Company did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

(2) Includes: (i) 2,000 total shares of stock acquired in open-market purchases, (ii) options to purchase up to 375,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date, and (iii) 250,000 total shares of restricted stock that were granted in February 2014 that will cliff vest in February 2017.

(3) Includes: (i) 20,000 total shares of restricted stock that were granted in November 2006 which have fully vested, (ii) 39,500 total shares of stock acquired in open-market purchases, (iii) options to purchase up to 305,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date, and (iv) 147,000 total shares of restricted stock that were granted in February 2014 that will cliff vest in February 2017.

(4) Includes: (i) options to purchase up to 25,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date, and (ii) 75,000 total shares of restricted stock that were granted in February 2014 that will cliff vest in February 2017.

(5) Includes: (i) options to purchase up to 5,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date, and (ii) 20,005 total shares of stock acquired in open-market purchases.

(6) Consists of 124,900 total shares of stock acquired in open-market purchases.

(7) Consists of 1,000 total shares of stock acquired in open-market purchases.

(8) Does not include 7,860,927 shares of common stock of the Company owned by New Affirmative. Mr. Rahe is a Managing Director of J.C. Flowers & Co. LLC, and Mr. Schamis was formerly a Managing Director of that entity. Messrs. Rahe and Schamis have disclaimed beneficial ownership of the shares of common stock of the Company owned by New Affirmative.

(9) Consists of 27,272 total shares of stock acquired in open-market purchases.

(10) Includes: (i) options to purchase up to 5,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date, and (ii) 4,518 total shares of stock acquired in open-market purchases.

(11) Includes options to purchase up to an aggregate of 715,000 shares that were currently exercisable or exercisable at or within sixty (60) days of the Record Date.