

24-10/33

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 1-A /A
REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933

RECEIVED

NOV - 7 2005

DIVISION OF CORPORATION FINANCE
OFFICE OF EMERGING GROWTH COMPANIES



KEYSTONE INSURERS GROUP, INC.

(Exact name of issuer as specified in its charter)

Pennsylvania

(State or other jurisdiction of incorporation or organization)

1995 Point Township Drive; Northumberland, Pennsylvania 17857; (570) 473-4302

(Address, including zip code, and telephone number, including area code of issuer's principal executive office)

1995 Point Township Drive; Northumberland, Pennsylvania 17857; (570) 473-4302

(Name, address, including zip code, and telephone number, including area code, of agent for service)

6411

(Primary Standard Industria
Classification Code Number)

23-2263940

(I.R.S. Employer Identification Number)

This offering statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of Regulation A.

PROCESSED

NOV 09 2005

THOMSON
FINANCIAL

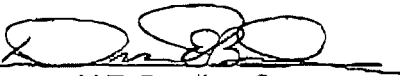
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Expires: November 30, 2004
Estimated average burden
hours per response . . . 608.00

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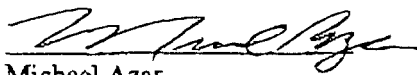
SIGNATURES

The issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Northumberland, Pennsylvania, on November 4, 2005.

KEYSTONE INSURERS GROUP, INC.

By: 
Name: David E. Boedker, Sr.
Title: President and Chief Executive Officer

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

 David E. Boedker, Sr.	<u>President and Chief Executive Officer</u>	_____
 Michael Azar	<u>Chief Financial Officer</u>	_____
_____ Michael Kilmer	<u>Chairman, Director</u>	_____
_____ John Duncan, Jr.	<u>Director</u>	_____
_____ William Jones	<u>Director</u>	_____
_____ Robert Naginey	<u>Director</u>	_____
_____ Thomas Parkins	<u>Director</u>	_____
_____ Todd Roadman	<u>Director</u>	_____
_____ Robert Seltzer, Jr.	<u>Director</u>	_____
_____ Thomas Troutman	<u>Director</u>	_____
_____ Carl DeYulis	<u>Director</u>	_____

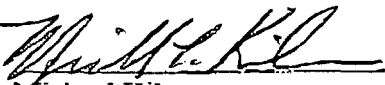
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The issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Northumberland, Pennsylvania, on November 9, 2005.

KEYSTONE INSURERS GROUP, INC.

By: _____
Name: David E. Boedker, Sr.
Title: President and Chief Executive Officer

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

_____	<u>President and Chief Executive Officer</u>	_____
David E. Boedker, Sr.		
_____	<u>Chief Financial Officer</u>	_____
Michael Azar		
	<u>Chairman, Director</u>	_____
Michael Kilmer		
_____	<u>Director</u>	_____
John Duncan, Jr.		
_____	<u>Director</u>	_____
William Jones		
_____	<u>Director</u>	_____
Robert Naginey		
_____	<u>Director</u>	_____
Thomas Parkins		
_____	<u>Director</u>	_____
Todd Roadman		
_____	<u>Director</u>	_____
Robert Seltzer, Jr.		
_____	<u>Director</u>	_____
Thomas Troutman		
_____	<u>Director</u>	_____
Carl DeYulis		

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KEYSTONE INSURERS GROUP, INC.

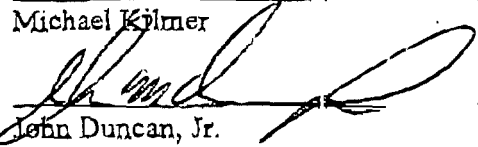
By: _____
Name: David E. Boedker, Sr.
Title: President and Chief Executive Officer

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

David E. Boedker, Sr. President and Chief Executive Officer _____

Michael Azar Chief Financial Officer _____

Michael Kilmer Chairman, Director _____


John Duncan, Jr. Director _____

William Jones Director _____

Robert Naginey Director _____

Thomas Parkins Director _____

Todd Roadman Director _____

Robert Seltzer, Jr. Director _____

Thomas Troutman Director _____

Carl DeYulis Director _____

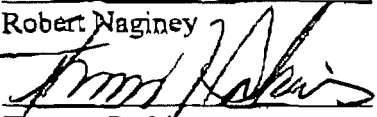
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Michael Kilmer		
_____	<u>Director</u>	_____
John Duncan, Jr.		
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William Jones		
_____	<u>Director</u>	_____
Robert Naginey		
		
Thomas Parkins	<u>Director</u>	_____
_____	<u>Director</u>	_____
Todd Roadman		
_____	<u>Director</u>	_____
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Thomas Troutman		
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Carl DeYulis		

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Michael Kilmer Chairman, Director _____

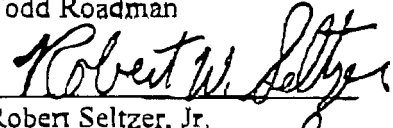
John Duncan, Jr. Director _____

William Jones Director _____

Robert Naginey Director _____

Thomas Parkins Director _____

Todd Roadman Director _____



Robert Seltzer, Jr. Director _____

Thomas Troutman Director _____

Carl DeYulis Director _____

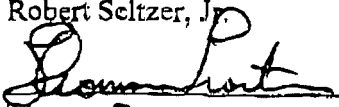
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_____ Thomas Parkins	<u>Director</u>	_____
_____ Todd Roadman	<u>Director</u>	_____
_____ Robert Seltzer, Jr.	<u>Director</u>	_____
 Thomas Troutman	<u>Director</u>	<u>11/4/05</u>
_____ Carl DeYulis	<u>Director</u>	_____

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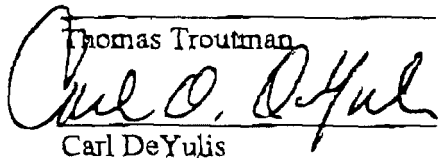
Robert Naginey Director _____

Thomas Parkins Director _____

Todd Roadman Director _____

Robert Seltzer, Jr. Director _____

Thomas Troutman Director _____



Carl DeYulis Director 11/4/05