

MERCHANTS GROUP INC

Form 15-12B

April 13, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-9640

Merchants Group, Inc.

(Exact name of registrant as specified in its charter)

444 Madison Avenue, New York, NY 10022

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Common Stock

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|-------------------------------------|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)(i) | <input checked="" type="checkbox"/> | Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(1)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(i) | <input type="checkbox"/> | Rule 12h-3(b)(2)(i) | <input type="checkbox"/> |
| Rule 12g-4(a)(2)(ii) | <input type="checkbox"/> | Rule 12h-3(b)(2)(ii) | <input type="checkbox"/> |
| | | Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, Merchants Group, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: April 13, 2007

By: /s/ Nachum Stein
Name: Nachum Stein
Title: Chief Executive Officer

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.