



Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 13, 2018, there were 2,527,136 shares, \$1.00 par value, of the registrant's common stock outstanding.

1

---

Table of Contents

THE NATIONAL SECURITY GROUP, INC.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

	Page No.
Item 1. Financial Statements	
Condensed Consolidated Balance Sheets	<u>4</u>
Condensed Consolidated Statements of Operations	<u>5</u>
Condensed Consolidated Statements of Comprehensive Loss	<u>6</u>
Condensed Consolidated Statements of Changes in Shareholders' Equity	<u>7</u>
Condensed Consolidated Statements of Cash Flows	<u>8</u>
Notes to Condensed Consolidated Financial Statements	<u>9</u>
Review Report of Independent Registered Public Accounting Firm	<u>33</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>34</u>
Item 3. Quantitative and Qualitative Disclosures about Market Risk	<u>48</u>
Item 4. Controls and Procedures	<u>49</u>

PART II. OTHER INFORMATION

Item 1. Legal Proceedings	<u>49</u>
Item 1A. Risk Factors	<u>49</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>49</u>
Item 3. Defaults Upon Senior Securities	<u>49</u>
Item 4. Mine Safety Disclosures	<u>49</u>
Item 5. Other Information	<u>49</u>
Item 6. Exhibits	<u>49</u>
SIGNATURE	<u>50</u>

Table of Contents

Cautionary Statement Regarding Forward-Looking Statements

Any statement contained in this report which is not a historical fact, or which might otherwise be considered an opinion or projection concerning the Company or its business, whether expressed or implied, is meant as and should be considered a forward-looking statement as that term is defined in the Private Securities Litigation Reform Act of 1995. The following report contains forward-looking statements that are not strictly historical and that involve risks and uncertainties. Such statements include any statements containing the words “expect,” “plan,” “estimate,” “anticipate” or other words of a similar nature. Management cautions investors about forward-looking statements. Forward-looking statements involve certain evaluation criteria, such as risks, uncertainties, estimates, and/or assumptions made by individuals informed of the Company and industries in which we operate. Any variation in the preceding evaluation criteria could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, without limitation, the following:

The insurance industry is highly competitive and the Company encounters significant competition in all lines of business from other insurance companies. Many of the competing companies have more abundant financial resources than the Company.

Insurance is a highly regulated industry. It is possible that legislation may be enacted which would have an adverse effect on the Company's business.

The Company is subject to regulation by state governments for each of the states in which it conducts business. The Company cannot predict the subject of any future regulatory initiative(s) or its (their) impact on the Company's business. Company insurance rates are also subject to approval by state insurance departments in each of these states. We are often limited in the level of rate increases we can obtain.

The Company is rated by various insurance rating agencies. If a rating is downgraded from its current level by one of these agencies, sales of the Company's products and stock price could be adversely impacted.

The Company's financial results are adversely affected by increases in policy claims received by the Company. While a manageable risk, this fluctuation is often unpredictable.

The Company's investments are subject to a variety of risks. Investments are subject to defaults and changes in market value. Market value can be affected by changes in interest rates, market performance and the economy.

The Company mitigates risk associated with life policies through implementing effective underwriting and reinsurance strategies. These factors mitigate, not eliminate, risk related to mortality and morbidity exposure. The Company has established reserves for claims and future policy benefits based on amounts determined by independent actuaries. There is no assurance that these estimated reserves will prove to be sufficient or that the Company will not incur claims exceeding reserves, which could result in operating losses and loss of capital.

The Company mitigates risk associated with property and casualty policies through implementing effective underwriting and reinsurance strategies. The Company obtains reinsurance which increases underwriting capacity and limits the risk associated with policy claims. The Company is subject to credit risk with regard to reinsurers as reinsurance does not alleviate the Company's liability to its insured's for the ceded risks. The Company utilizes a third-party to develop a reinsurance treaty with reinsurers who are reliable and financially stable. However, there is no guarantee that booked reinsurance recoverable will actually be recovered. A reinsurer's insolvency or inability to make payments due could have a material adverse impact on the financial condition of the Company.

The Company's ability to continue to pay dividends to shareholders is contingent upon profitability and capital adequacy of the insurance subsidiaries. The insurance subsidiaries operate under regulatory restrictions that could

limit the ability to fund future dividend payments of the Company. An adverse event or series of events could materially impact the ability of the insurance subsidiaries to fund future dividends, and consequently, the Board of Directors would have to suspend the declaration of dividends to shareholders.

The Company is subject to the risk of adverse settlements or judgments resulting from litigation of contested claims. It is difficult to predict or quantify the expected results of litigation because the outcome depends on decisions of the court and jury that are based on facts and legal arguments presented at the trial.

Table of Contents

## PART I. Financial Information

## Item 1. Financial Statements

## THE NATIONAL SECURITY GROUP, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands)

	June 30, 2018 (UNAUDITED)	December 31, 2017
<b>ASSETS</b>		
Investments		
Fixed maturities held-to-maturity, at amortized cost (estimated fair value: 2018 - \$1,512; 2017 - \$1,645)	\$ 1,523	\$ 1,616
Fixed maturities available-for-sale, at estimated fair value (cost: 2018 - \$98,514; 2017 - \$94,467)	97,036	95,758
Equity securities, at estimated fair value (cost: 2018 - \$1,842; 2017 - \$1,842)	4,140	4,509
Trading securities	107	107
Mortgage loans on real estate, at cost	160	162
Investment real estate, at book value	2,945	3,221
Policy loans	1,851	1,810
Company owned life insurance	4,838	4,974
Other invested assets	2,346	2,574
Total Investments	114,946	114,731
Cash and cash equivalents	4,543	6,644
Accrued investment income	808	768
Policy receivables and agents' balances, net	12,870	11,653
Reinsurance recoverable	278	366
Deferred policy acquisition costs	8,140	8,124
Property and equipment, net	1,712	1,781
Income tax recoverable	711	393
Deferred income tax asset, net	1,405	1,487
Other assets	886	491
Total Assets	\$ 146,299	\$ 146,438
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Property and casualty benefit and loss reserves	\$ 6,847	\$ 7,075
Accident and health benefit and loss reserves	3,583	3,595
Life and annuity benefit and loss reserves	33,538	33,283
Unearned premiums	32,080	30,112
Policy and contract claims	942	903
Other policyholder funds	1,708	1,706
Short-term notes payable and current portion of long-term debt	800	1,300
Long-term debt	14,345	14,339
Other liabilities	6,059	6,500
Total Liabilities	99,902	98,813
Contingencies		
Shareholders' equity		
Common stock	2,527	2,522
Additional paid-in capital	5,554	5,483
Accumulated other comprehensive income (loss)	(1,441)	) 2,646
Retained earnings	39,757	36,974

Edgar Filing: NATIONAL SECURITY GROUP INC - Form 10-Q

Total Shareholders' Equity	46,397	47,625
Total Liabilities and Shareholders' Equity	\$ 146,299	\$ 146,438

The Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

## THE NATIONAL SECURITY GROUP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(In thousands, except per share amounts)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
<b>REVENUES</b>				
Net premiums earned	\$15,260	\$15,331	\$30,319	\$30,371
Net investment income	998	930	1,779	1,856
Net realized investment gains (losses)	(203 )	77	(328 )	237
Other income	148	145	309	297
Total Revenues	16,203	16,483	32,079	32,761
<b>BENEFITS, LOSSES AND EXPENSES</b>				
Policyholder benefits and settlement expenses	9,772	12,581	19,199	23,727
Amortization of deferred policy acquisition costs	787	819	1,590	1,764
Commissions	1,732	1,758	3,792	3,851
General and administrative expenses	2,668	2,215	4,671	4,012
Taxes, licenses and fees	349	517	998	1,206
Interest expense	309	326	611	649
Total Benefits, Losses and Expenses	15,617	18,216	30,861	35,209
Income (Loss) Before Income Taxes	586	(1,733 )	1,218	(2,448 )
<b>INCOME TAX EXPENSE (BENEFIT)</b>				
Current	216	(572 )	(318 )	(897 )
Deferred	(87 )	(162 )	608	(236 )
	129	(734 )	290	(1,133 )
Net Income (Loss)	\$457	\$(999 )	\$928	\$(1,315 )
INCOME (LOSS) PER COMMON SHARE BASIC AND DILUTED	\$0.18	\$(0.39 )	\$0.37	\$(0.52 )
DIVIDENDS DECLARED PER SHARE	\$0.05	\$0.05	\$0.10	\$0.10

The Notes to Condensed Consolidated Financial Statements are an integral part of these statements.



Table of Contents

## THE NATIONAL SECURITY GROUP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)

(In thousands)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Net income (loss)	\$457	\$(999)	\$928	\$(1,315)
Other comprehensive income (loss), net of tax				
Changes in:				
Unrealized gains (losses) on securities, net of reclassification adjustment of \$102 and \$155 for 2018 and 2017, respectively	(811 )	502	(2,187 )	846
Unrealized gain on interest rate swap	75	40	207	110
Other comprehensive income (loss), net of tax	(736 )	542	(1,980 )	956
Comprehensive income (loss)	\$(279)	\$(457)	\$(1,052)	\$(359 )

The Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

## THE NATIONAL SECURITY GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)  
(In thousands)

	Total	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock	Additional Paid-in Capital
Balance at December 31, 2017	\$47,625	\$36,974	\$ 2,646	\$ 2,522	\$ 5,483
Cumulative effect of change in accounting principle	—	2,107	(2,107 )	—	—
Comprehensive income (loss):					
Net income for June 30, 2018	928	928	—	—	—
Other comprehensive loss (net of tax)	(1,980 )	—	(1,980 )	—	—
Common stock issued	76	—	—	5	71
Cash dividends	(252 )	(252 )	—	—	—
Balance at June 30, 2018	\$46,397	\$39,757	\$ (1,441 )	\$ 2,527	\$ 5,554

The Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

## THE NATIONAL SECURITY GROUP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)

	Six months ended June 30,	
	2018	2017
Cash Flows from Operating Activities		
Net income (loss)	\$928	\$(1,315)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation expense and amortization/accretion, net	169	265
(Increase) decrease in cash surrender value of company owned life insurance	136	(56 )
Net realized gains (losses) on investments	328	(237 )
Deferred income taxes	608	(236 )
Amortization of deferred policy acquisition costs	1,590	1,764
Changes in assets and liabilities:		
Change in receivable for securities sold	—	499
Change in accrued investment income	(40 )	43
Change in reinsurance recoverable	88	1,274
Policy acquisition costs deferred	(1,606 )	(1,931 )
Change in accrued income taxes	(318 )	(898 )
Change in net policy liabilities and claims	800	1,090
Change in other assets/liabilities, net	(270 )	(715 )
Other, net	5	6
Net cash provided by (used in) operating activities	2,418	(447 )
Cash Flows from Investing Activities		
Purchase of:		
Available-for-sale securities	(10,579)	(8,467 )
Property and equipment	(8 )	(51 )
Proceeds from sale or maturities of:		
Held-to-maturity securities	99	139
Available-for-sale securities	6,570	10,202
Real estate held for investment	188	—
Property and equipment	—	2
Other invested assets, net	(39 )	(29 )
Net cash provided by (used in) investing activities	(3,769 )	1,796
Cash Flows from Financing Activities		
Change in other policyholder funds	2	40
Change in short-term notes payable	(500 )	(500 )
Dividends paid	(252 )	(252 )
Net cash used in financing activities	(750 )	(712 )
Net change in cash and cash equivalents	(2,101 )	637
Cash and cash equivalents, beginning of year	6,644	7,368
Cash and cash equivalents, end of period	\$4,543	\$8,005

The Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation and Basis of Presentation

The accompanying consolidated financial statements include the accounts of The National Security Group, Inc. (the Company) and its wholly-owned subsidiaries: National Security Insurance Company (NSIC), National Security Fire and Casualty Company (NSFC) and NATSCO, Inc. (NATSCO). NSFC includes a wholly-owned subsidiary, Omega One Insurance Company (Omega). The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). In the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair presentation of the consolidated financial statements have been included. All significant intercompany transactions and accounts have been eliminated. The financial information presented herein should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2017, which includes information and disclosures not presented herein.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Among the more significant estimates included in these consolidated financial statements are reserves for future life insurance policy benefits, liabilities for losses and loss adjustment expenses, reinsurance recoverable associated with loss and loss adjustment expense liabilities, deferred policy acquisition costs, deferred income tax assets and liabilities, assessments of other-than-temporary impairments on investments and accruals for contingencies. Actual results could differ from these estimates.

Earnings Per Share

Earnings per share of common stock is based on the weighted average number of shares outstanding during each year. The adjusted weighted average shares outstanding were 2,523,484 at June 30, 2018 and 2,518,520 at June 30, 2017. The Company did not have any dilutive securities as of June 30, 2018 and 2017.

Reclassifications

Certain 2017 amounts have been reclassified from the prior year consolidated financial statements to conform to the 2018 presentation.

Concentration of Credit Risk

The Company maintains cash balances which are generally held in non-interest bearing demand deposit accounts subject to FDIC insured limits of \$250,000 per entity. At June 30, 2018, the net amount exceeding FDIC insured limits was \$2,903,000 at three financial institutions. The Company has not experienced any losses in such accounts. Management of the Company reviews financial information of financial institutions on a quarterly basis and believes the Company is not exposed to any significant credit risk on cash and cash equivalents.

Policy receivables are reported at unpaid balances. Policy receivables are generally offset by associated unearned premium liabilities and are not subject to significant credit risk. Receivables from agents, less provision for credit losses, are composed of balances due from independent agents. At June 30, 2018, the single largest balance due from one agent totaled \$963,000.

Reinsurance contracts do not relieve the Company of its obligations to policyholders. A failure of a reinsurer to meet its obligation could result in losses to the insurance subsidiaries. Allowances for losses on reinsurance recoverables are established if amounts are believed to be uncollectible. At June 30, 2018 and December 31, 2017, no amounts were deemed uncollectible. The Company, at least annually, evaluates the financial condition of all reinsurers and evaluates any potential concentrations of credit risk. At June 30, 2018, management does not believe the Company is exposed to any significant credit risk related to its reinsurance program.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

Accounting Changes Not Yet Adopted

Improvements to Nonemployee Share-Based Payment Accounting

In June 2018, the Financial Accounting Standards Board (FASB) issued guidance to simplify the accounting for nonemployee share-based payment awards. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company does not make any material share-based payments and does not expect the adoption to have a material impact on its financial position or results of operations.

Recognition and Measurement of Financial Assets and Financial Liabilities

In February 2018, the FASB issued guidance to address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years beginning after June 15, 2018. The Company does not expect the adoption to have a material impact on its financial position or results of operations.

Leases

In February 2016, the FASB issued guidance that requires lessees (for capital and operating leases) to recognize the lease liability and right-of-use asset at the commencement date of the lease. Additional transition guidance was issued in 2018. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those years. The Company does not expect the adoption to have a material impact on its financial position or results of operations.

Contingent Put and Call Options in Debt Instruments

In March 2016, the FASB issued guidance that clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those years. The Company does not expect the adoption to have a material impact on its financial position or results of operations.

Financial Instruments - Credit Losses

In June 2016, the FASB issued guidance that replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those years. The Company does not expect the adoption to have a material impact on its financial position or results of operations.

Receivables - Nonrefundable Fees and Other Costs

In March 2017, the FASB issued guidance that shortens the amortization period for certain callable debt securities held at a premium and requires the premium to be amortized to the earliest call date. The guidance is effective for fiscal years beginning after December 15, 2018 and interim reporting periods within those fiscal years. The Company does not expect the adoption of this new guidance to have a significant impact on our financial position, results of operations or cash flows.

Derivatives and Hedging

In August 2017, the FASB issued guidance that amends and simplifies hedge accounting guidance in order to enable entities to better portray the economic results of their risk management activities. The guidance is effective for fiscal

years beginning after December 15, 2018, including interim periods within those periods. Early adoption is permitted. The Company is currently evaluating the impact of the standard on its consolidated financial statements and related disclosures.

#### Recently Adopted Accounting Standards

##### Income Statement - Reporting Comprehensive Income

In February 2018, the Financial Accounting Standards Board (FASB) issued guidance that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The guidance eliminates the stranded tax effects resulting from the Tax Cuts and Jobs Act and

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

improves the usefulness of information reported to financial statement users. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those periods. Early adoption is permitted. The Company adopted this guidance as of December 31, 2017. The adoption of this guidance resulted in a \$435,000 reclassification to accumulated other comprehensive income from retained earnings related to stranded tax effects resulting from the Tax Cuts and Jobs Act.

Revenue from Contracts with Customers

In May 2014, FASB issued guidance on a comprehensive new revenue recognition standard. This standard will not impact accounting for insurance contracts, leases, financial instruments and guarantees. For those contracts that are impacted by the new guidance, the guidance will require an entity to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to, in exchange for those goods or services. The guidance requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. In August 2015, the FASB issued a deferral of the effective date by one year. This guidance is effective retrospectively for fiscal years beginning after December 15, 2017 and interim periods within those years. Early adoption of this standard is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. Insurance contracts are specifically scoped out of this new guidance.

The Company does not have policy fees or any material services that may be subject to the new revenue recognition guidance. The Company adopted this guidance as of January 1, 2018. The adoption of this guidance did not have an impact on its condensed consolidated financial statements.

Recognition and Measurement of Financial Assets and Financial Liabilities

In January 2016, the FASB issued guidance that requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. The guidance requires entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset. The guidance eliminates the requirement for public companies to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. This guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. The Company adopted this guidance as of January 1, 2018. The adoption of this guidance resulted in a \$2,107,000 reclassification to retained earnings from accumulated other comprehensive income related to accumulated unrealized gains on equity securities as well as recognition of a \$292,000 loss, net of tax, related to the change in value of equity securities.

Classification of Certain Cash Receipts and Cash Payments

In August 2016, the FASB issued guidance that clarifies how certain cash receipts and cash payments shall be presented and classified in the statement of cash flows. This guidance addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. The guidance is effective for annual and interim reporting periods beginning after December 15, 2017. The Company adopted this guidance as of January 1, 2018. The adoption of this guidance did not have a significant impact on our financial position, results of operations or cash flows.

Compensation - Stock Compensation



In May 2017, the FASB issued guidance to provide clarity and reduce diversity in practice as well as cost and complexity when there is a change in the terms or conditions of a share-based payment award. The guidance is effective for fiscal years beginning after December 15, 2017 and interim periods within those fiscal years. The Company adopted this guidance as of January 1, 2018. The adoption of this guidance did not have a significant impact on our financial position, results of operations or cash flows.

NOTE 2 – VARIABLE INTEREST ENTITIES

The Company holds a passive interest in a limited partnership that is considered to be a Variable Interest Entity (VIE) under the provisions of ASC 810 Consolidation. The Company is not the primary beneficiary of the entity and is not required to consolidate under ASC 810. The entity is a private placement investment fund formed for the purpose of

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

investing in private equity investments. The Company owns less than 1% of the limited partnership. The carrying value of the investment totals \$132,000 and is included as a component of Other Invested Assets in the accompanying consolidated balance sheets.

In December 2005, the Company formed National Security Capital Trust I, a statutory trust created under the Delaware Statutory Trust Act, for the sole purpose of issuing, in private placement transactions, \$9,000,000 of trust preferred securities (TPS) and using the proceeds thereof, together with the equity proceeds received from the Company in the initial formation of the Trust, to purchase \$9,279,000 of variable rate subordinated debentures issued by the Company. The Company owns all voting securities of the Trust and the subordinated debentures are the sole assets of the Trust. The Trust will meet the obligations of the TPS with the interest and principal paid on the subordinated debentures. The Company received net proceeds from the TPS transactions, after commissions and other costs of issuance, of \$9,005,000. The Company also holds all the voting securities issued by the Trust and such trusts are considered to be VIE's. The Trust is not consolidated because the Company is not the primary beneficiary of the trust. The Subordinated Debentures, disclosed in Note 7, are reported in the accompanying condensed consolidated balance sheets as a component of long-term debt. The Company's equity investments in the Trust total \$279,000 and are included in Other Assets in the accompanying consolidated balance sheets.

In June 2007, the Company formed National Security Capital Trust II for the sole purpose of issuing, in private placement transactions, \$3,000,000 of trust preferred securities (TPS) and using the proceeds thereof, together with the equity proceeds received from the Company in the initial formation of the Trust, to purchase \$3,093,000 unsecured junior subordinated deferrable interest debentures. The Company owns all voting securities of the Trust and the subordinated debentures are the sole assets of the Trust. The Trust will meet the obligations of the TPS with the interest and principal paid on the subordinated debentures. The Company received net proceeds from the TPS transactions, after commissions and other costs of issuance, of \$2,995,000. The Company also holds all the voting securities issued by the Trust and such trusts are considered to be VIE's. The Trust is not consolidated because the Company is not the primary beneficiary of the Trust. The Subordinated Debentures, disclosed in Note 7, are reported in the accompanying condensed consolidated balance sheets as a component of long-term debt. The Company's equity investments in the Trust total \$93,000 and are included in Other Assets in the accompanying condensed consolidated balance sheets.

## NOTE 3 – INVESTMENTS

Our investment in available-for-sale securities, which are reported at fair value, includes fixed maturity securities and prior to January 1, 2018, equity securities. Net unrealized gains or losses on equity securities prior to January 1, 2018, and on fixed maturities are reported after-tax as a component of other comprehensive income. As of January 1, 2018, changes in fair value of equity securities are recognized through net income.

The amortized cost and aggregate fair values of investments in available-for-sale securities as of June 30, 2018 are as follows (dollars in thousands):

Available-for-sale securities:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	\$ 39,440	\$ 439	\$ 1,118	\$38,761
Mortgage backed securities	13,773	89	576	13,286
Private label asset backed securities	14,007	205	24	14,188

Edgar Filing: NATIONAL SECURITY GROUP INC - Form 10-Q

Obligations of states and political subdivisions	11,954	201	144	12,011
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	19,340	34	584	18,790
Total	\$ 98,514	\$ 968	\$ 2,446	\$97,036

12

---

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The amortized cost and aggregate fair values of investments in held-to-maturity securities as of June 30, 2018 are as follows (dollars in thousands):

Held-to-maturity securities:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Mortgage backed securities	\$ 1,523	\$ 12	\$ 23	\$1,512
Total	\$ 1,523	\$ 12	\$ 23	\$1,512

The amortized cost and aggregate fair values of investments in available-for-sale securities as of December 31, 2017 are as follows (dollars in thousands):

Available-for-sale securities:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate debt securities	\$ 39,127	\$ 1,103	\$ 321	\$39,909
Mortgage backed securities	12,892	177	274	12,795
Private label asset backed securities	10,128	382	—	10,510
Obligations of states and political subdivisions	13,758	389	54	14,093
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	18,562	206	317	18,451
Total fixed maturities	94,467	2,257	966	95,758
Equity securities	1,842	2,667	—	4,509
Total	\$ 96,309	\$ 4,924	\$ 966	\$ 100,267

The amortized cost and aggregate fair values of investments in held-to-maturity securities as of December 31, 2017 are as follows (dollars in thousands):

Held-to-maturity securities:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Mortgage backed securities	\$ 1,615	\$ 29	\$ —	—\$1,644
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	1	—	—	1
Total	\$ 1,616	\$ 29	\$ —	—\$1,645

The amortized cost and aggregate fair value of debt securities at June 30, 2018, by contractual maturity, are presented in the following table (dollars in thousands). Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

(Dollars in Thousands)	Amortized Cost	Fair Value
Available-for-sale securities:		
Due in one year or less	\$ 1,093	\$ 1,100
Due after one year through five years	17,858	17,806
Due after five years through ten years	27,667	27,317
Due after ten years	51,896	50,813
Total	\$ 98,514	\$ 97,036
Held-to-maturity securities:		
Due in one year or less	\$ —	\$ —
Due after one year through five years	4	5
Due after five years through ten years	48	50
Due after ten years	1,471	1,457
Total	\$ 1,523	\$ 1,512

A summary of securities available-for-sale with unrealized losses as of June 30, 2018, along with the related fair value, aggregated by the length of time that investments have been in a continuous unrealized loss position, is as follows (dollars in thousands):

June 30, 2018	Less than 12 months		12 months or longer		Total		Total Securities in a Loss Position
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	
Fixed maturities							
Corporate debt securities	\$ 19,523	\$ 676	\$ 7,400	\$ 442	\$ 26,923	\$ 1,118	47
Mortgage backed securities	6,380	164	4,869	412	11,249	576	25
Private asset backed securities	4,381	24	—	—	4,381	24	5
Obligations of state and political subdivisions	4,366	62	2,516	82	6,882	144	14
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	8,691	198	7,677	386	16,368	584	24
	\$ 43,341	\$ 1,124	\$ 22,462	\$ 1,322	\$ 65,803	\$ 2,446	115

A summary of securities held-to-maturity with unrealized losses as of June 30, 2018 along with the related fair value, aggregated by the length of time that investments have been in a continuous unrealized loss position, is as follows:

June 30, 2018	Less than 12 months		12 months or longer		Total		Total Securities in a Loss Position
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	
Fixed maturities:							
Mortgage backed securities	\$ 1,091	\$ 23	\$ —	\$ —	\$ 1,091	\$ 23	1
	\$ 1,091	\$ 23	\$ —	\$ —	\$ 1,091	\$ 23	1



Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

A summary of securities available-for-sale with unrealized losses as of December 31, 2017, along with the related fair value, aggregated by the length of time that investments have been in a continuous unrealized loss position, is as follows (dollars in thousands):

December 31, 2017	Less than 12 months		12 months or longer		Total		
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Total Securities in a Loss Position
Fixed maturities							
Corporate debt securities	\$6,567	\$ 166	\$5,607	\$ 155	\$12,174	\$ 321	20
Mortgage backed securities	5,872	124	2,281	150	8,153	274	17
Obligations of state and political subdivisions	2,176	7	2,574	47	4,750	54	9
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	4,878	111	6,667	206	11,545	317	18
	\$19,493	\$ 408	\$17,129	\$ 558	\$36,622	\$ 966	64

There were no equity securities or securities held-to-maturity with unrealized losses as of December 31, 2017.

The Company conducts periodic reviews to identify and evaluate securities in an unrealized loss position in order to identify other-than-temporary impairments. For securities in an unrealized loss position, the Company assesses whether the Company has the intent to sell the security or more-likely-than-not will be required to sell the security before the anticipated recovery. If either of these conditions is met, the Company is required to recognize an other-than-temporary impairment with the entire unrealized loss reported in earnings. For securities in an unrealized loss position that do not meet these conditions, the Company assesses whether the impairment of a security is other-than-temporary. If the impairment is determined to be other-than-temporary, the Company is required to separate the other-than-temporary impairments into two components: the amount representing the credit loss and the amount related to all other factors. The credit loss is the portion of the amortized book value in excess of the net present value of the projected future cash flows discounted at the effective interest rate implicit in the debt security prior to impairment. The credit loss component of other-than-temporary impairments is reported in earnings, whereas the amount relating to factors other than credit losses are recorded in other comprehensive income, net of taxes.

Management has evaluated each security in a significant unrealized loss position in both the debt and equity investment portfolios. The Company has no material exposure to sub-prime mortgage loans and approximately 5.79% of the fixed income investment portfolio is rated below investment grade. In evaluating whether or not the equity loss positions were other-than-temporary impairments, Management evaluated financial information on each company and where available, reviewed analyst reports from at least two independent sources. Based on a review of the available financial information, the prospect for future earnings of each company and consideration of the Company's intent and ability to hold the securities until market values recovered, it was determined that the securities in an accumulated loss position in the portfolio were temporary impairments.

For the six months ended June 30, 2018 and year ended December 31, 2017, the Company realized no other-than-temporary impairments. At June 30, 2018, the single largest loss not realized as an impairment was in the bond portfolio and totaled \$103,000. The second largest loss position was in the bond portfolio and totaled \$98,000.

The third largest loss position was in the bond portfolio and totaled \$96,000. At December 31, 2017, the single largest loss not realized as an impairment was in the bond portfolio and totaled \$75,000. The second largest loss position was in the bond portfolio and totaled \$60,000. The third largest loss position was in the bond portfolio and totaled \$53,000.



Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

Major categories of investment income are summarized as follows (dollars in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Fixed maturities	\$963	\$841	\$1,854	\$1,658
Equity securities	20	24	40	48
Mortgage loans on real estate	2	3	4	5
Investment real estate	—	—	1	2
Policy loans	35	33	70	66
Company owned life insurance change in surrender value	3	14	(136 )	57
Other	7	42	15	87
	1,030	957	1,848	1,923
Less: Investment expenses	32	27	69	67
Net investment income	\$998	\$930	\$1,779	\$1,856

Major categories of realized investment gains and losses are summarized as follows (dollars in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Fixed maturities	\$48	\$75	\$129	\$235
Change in fair value of equity securities	(163 )	—	(369 )	—
Other, principally real estate	(88 )	2	(88 )	2
Net realized investment gains (losses)	\$(203)	\$77	\$(328)	\$237

An analysis of the net change in unrealized gains and losses on available-for-sale securities follows (dollars in thousands):

	June 30, 2018	December 31, 2017
Net change in unrealized gains (losses) on available-for-sale securities before deferred tax	\$(2,768)	\$1,402
Deferred income tax	581	(476 )
Net change in unrealized gains (losses) on available-for-sale securities	\$(2,187)	\$926

#### NOTE 4 – FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Our available-for-sale securities consists of fixed maturity and equity securities which are recorded at fair value in the accompanying consolidated balance sheets. The change in the fair value of these investments, unless deemed to be other-than-temporarily impaired, is recorded as a component of other comprehensive income.

We are permitted to elect to measure financial instruments and certain other items at fair value, with the change in fair value recorded in earnings. We elected not to measure any eligible items using the fair value option.

Accounting standards define fair value as the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

to make the measurement of fair value more consistent and comparable. In determining fair value, we primarily use prices and other relevant information generated by market transactions involving identical or comparable assets.

The Company categorizes assets and liabilities carried at their fair value based upon a fair value hierarchy:

Level 1 – Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 1 assets and liabilities consist of money market fund deposits and certain of our marketable debt and equity instruments, including equity instruments offsetting deferred compensation, that are traded in an active market with sufficient volume and frequency of transactions.

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 2 assets include certain of our marketable debt and equity instruments with quoted market prices that are traded in less active markets or priced using a quoted market price for similar instruments. Level 2 assets also include marketable equity instruments with security-specific restrictions that would transfer to the buyer, marketable debt instruments priced using indicator prices which represent non-binding market consensus prices that can be corroborated by observable market quotes, as well as derivative contracts and debt instruments priced using inputs that are observable in the market or can be derived principally from or corroborated by observable market data. Marketable debt instruments in this category generally include commercial paper, bank time deposits, repurchase agreements for fixed-income instruments, and a majority of floating-rate notes, corporate bonds, and municipal bonds.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

Level 3 assets and liabilities include marketable debt instruments, non-marketable equity investments, derivative contracts, and company issued debt with values are determined using inputs that are both unobservable and significant to the values of the instruments being measured. Level 3 assets also include marketable debt instruments that are priced using indicator prices that we were unable to corroborate with observable market quotes.

Marketable debt instruments in this category generally include asset-backed securities and certain floating-rate notes, corporate bonds, and municipal bonds.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

## Assets/Liabilities Measured at Fair Value on a Recurring Basis

Financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2018 are summarized in the following table by the type of inputs applicable to the fair value measurements (in thousands):

Description	Fair Value Measurements at Reporting Date Using			
	Total	Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Fixed maturities available-for-sale				
Corporate debt securities	\$38,761	\$—	\$38,761	\$—
Mortgage backed securities	13,286	—	13,286	—
Private label asset backed securities	14,188	—	14,188	—
Obligations of states and political subdivisions	12,011	—	12,011	—
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	18,790	18,790	—	—
Trading securities	107	107	—	—
Equity securities	4,140	3,084	—	1,056
<b>Total Financial Assets</b>	<b>\$101,283</b>	<b>\$21,981</b>	<b>\$78,246</b>	<b>\$1,056</b>
<b>Financial Liabilities</b>				
Interest rate swap	\$(346 )	\$—	\$—	\$(346 )
<b>Total Financial Liabilities</b>	<b>\$(346 )</b>	<b>\$—</b>	<b>\$—</b>	<b>\$(346 )</b>

The methods and assumptions the Company uses to estimate the fair value of assets and liabilities measured at fair value on a recurring basis are summarized below.

**Fixed maturities available-for-sale** — The fair values of the Company's public fixed maturity securities are generally based on prices obtained from independent pricing services. Consistent with the fair value hierarchy described above, securities with validated quotes from pricing services are generally reflected within Level 2, as they are primarily based on observable pricing for similar assets and/or other market observable inputs.

**Trading securities** — Trading securities consist primarily of mutual funds whose fair values are determined consistent with similar instruments described above under "Fixed Maturities" and below under "Equity Securities."

**Equity securities** — Equity securities consist principally of investments in common and preferred stock of publicly traded companies and privately traded securities. The fair values of our publicly traded equity securities are based on quoted market prices in active markets for identical assets and are classified within Level 1 in the fair value hierarchy.

Estimated fair values for our privately traded equity securities require a substantial level of judgment. Privately traded equity securities are classified within Level 3.

**Interest rate swaps** — Interest rate swaps are recorded at fair value either as assets, within other assets or as liabilities, within other liabilities. The fair values of our interest rate swaps are provided by a third-party broker and are classified within Level 3.

As of June 30, 2018, Level 3 fair value measurements of assets include \$1,056,000 of equity securities in a local community bank whose value is based on an evaluation of the financial statements of the entity. The Company does not develop the unobservable inputs used in measuring fair value.

As of June 30, 2018, Level 3 fair value measurements of liabilities include \$346,000 net fair value of various interest rate swap agreements whose value is based on analysis provided by a third party that utilizes financial modeling tools and assumptions on interest and other factors. The Company does not develop the unobservable inputs used in measuring fair value. Additional information regarding the interest rate swap agreements is provided in Note 7.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The table below presents a reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2018 (in thousands):

	Equity Securities	Interest Rate Swap
For the six months ended June 30, 2018		
Beginning balance	\$ 1,073	\$(608)
Total gains or losses (realized and unrealized):		
Included in earnings	(17 )	—
Included in other comprehensive income	—	262
Purchases:	—	—
Sales:	—	—
Issuances:	—	—
Settlements:	—	—
Transfers in/(out) of Level 3	—	—
Ending balance	\$ 1,056	\$(346)
The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets and liabilities still held as of June 30, 2018:	\$—	\$—

For the six months ended June 30, 2018, there were no assets or liabilities measured at fair values on a nonrecurring basis.

Financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2017 are summarized in the following table by the type of inputs applicable to the fair value measurements (in thousands):

Description	Fair Value Measurements at Reporting Date Using			
	Total	Level 1	Level 2	Level 3
Financial Assets				
Fixed maturities available-for-sale				
Corporate debt securities	\$39,909	\$—	\$39,909	\$—
Mortgage backed securities	12,795	—	12,795	—
Private label asset backed securities	10,510	—	10,510	—
Obligations of states and political subdivisions	14,093	—	14,093	—
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	18,451	18,451	—	—
Trading securities	107	107	—	—
Equity securities available-for-sale	4,509	3,436	—	1,073
Total Financial Assets	\$100,374	\$21,994	\$77,307	\$1,073
Financial Liabilities				
Interest rate swap	\$(608 )	\$—	\$—	\$(608 )
Total Financial Liabilities	\$(608 )	\$—	\$—	\$(608 )



Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The table below presents a reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the year ended December 31, 2017 (in thousands):

For the year ended December 31, 2017	Equity Securities Available-for-Sale	Interest Rate Swap
Beginning balance	\$ 1,258	\$(1,030)
Total gains or losses (realized and unrealized):		
Included in earnings	—	—
Included in other comprehensive income	114	422
Purchases:	46	—
Sales:	(345 )	—
Issuances:	—	—
Settlements:	—	—
Transfers in/(out) of Level 3	—	—
Ending balance	\$ 1,073	\$(608 )
The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets and liabilities still held as of December 31, 2017:	\$ —	\$—

For the year ended December 31, 2017, there were no assets or liabilities measured at fair values on a nonrecurring basis.

The Company is exposed to certain risks in the normal course of its business operations. The primary risk that is managed through the use of derivatives is interest rate risk on floating rate borrowings. This risk is managed through the use of interest rate swap agreements which are designated as cash flow hedges. For cash flow hedges, the effective portion of the gain or loss on the interest rate swap is included as a component of other comprehensive income and reclassified into earnings in the same period during which the hedged transaction is recognized in earnings. The Company does not hold or issue derivatives that are not designated as hedging instruments. See Note 7 for additional information about the interest rate swap agreements.

The following methods and assumptions were used to estimate fair value of each class of financial instrument for which it is practical to estimate that value:

Cash and cash equivalents — the carrying amount is a reasonable estimate of fair value.

Fixed maturities held-to-maturity — the carrying amount is amortized cost; the fair values of the Company's public fixed maturity securities that are classified as held-to-maturity are generally based on prices obtained from independent pricing services.

Mortgage loans — the carrying amount is a reasonable estimate of fair value due to the restrictive nature and limited marketability of the mortgage notes.

Policy loans — the carrying amount is a reasonable estimate of fair value.

Company owned life insurance — the carrying amount is a reasonable estimate of fair value.



Other invested assets — the carrying amount is a reasonable estimate of fair value.

Other policyholder funds — the carrying amount is a reasonable estimate of fair value.

Debt — the carrying amount is a reasonable estimate of fair value.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The carrying amount and estimated fair value of the Company's financial instruments as of June 30, 2018 and December 31, 2017 are as follows (in thousands):

	June 30, 2018		December 31, 2017	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Assets and related instruments				
Held-to-maturity securities	\$1,523	\$ 1,512	\$1,616	\$ 1,645
Mortgage loans	160	160	162	162
Policy loans	1,851	1,851	1,810	1,810
Company owned life insurance	4,838	4,838	4,974	4,974
Other invested assets	2,346	2,346	2,574	2,574
Liabilities and related instruments				
Other policyholder funds	1,708	1,708	1,706	1,706
Short-term notes payable and current portion of long-term debt	800	800	1,300	1,300
Long-term debt	14,345	14,345	14,339	14,339

## NOTE 5 – PROPERTY AND EQUIPMENT

Major categories of property and equipment are summarized as follows (dollars in thousands):

	June 30, December 31,	
	2018	2017
Building and improvements	\$ 3,378	\$ 3,378
Electronic data processing equipment	1,519	1,512
Furniture and fixtures	486	486
	5,383	5,376
Less accumulated depreciation	3,671	3,595
Property and equipment, net	\$ 1,712	\$ 1,781

Depreciation expense for the six months ended June 30, 2018 was \$76,000 (\$121,000 for the year ended December 31, 2017).

## NOTE 6 – INCOME TAXES

On December 22, 2017, the President signed the Tax Cuts and Jobs Act (TCJA), a comprehensive tax legislation which, among other things, reduced the Company's statutory federal income tax rate from 34% to 21% effective January 1, 2018. In addition to the reduction in tax rates, the TCJA makes broad and complex changes to the Internal Revenue Code that will introduce changes to many tax related exclusions, deductions and credits. Management believes that, based on its historical pattern of taxable income, the Company will produce sufficient income in the future to realize its deferred tax assets. The Company recognized net deferred tax asset positions of \$1,405,000 at June 30, 2018 and \$1,487,000 at December 31, 2017.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The tax effect of significant differences representing deferred tax assets and liabilities are as follows (dollars in thousands):

	As of June 30, 2018	As of December 31, 2017
General expenses	\$ 1,071	\$ 1,069
Unearned premiums	1,348	1,269
Claims liabilities	470	484
AMT credit	788	1,575
Impairment on real estate owned	116	116
Unrealized losses on securities available-for-sale	310	—
Unrealized loss on interest rate swaps	72	128
Deferred tax assets	4,175	4,641
Depreciation	(82 )	(88 )
Deferred policy acquisition costs	(1,710 )	(1,706 )
Pre-1984 policyholder surplus account	(496 )	(529 )
Unrealized gains on securities available-for-sale	—	(831 )
Unrealized gains on equity securities	(482 )	—
Deferred tax liabilities	(2,770 )	(3,154 )
Net deferred tax asset	\$ 1,405	\$ 1,487

The appropriate income tax effects of changes in temporary differences are as follows (dollars in thousands):

	Six months ended June 30, 2018 2017	
Deferred policy acquisition costs	\$ 4	\$ 57
Unearned premiums	(79 )	(163 )
General expenses	(2 )	30
Depreciation	(6 )	(4 )
Claims liabilities	14	(109 )
AMT credit	787	(47 )
Impact of repeal of special provision on pre-1984 policyholder surplus	(33 )	—
Unrealized gains on equity securities	(77 )	—
Deferred income tax expense (benefit)	\$ 608	\$ (236)

Total income tax expense (benefit) varies from amounts computed by applying current federal income tax rates to income or loss before income taxes. The reasons for these differences and the approximate tax effects are as follows:

	Six months ended June 30, 2018 2017	
Federal income tax rate applied to pre-tax income/loss	21.0 %	34.0 %
Dividends received deduction and tax-exempt interest	(1.2 )%	1.4 %
Company owned life insurance	2.3 %	0.8 %
Small life deduction	— %	11.5 %

Other, net	1.7 %	(1.4 )%
Effective federal income tax rate	23.8 %	46.3 %

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The Company recognizes tax-related interest and penalties as a component of tax expense. The Company files income tax returns in the U.S. federal jurisdiction and various states. The Company is not subject to examinations by authorities related to its U.S. federal or state income tax filings for years prior to 2011. Tax returns have been filed through the year 2016.

## NOTE 7 – NOTES PAYABLE AND LONG-TERM DEBT

Short-term debt and current portion of long-term debt consisted of the following as of June 30, 2018 and December 31, 2017 (dollars in thousands):

	June 30, 2018	December 31, 2017
Current portion of installment note payable due in November with variable interest rate equal to the WSJ prime rate plus 0.5%. Unsecured.	\$800	\$ 800
Line of credit with variable interest rate equal to the WSJ prime rate, subject to a 5.0% floor; maturity March 2020 (renewed March 2018). Interest payments due quarterly. Unsecured.	—	500
	\$800	\$ 1,300
Long-term debt consisted of the following as of June 30, 2018 and December 31, 2017 (dollars in thousands):		
	June 30, 2018	December 31, 2017
Promissory note with variable interest rate equal to the WSJ prime rate plus 0.5%; maturity November 2019. Annual installment payments beginning November 2017 with final balloon payment due November 30, 2019. Unsecured.	\$2,200	\$ 2,200
Subordinated debentures issued on December 15, 2005 with floating rate interest equal to 3-Month LIBOR plus 375 basis points; net of \$164,000 in debt issuance cost (\$168,000 in 2017); maturity December 2035. Interest payable quarterly. Redeemable prior to maturity. Unsecured.	9,115	9,111
Subordinated debentures issued on June 21, 2007 with floating rate interest equal to 3-Month LIBOR plus 340 basis points; net of \$63,000 in debt issuance cost (\$65,000 in 2017); maturity June 15, 2037. Interest payable quarterly. Redeemable prior to maturity. Unsecured.	3,030	3,028
	\$14,345	\$ 14,339

The Company has entered into various swap agreements related to the trust preferred securities. On March 19, 2009, the Company entered into a forward swap effective September 17, 2012, with a notional amount of \$3,000,000 and designated the swap as a hedge against changes in cash flows attributable to changes in the benchmark interest rate (LIBOR) associated with the subordinated debentures issued June 21, 2007. Quarterly, commencing September 17, 2012, under the terms of the forward swap, the Company will pay interest at a fixed rate of 7.02% until March 15, 2019. On May 26, 2010, the Company entered into a forward swap with a notional amount of \$9,000,000 effective December 15, 2015, which hedges against changes in cash flows following the termination of the fixed rate period. Quarterly, commencing March 16, 2016 under the terms of the forward swap, the Company pays interest at a fixed rate of 8.49% until March 15, 2020.

The swaps entered into in 2009 and 2010 have fair values of \$26,000 (liability) and \$320,000 (liability), respectively, for a total liability of \$346,000 at June 30, 2018 (\$608,000 at December 31, 2017). The swap liability is reported as a component of other liabilities on the consolidated balance sheets. A net valuation gain of \$207,000 (net of tax) is included in accumulated other comprehensive income related to the swap agreements at June 30, 2018. A net valuation gain of \$278,000 (net of tax) was included in accumulated other comprehensive income related to the swap at December 31, 2017.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

We use dollar offset at the hedge's inception and for each reporting period thereafter to assess whether the derivative used in a hedging transaction is expected to be, and has been, effective in offsetting changes in the fair value of the hedged item. Since inception, no portion of the hedged item has been deemed ineffective. For all hedges, we discontinue hedge accounting if it is determined that a derivative is not expected to be, or has ceased to be, effective as a hedge.

The Company's interest rate swaps include provisions requiring the Company to post collateral when the derivative is in a net liability position. At June 30, 2018, the Company has securities on deposit with fair market values of \$926,000 (\$926,000 of which is posted as collateral). At December 31, 2017, the Company had securities on deposit with fair market values of \$1,446,000 (all of which is posted as collateral). See Note 4 for additional information about the interest rate swaps.

## NOTE 8 – POLICY AND CLAIM RESERVES

The Company regularly updates its reserve estimates as new information becomes available and events occur that may impact the resolution of unsettled claims. Reserve estimation can be an inherently uncertain process and reserves estimates can be revised up or down depending on changes in circumstances. Changes in prior years' reserve estimates are reflected in the results of operations in the year such changes are determined.

The following table is a reconciliation of beginning and ending property and casualty reserve balances for claims and claim adjustment expense (dollars in thousands):

	Six months ended June 30, 2018    2017	
Summary of claims and claim adjustment expense reserves		
Balance, beginning of year	\$7,075	\$7,531
Less reinsurance recoverable on unpaid losses	327	1,184
Net balances at beginning of year	6,748	6,347
Net losses:		
Provision for claims and claim adjustment expenses for claims arising in current year	17,375	22,667
Estimated claims and claim adjustment expenses for claims arising in prior years	(896 )	(1,202 )
Total increases	16,479	21,465
Claims and claim adjustment expense payments for claims arising in:		
Current year	13,424	18,033
Prior years	3,144	2,532
Total payments	16,568	20,565
Net balance at end of period	6,659	7,247
Plus reinsurance recoverable on unpaid losses	188	356
Claims and claim adjustment expense reserves at end of period	\$6,847	\$7,603

The decline in claim and claim adjustment expense reserves before reinsurance recoverable is primarily due to the decrease in catastrophe losses during the period. The estimate for claims arising in prior years was reduced \$896,000 in 2018 (reduced \$1,202,000 in 2017) due to favorable loss development during the year on claims arising in prior

years.

#### Accident and Health Claim Reserves

The Company, through its life insurance subsidiary, underwrites a limited number of short duration accident and health contracts. These claims are typically settled in three years or less and the reserve for unpaid claims totaled \$358,000

24

---



Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

at June 30, 2018 (\$367,000 at December 31, 2017). These claims are a component of policy and contract claims which totaled \$942,000 at June 30, 2018 (\$903,000 at December 31, 2017).

NOTE 9 – REINSURANCE

The Company's insurance operations utilize reinsurance in the risk management process in order to limit losses, minimize exposure to large risks, provide additional capacity for future growth and effect business-sharing arrangements. Life reinsurance is placed through yearly renewable term coverage. Property and casualty reinsurance is placed on an excess of loss basis to cover losses from catastrophe events. Reinsurance ceded arrangements do not discharge the insurance subsidiaries as the primary insurer, except for cases involving a novation. Failure of re-insurers to honor their obligations could result in losses to the insurance subsidiaries. The insurance subsidiaries evaluate the financial conditions of their reinsurance companies and monitor concentrations of credit risk arising from similar geographic regions, activities, or economic characteristics of the companies to minimize their exposure to significant losses from reinsurance insolvencies.

In the normal course of business, NSFC seeks to reduce the loss that may arise from catastrophes or other individually significant large loss events that cause unfavorable underwriting results or have adverse impacts on regulatory capital levels by re-insuring certain levels of risk in various areas of exposure with reinsurance companies. NSFC maintains a catastrophe reinsurance agreement to cover losses from catastrophic events, primarily hurricanes and tropical storms.

Under the catastrophe reinsurance program, the Company retains the first \$4,000,000 in losses from each catastrophe event. Catastrophe reinsurance coverage is maintained in three layers as follows:

Layer	Reinsurers' Limits of Liability
First Layer	100% of \$13,500,000 in excess of \$4,000,000 retention
Second Layer	100% of \$25,000,000 in excess of \$17,500,000
Third Layer	100% of \$30,000,000 in excess of \$42,500,000

Each reinsurance layer covers events occurring from January 1 through December 31 of the contract year. All significant reinsurance companies under the program carry A.M. Best ratings of A- (Excellent) or higher, or equivalent ratings.

The Company's catastrophe reinsurance contract allows for one reinstatement. The Company maintains reinstatement premium protection (RPP) to cover reinstatement premiums incurred. The RPP further reduces risk from a major catastrophe and serves to protect the Company's capital position by reducing the modeled 100 year event net cost.

Amounts recoverable from re-insurers are estimated in a manner consistent with the claim liability associated with the underlying insurance policies. Amounts paid for prospective reinsurance contracts are reported as prepaid reinsurance premiums and amortized over the remaining contract period.

In the normal course of business, NSIC seeks to limit its exposure to loss on any single insured and to recover a portion of benefits paid by ceding reinsurance to reinsurance companies under excess coverage contracts. NSIC retains a maximum of \$50,000 of coverage per individual life. Cost is amortized over the reinsurance contract period.

At June 30, 2018, the largest reinsurance recoverable of a single reinsurer was \$323,000 (\$322,000 at December 31, 2017). Amounts reported as ceded incurred losses were related to development of losses from prior year catastrophes.

NOTE 10 – EMPLOYEE BENEFIT PLANS

The Company and its subsidiaries have an established retirement savings plan (401K Plan). All full-time employees are eligible to participate, and all employer contributions are fully vested for employees who have completed 1,000 hours of service in the year of contribution. Company matching contributions for the six months ended June 30, 2018 and 2017 amounted to \$88,000 and \$99,000, respectively. The Company contributes dollar-for-dollar matching contributions up to 5% of compensation subject to government limits.

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The Company established a non-qualified plan under which Company directors are allowed to defer all or a portion of directors' fees into various investment options. A supplemental executive retirement plan (SERP) covers named executive officers, with the Company contributing 15% of executive compensation to the plan. Contributions to the plan are fully vested upon the earlier of death, disability, change in control, or ten years of participation in the plan. Costs for amounts related to the non-qualified deferred compensation plans for the six months ended June 30, 2018 and 2017 amounted to an approximate increase of \$16,000 and \$143,000 in employee benefit related expenses, respectively.

The Company and its subsidiaries established an Employee Stock Ownership Plan (ESOP) in January 2010, to enable eligible employees to acquire a proprietary interest in the Company's common stock and to provide retirement and other benefits to such employees. There were contributions of \$232,000 during the six months ended June 30, 2018 and contributions of \$268,000 during the six months ended June 30, 2017. All contributions were made in cash for purchase of Company shares in the open market. The Company has not allocated newly issued shares directly to the plan and the plan has no debt.

NOTE 11 – SHAREHOLDERS' EQUITY

During the six months ended June 30, 2018 and year ended December 31, 2017, changes in shareholders' equity consisted of net income of \$928,000 and net loss of \$1,203,000, respectively; dividends paid of \$252,000 in 2018 and \$504,000 in 2017; decreases in accumulated other comprehensive income, net of applicable taxes, of \$1,980,000 in 2018 and increases in accumulated other comprehensive income, net of applicable taxes, of \$1,204,000 in 2017. Other comprehensive gains and losses consisted of accumulated unrealized gains and losses on securities available-for-sale and unrealized loss on interest rate swaps.

Preferred Stock

Preferred Stock may be issued in one or more series as shall from time to time be determined and authorized by the Board of Directors. The directors may make specific provisions regarding (a) the voting rights, if any (b) whether such dividends are to be cumulative or noncumulative (c) the redemption provisions, if any (d) participating rights, if any (e) any sinking fund or other retirement provisions (f) dividend rates (g) the number of shares of such series and (h) liquidation preference. There is currently no Preferred Stock issued or outstanding.

Common Stock

The holders of the Class A Common Stock will have one-twentieth of one vote per share, and the holders of the common stock will have one vote per share. There is currently no Class A Common Stock issued or outstanding.

In the event of any liquidation, dissolution or distribution of the assets of the Company remaining after the payments to the holders of the Preferred Stock of the full preferential amounts to which they may be entitled as provided in the resolution or resolutions creating any series thereof, the remaining assets of the Company shall be divided and distributed among the holders of both classes of common stock, except as may otherwise be provided in any such resolution or resolutions.

The table below provides information regarding the Company's preferred and common stock as of June 30, 2018 and December 31, 2017:

Edgar Filing: NATIONAL SECURITY GROUP INC - Form 10-Q

	June 30, 2018			December 31, 2017		
	Authorized	Issued	Outstanding	Authorized	Issued	Outstanding
Preferred Stock, \$1 par value	500,000	—	—	500,000	—	—
Class A Common Stock, \$1 par value	2,000,000	—	—	2,000,000	—	—
Common Stock, \$1 par value	3,000,000	2,527,136	2,527,136	3,000,000	2,522,312	2,522,312

On May 18, 2018, 4,824 shares of common stock were issued to directors as compensation under the 2009 Equity

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

Incentive Plan previously approved by shareholders.

## NOTE 12 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss) ("AOCI") includes certain items that are reported directly within a separate component of shareholders' equity. The following table presents changes in AOCI balances (dollars in thousands):

	Six months ended June 30,	
	2018	2017
<b>Gains and Losses on Cash Flow Hedges</b>		
Balance at beginning of period	\$(480 )	\$(679 )
Other comprehensive income for period:		
Other comprehensive gain before reclassifications	207	110
Net current period other comprehensive income	207	110
Balance at end of period	\$(273 )	\$(569 )
<b>Unrealized Gains and Losses on Available-for-Sale Securities</b>		
Balance at beginning of period	\$3,126	\$1,686
Other comprehensive income (loss) for period:		
Other comprehensive income (loss) before reclassifications	(2,085 )	1,001
Reclassification adjustment - gains on equity securities	(2,107 )	—
Amounts reclassified from accumulated other comprehensive income (loss)	(102 )	(155 )
Net current period other comprehensive income (loss)	(4,294 )	846
Balance at end of period	\$(1,168)	\$2,532
Total Accumulated Other Comprehensive Income (Loss) at end of period	\$(1,441)	\$1,963

The following table presents the amounts reclassified out of AOCI for the six months ended June 30, 2018 (dollars in thousands):

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	\$ 129	Net realized investment gains
	129	Total before tax
	(27 )	Tax (expense) or benefit
	\$ 102	Net of Tax

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The following table presents the amounts reclassified out of AOCI for the six months ended June 30, 2017 (dollars in thousands):

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	\$ 235	Net realized investment gains
	235	Total before tax
	(80 )	Tax (expense) or benefit
	\$ 155	Net of Tax

## NOTE 13 – SEGMENTS

The Company's property and casualty insurance operations comprise one business segment. The property and casualty insurance segment primarily underwrites home insurance coverage with primary lines of business consisting of dwelling fire and extended coverage, homeowners (including mobile homeowners) and other liability.

Management organizes the business utilizing a niche strategy focusing on lower valued dwellings and older homes that can be difficult to insure in the standard insurance market. Our chief decision makers (Chief Executive Officer, Chief Financial Officer and President) review results and operating plans making decisions on resource allocations on a company-wide basis. The Company's products are primarily produced through independent agents within the states in which we operate.

The Company's life and accident and health operations comprise the second business segment. The life and accident and health insurance segment consists of two lines of business: traditional life insurance and supplemental accident and health insurance.

Total assets by industry segment at June 30, 2018 and at December 31, 2017 are summarized below (dollars in thousands):

Assets by industry segment	Total	P&C Insurance Operations	Life Insurance Operations	Non-Insurance Operations
June 30, 2018	\$ 146,299	\$ 82,255	\$ 59,508	\$ 4,536
December 31, 2017	\$ 146,438	\$ 80,241	\$ 60,709	\$ 5,488

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

Premium revenues and operating income by business segment for the three and six months ended June 30, 2018 and 2017 are summarized below (dollars in thousands):

Three months ended June 30, 2018	Total	P&C Insurance Operations	Life Insurance Operations	Non-Insurance Operations
<b>REVENUE</b>				
Net premiums earned	\$15,260	\$13,711	\$1,549	\$—
Net investment income	998	438	546	14
Net realized investment gains (losses)	(203)	(61)	(142)	—
Other income	148	148	—	—
	16,203	14,236	1,953	14
<b>BENEFITS AND EXPENSES</b>				
Policyholder benefits paid	9,772	8,249	1,523	—
Amortization of deferred policy acquisition costs	787	690	97	—
Commissions	1,732	1,665	67	—
General and administrative expenses	2,668	1,954	445	269
Taxes, licenses and fees	349	313	36	—
Interest expense	309	—	13	296
	15,617	12,871	2,181	565
Income (Loss) Before Income Taxes	\$586	\$1,365	\$ (228)	\$ (551)

Three months ended June 30, 2017	Total	P&C Insurance Operations	Life Insurance Operations	Non-Insurance Operations
<b>REVENUE</b>				
Net premiums earned	\$15,331	\$13,749	\$1,582	\$—
Net investment income	930	386	527	17
Net realized investment gains	77	60	17	—
Other income	145	145	—	—
	16,483	14,340	2,126	17
<b>BENEFITS AND EXPENSES</b>				
Policyholder benefits paid	12,581	11,274	1,307	—
Amortization of deferred policy acquisition costs	819	695	124	—
Commissions	1,758	1,689	69	—
General and administrative expenses	2,215	1,602	339	274
Taxes, licenses and fees	517	475	42	—
Interest expense	326	—	20	306
	18,216	15,735	1,901	580
Income (Loss) Before Income Taxes	\$(1,733)	\$(1,395)	\$225	\$(563)





Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

Six months ended June 30, 2018	Total	P&C Insurance Operations	Life Insurance Operations	Non-Insurance Operations
<b>REVENUE</b>				
Net premiums earned	\$30,319	\$27,242	\$3,077	\$—
Net investment income	1,779	689	1,062	28
Net realized investment gains (losses)	(328 )	(235 )	(93 )	—
Other income	309	308	1	—
	32,079	28,004	4,047	28
<b>BENEFITS AND EXPENSES</b>				
Policyholder benefits paid	19,199	16,227	2,972	—
Amortization of deferred policy acquisition costs	1,590	1,380	210	—
Commissions	3,792	3,677	115	—
General and administrative expenses	4,671	3,406	952	313
Taxes, licenses and fees	998	866	132	—
Interest expense	611	—	25	586
	30,861	25,556	4,406	899
Income (Loss) Before Income Taxes	\$1,218	\$2,448	\$(359 )	\$(871 )

Six months ended June 30, 2017	Total	P&C Insurance Operations	Life Insurance Operations	Non-Insurance Operations
<b>REVENUE</b>				
Net premiums earned	\$30,371	\$27,238	\$3,133	\$—
Net investment income	1,856	778	1,046	32
Net realized investment gains	237	60	177	—
Other income	297	295	2	—
	32,761	28,371	4,358	32
<b>BENEFITS AND EXPENSES</b>				
Policyholder benefits paid	23,727	21,192	2,535	—
Amortization of deferred policy acquisition costs	1,764	1,389	375	—
Commissions	3,851	3,713	138	—
General and administrative expenses	4,012	2,877	618	517
Taxes, licenses and fees	1,206	1,067	139	—
Interest expense	649	—	39	610
	35,209	30,238	3,844	1,127
Income (Loss) Before Income Taxes	\$(2,448 )	\$(1,867 )	\$514	\$(1,095 )

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

The following table presents the Company's gross and net premiums written for the property and casualty segment and the life and accident and health segment for the three and six months ended June 30, 2018 and 2017, respectively:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Life, accident and health operations premiums written:				
Traditional life insurance	\$1,077	\$1,093	\$2,197	\$2,238
Accident and health insurance	396	406	811	829
Gross life, accident and health	1,473	1,499	3,008	3,067
Reinsurance premium ceded	(28 )	(13 )	(59 )	(42 )
Net life, accident and health premiums written	\$1,445	\$1,486	\$2,949	\$3,025
Property and Casualty operations premiums written:				
Dwelling fire & extended coverage	\$10,113	\$10,040	\$19,666	\$19,471
Homeowners (Including mobile homeowners)	6,064	6,409	11,376	12,036
Other liability	594	590	1,159	1,133
Gross property and casualty	16,771	17,039	32,201	32,640
Reinsurance premium ceded	(1,735 )	(1,707 )	(2,889 )	(2,809 )
Net property and casualty written	\$15,036	\$15,332	\$29,312	\$29,831
Consolidated gross premiums written	\$18,244	\$18,538	\$35,209	\$35,707
Reinsurance premium ceded	(1,763 )	(1,720 )	(2,948 )	(2,851 )
Consolidated net premiums written	\$16,481	\$16,818	\$32,261	\$32,856

The following table presents the Company's gross and net premiums earned for the property and casualty segment and the life and accident and health segment for the three and six months ended June 30, 2018 and 2017, respectively:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Life, accident and health operations premiums earned:				
Traditional life insurance	\$1,182	\$1,188	\$2,326	\$2,346
Accident and health insurance	395	408	810	830
Gross life, accident and health	1,577	1,596	3,136	3,176
Reinsurance premium ceded	(28 )	(14 )	(59 )	(43 )
Net life, accident and health premiums earned	\$1,549	\$1,582	\$3,077	\$3,133
Property and Casualty operations premiums earned:				
Dwelling fire & extended coverage	\$9,273	\$9,032	\$18,389	\$17,848
Homeowners (Including mobile homeowners)	5,474	5,744	10,971	11,464
Other liability	546	527	1,076	1,040
Gross property and casualty	15,293	15,303	30,436	30,352
Reinsurance premium ceded	(1,582 )	(1,554 )	(3,194 )	(3,114 )
Net property and casualty earned	\$13,711	\$13,749	\$27,242	\$27,238
Consolidated gross premiums earned	\$16,870	\$16,899	\$33,572	\$33,528
Reinsurance premium ceded	(1,610 )	(1,568 )	(3,253 )	(3,157 )

Consolidated net premiums earned	\$15,260	\$15,331	\$30,319	\$30,371
----------------------------------	----------	----------	----------	----------

31

---

Table of Contents

THE NATIONAL SECURITY GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED AMOUNTS EXCEPT FOR DECEMBER 31, 2017 AMOUNTS)

NOTE 14 – CONTINGENCIES

In the ordinary course of business, the Company and its subsidiaries are routinely a defendant in or party to pending or threatened legal actions and proceedings related to the conduct of their insurance operations. These suits can involve alleged breaches of contracts, torts, including bad faith and fraud claims based on alleged wrongful or fraudulent acts of the Company's subsidiaries, and other miscellaneous causes of action. It is inherently difficult to predict the outcome of such matters, particularly when the claimant seeks very large or indeterminate damages or when the matters present novel legal theories or involve multiple parties. An accrued liability is established when loss contingencies are both probable and estimable. However, there is potential loss exposure in excess of any accrued amounts. The Company monitors pending matters for further development that could affect the amount of the accrued liability.

The Company's property & casualty subsidiaries had one action remaining in Texas filed in the aftermath of Hurricane Ike at June 30, 2018. This is an individual action with allegations of underpayment of a hurricane-related claim. The suit seeks a variety of remedies, including actual and/or punitive damages in unspecified amounts and/or declaratory relief.

The Company has reserves set up on litigated claims and the reserves are included in benefit and loss reserves.

NOTE 15 – SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest during the six months ended June 30, 2018 was \$533,000 (\$546,000 in 2017). There was no cash paid for income taxes during the six months ended June 30, 2018 or 2017.

During the six months ended June 30, 2018, non-cash changes in equity included \$5,000 in common stock issued to Directors in lieu of cash compensation along with a corresponding \$71,000 increase in additional paid-in capital.

NOTE 16 – SUBSEQUENT EVENTS

Management has evaluated subsequent events and their potential effects on these consolidated financial statements through the filing date of this Form 10-Q.

Table of Contents

REVIEW OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders  
The National Security Group, Inc.

We have reviewed the condensed consolidated balance sheet of The National Security Group, Inc. as of June 30, 2018, and the related condensed consolidated statements of operations and comprehensive loss for the three-month and six-month periods ended June 30, 2018 and 2017 and the condensed consolidated statement of changes in shareholders' equity for the six-month period ended June 30, 2018 and the statement of cash flows for the six-month periods ended June 30, 2018 and 2017. These condensed consolidated financial statements are the responsibility of the company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the consolidated financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of The National Security Group, Inc. as of December 31, 2017, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 16, 2018, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Warren Averett, LLC

Birmingham, Alabama  
August 13, 2018

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion highlights significant factors influencing the consolidated financial position and results of operations of The National Security Group, Inc. (referred to in this document as we, our, us, the Company or NSEC) and its subsidiaries. We are a "smaller reporting company" under Securities and Exchange Commission (SEC) regulations and therefore qualify for the scaled disclosure of smaller reporting companies. In general, the same information is required to be disclosed in the management discussion and analysis by smaller reporting companies except that the discussion need only cover the latest two year period and disclosures relating to contractual obligations are not required. In accordance with the scaled disclosure requirements, this discussion covers the three month and six month periods ended June 30, 2018 and 2017.

The National Security Group, Inc. operates in ten states with 46.6% of total premium revenue generated in the states of Alabama and Mississippi. The Company is made up of the following two segments:

The Property and Casualty (P&C) segment is the most significant segment, accounting for 90.7% of gross earned premium in 2018. The P&C segment has insurance in-force in the states of Alabama, Arkansas, Georgia, Louisiana, Mississippi, Oklahoma, South Carolina, and Tennessee.

The Life segment accounted for 9.3% of gross premium revenue in 2018. The Life segment is licensed to underwrite life and accident and health insurance in Alabama, Florida, Georgia, Mississippi, South Carolina, Tennessee and Texas.

The Company's P&C segment is conducted through National Security Fire & Casualty Company (NSFC), a wholly owned subsidiary of the Company organized in 1959, and Omega One Insurance Company (Omega), a wholly owned subsidiary of National Security Fire & Casualty Company organized in 1992. There is no material differentiation between the products underwritten by NSFC and Omega as both underwrite primarily dwelling personal lines coverage. Due to Omega producing no direct written premium and the fact that Omega is a wholly owned subsidiary of NSFC authorized to underwrite similar lines of business, all references to NSFC or P&C segment in the remainder of this management discussion and analysis will include the insurance operations of both NSFC and Omega.

Life segment business is conducted through National Security Insurance Company (NSIC), a wholly owned subsidiary of the Company organized in 1947. All references to NSIC or life segment in the remainder of this management discussion and analysis will refer to the combined life, accident and health insurance operations.

Our income is principally derived from net underwriting profits and investment income. Net underwriting profit is principally derived from earned premiums received less claims paid, sales commissions to agents, costs of underwriting and insurance taxes and fees. Investment income includes interest and dividend income and gains and losses on investment holdings.

All of the insurance subsidiaries are Alabama domiciled insurance companies; therefore, the Alabama Department of Insurance is the primary insurance regulator. However, each subsidiary is subject to regulation by the respective insurance regulators of each state in which it is licensed to transact business. Insurance rates charged by each of the insurance subsidiaries are typically reviewed and approved by each insurance department for the respective state in which the rates will apply.

All of our insurance companies have been assigned ratings by A.M. Best Co (Best). On April 12, 2018, A. M. Best affirmed the financial strength rating (FSR) of B++ (Good) and the issuer credit rating (ICR) of "bbb" of NSFC. In addition, Best affirmed the FSR of B+(Good) and ICR of "bbb-" of Omega and NSIC. The A.M. Best outlook for all of the ratings is "stable" for NSFC and Omega. Best upgraded the outlook from "stable" to "positive" for NSIC. Best

also affirmed the ICR of "bb" of the parent holding company, NSEC, with a "stable" outlook.

The property and casualty subsidiaries have been assigned ratings by Demotech, Inc. On March 8, 2018, Demotech affirmed a Financial Stability Rating of A (Exceptional) for both NSFC and Omega.

The property and casualty segment can be impacted by severe storm activity resulting in incurred losses and loss adjustment expenses primarily from tornado, wind and hail related damage. These storm systems or other natural disasters are classified as catastrophes (referred to as "cat events" or "catastrophe events" throughout the remainder of this document) by Property Claim Service (PCS) when these events cause \$25 million or more in industry wide direct insured losses and affect a significant number of policyholders and insurers.

Table of Contents

## Overview-Three Months Ended June 30, 2018 compared to Three Months Ended June 30, 2017

## Summary:

For the three months ended June 30, 2018, the Company had net income of \$457,000, \$0.18 income per share, compared to a net loss of \$999,000, \$0.39 loss per share, for the three months ended June 30, 2017. The pretax income from operations in the second quarter of 2018 totaled \$789,000 compared to pretax loss from operations of \$1,810,000 in the second quarter of 2017. During the second quarter of 2018, claim activity related to catastrophe events was significantly less compared to the same period last year. For the three months ended June 30, 2018, the P&C segment had \$1,714,000 in reported losses and loss adjustment expenses (LAE) from cat events (including development from first quarter 2018 cat events). In the second quarter of 2017, financial results were negatively impacted by an increased frequency of severe thunderstorm activity which generated widespread wind, hail and tornado damage to insured property across the southeastern United States. This increased frequency of severe thunderstorm activity led to \$5,657,000 in reported losses and LAE from cat events (including development from first quarter 2017 cat events) during the second quarter of 2017.

For the six months ended June 30, 2018, the Company had net income of \$928,000, \$0.37 income per share, compared to a net loss of \$1,315,000, \$0.52 loss per share, for the six months ended June 30, 2017. The year to date pretax income from operations in 2018 totaled \$1,546,000 compared to a pretax net loss from operations of \$2,685,000 in 2017. The reduction in reported losses from catastrophe events in 2018 compared to 2017 was the primary reason for the improved results in the current year compared to the same period last year. Reported claims from cat events in 2018 totaled \$2,472,000 compared to \$9,178,000 in 2017; a reduction of 73.1%.

Financial results for the three and six months ended June 30, 2018 and 2017 were as follows:

Unaudited Consolidated Financial Summary (dollars in thousands, except per share)	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Gross premiums written	\$18,244	\$18,538	\$35,209	\$35,707
Net premiums written	\$16,481	\$16,818	\$32,261	\$32,856
Net premiums earned	\$15,260	\$15,331	\$30,319	\$30,371
Net investment income	998	930	1,779	1,856
Net realized investment (losses) gains	(203 )	77	(328 )	237
Other income	148	145	309	297
Total Revenues	16,203	16,483	32,079	32,761
Policyholder benefits and settlement expenses	9,772	12,581	19,199	23,727
Amortization of deferred policy acquisition costs	787	819	1,590	1,764
Commissions	1,732	1,758	3,792	3,851
General and administrative expenses	2,668	2,215	4,671	4,012
Taxes, licenses and fees	349	517	998	1,206
Interest expense	309	326	611	649
Total Benefits, Losses and Expenses	15,617	18,216	30,861	35,209
Income (Loss) Before Income Taxes	586	(1,733 )	1,218	(2,448 )
Income tax expense (benefit)	129	(734 )	290	(1,133 )
Net Income (Loss)	\$457	\$(999 )	\$928	\$(1,315 )
Income (Loss) Per Common Share	\$0.18	\$(0.39 )	\$0.37	\$(0.52 )
Reconciliation of Net Income (Loss) to non-GAAP Measurement				
Net income (loss)	\$457	\$(999 )	\$928	\$(1,315 )
Income tax expense (benefit)	129	(734 )	290	(1,133 )



Edgar Filing: NATIONAL SECURITY GROUP INC - Form 10-Q

Realized investment losses (gains), net	203	(77 )	328	(237 )
Pretax Income (Loss) From Operations	\$789	\$(1,810 )	\$1,546	\$(2,685 )

35

---

Table of Contents

Three-month period ended June 30, 2018 compared to three-month period ended June 30, 2017

Premium Revenue:

For the three-month period ended June 30, 2018, net premiums earned were down \$71,000 at \$15,260,000 compared to \$15,331,000 during the same period in 2017. The decrease in premium revenue was primarily attributable to a 2.1% decrease in net premiums earned in the life segment along with a marginal decrease in premium earned in the P&C segment.

Net Income (Loss):

For the quarter ended June 30, 2018, the Company had net income of \$457,000, \$0.18 income per share, compared to a net loss of \$999,000, \$0.39 loss per share, for the same period in 2017, an increase of \$1,456,000. As discussed above, a decrease in frequency of severe thunderstorm related losses was the primary factor contributing to the increase in net income in the second quarter of the current year compared to the same period last year.

Pretax Income (Loss) from Operations:

For the three months ended June 30, 2018, our pretax income from operations was \$789,000 compared to a pretax loss from operations of \$1,810,000 for the three months ended June 30, 2017; an increase of \$2,599,000. A decrease in severe thunderstorm activity during the second quarter of 2018 compared to the same period last year was the primary factor contributing to the improvement in pretax income from operations. During the second quarter of 2018, the P&C segment was impacted by eight cat events with reported losses and LAE totaling \$1,188,000 compared to 13 cat events totaling \$4,774,000 during the second quarter of 2017. The second quarter of 2017 was plagued with an unusually high frequency of severe thunderstorm activity due to much warmer temperatures in the early part of the year.

P&C Segment Combined Ratio:

The P&C segment ended the second quarter of 2018 with a GAAP basis combined ratio of 92.9%. Reported catastrophe losses totaled \$1,714,000 for the quarter and added 12.4 percentage points to the combined ratio. In comparison, the P&C segment ended the second quarter of 2017 with a GAAP basis combined ratio of 113.3% with catastrophe losses increasing the combined ratio by 40.7 percentage points. Partially offsetting the reduction in catastrophe losses in the second quarter of 2018; fire losses were up \$225,000 in 2018 compared to last year. Reported fire losses for the second quarter of 2018 totaled \$3,610,000 and added 26.0 percentage points to the second quarter 2018 combined ratio. In comparison, second quarter 2017 reported fire losses totaled \$3,385,000 and added 24.4 percentage points to the second quarter 2017 combined ratio.

Six-month period ended June 30, 2018 compared to six-month period ended June 30, 2017

Premium Revenue:

For the six-month period ended June 30, 2018, net premiums earned were down \$52,000 at \$30,319,000 compared to \$30,371,000 for the same period in 2017. The decrease in net premium earned was due to a 1.8% decline in net premium earned in the life segment.

Net Income (Loss):

For the six-month period ended June 30, 2018, the Company had net income of \$928,000, \$0.37 income per share, compared to a net loss of \$1,315,000, \$0.52 loss per share, for the same period in 2017, an increase of \$2,243,000. Decreased frequency of catastrophe losses was the primary factor contributing to the increase in year to date net income. We have incurred catastrophe losses from 11 cat events in 2018 compared to losses from 21 cat events in 2017.

Pretax Income (Loss) from Operations:

For the six-month period ended June 30, 2018, pretax income from operations was \$1,546,000 compared to a pretax loss from operations of \$2,685,000 for the period ended June 30, 2017, an increase of \$4,231,000. The primary reason for the increase in pretax income from operations in 2018 compared to 2017 was the significant reduction in reported catastrophe losses in the current year compared to the same period in the prior year. Losses and LAE reported from catastrophe events totaled \$2,472,000 in 2018 compared to \$9,178,000 for the same period last year. The single largest catastrophe event in 2018 was a severe thunderstorm, tornado and hail event in mid-March which generated \$1,100,000 in insured losses from 207 reported claims. Claims reported in Alabama accounted for 87.1% of all reported losses from this cat event. In comparison, the single largest catastrophe event in 2017 was a January severe thunderstorm, tornado and hail event that totaled \$2,125,000 from 367 claims. Claims reported in Georgia were the primary source of losses and accounted for 52.7% of all claims from this cat event.

Table of Contents**P&C Segment Combined Ratio:**

The P&C segment ended the first six months of 2018 with a combined ratio of 92.8% with reported catastrophe losses totaling \$2,472,000 and added 9.0 percentage points to the combined ratio. In comparison, 2017 reported cat event losses added \$9,178,000 to prior year policyholder benefits and settlement expenses. The P&C segment ended the first six months of 2017 with a combined ratio of 109.8% with catastrophe losses contributing 33.3 percentage points to the combined ratio. Partially offsetting the reduction in catastrophe losses in 2018 was a \$1,435,000 increase in reported fire losses, in the current year, compared to the same period last year. Fire losses reported in 2018 totaled \$8,341,000 and added 30.3 percentage points to the 2018 combined ratio. In comparison, 2017 reported fire losses totaled \$6,906,000 and added 25.1 percentage points to the 2017 combined ratio.

**Overview - Balance Sheet highlights at June 30, 2018 compared to December 31, 2017**

Selected Balance Sheet Highlights	June 30, 2018	December 31, 2017
(dollars in thousands)	(UNAUDITED)	
Invested Assets	\$ 114,946	\$ 114,731
Cash	\$ 4,543	\$ 6,644
Total Assets	\$ 146,299	\$ 146,438
Policy Liabilities	\$ 78,698	\$ 76,674
Total Debt	\$ 15,145	\$ 15,639
Accumulated Other Comprehensive (Loss) Income	\$ (1,441 )	\$ 2,646
Shareholders' Equity	\$ 46,397	\$ 47,625
Book Value Per Share	\$ 18.36	\$ 18.88

**Invested Assets:**

Invested assets as of June 30, 2018 were \$114,946,000 up \$215,000, or 0.2%, compared to \$114,731,000 as of December 31, 2017. The primary changes in invested assets were associated with changes in the bond portfolio. Positive cash flow from operations led to a \$3.7 million increase in bond investment purchases during the first six months of 2018; however, this increase in new bond investments were partially offset by an increase in market interest rates which reduced the market value of our bond portfolio by \$2.8 million.

**Cash:**

The Company, primarily through its insurance subsidiaries, had \$4,543,000 in cash and cash equivalents at June 30, 2018, compared to \$6,644,000 at December 31, 2017. The decrease in cash was primarily due to an increase in investments in fixed income securities and debt reduction.

**Total Assets:**

The Company had no material change in total assets as of June 30, 2018 compared to December 31, 2017. Total assets as of June 30, 2018 were \$146,299,000 compared to \$146,438,000 at December 31, 2017.

**Policy Liabilities:**

Policy liabilities were \$78,698,000 at June 30, 2018 compared to \$76,674,000 at December 31, 2017; an increase of \$2,024,000 or 2.6%. The primary reason for the increase in policy liabilities in 2018 compared to 2017 was an increase in unearned premium. This increase in unearned premium is seasonal as we typically issue and renew a larger number of insurance contracts in the P&C segment during the first and second quarters of each year compared to the remainder of the year leading to a seasonal peak in unearned premium around mid-year.

**Debt Outstanding:**

Total debt at June 30, 2018 was \$15,145,000 compared to \$15,639,000 at December 31, 2017. The pay down of a bank credit line was the primary reason for the \$494,000 or 3.2% decrease in total debt.

Shareholders' Equity:

Shareholders' equity as of June 30, 2018 was \$46,397,000, down \$1,228,000 compared to December 31, 2017 Shareholders' equity of \$47,625,000. Book value per share was \$18.36 at June 30, 2018, compared to \$18.88 per share at December 31, 2017, a decrease of \$0.52. The primary reason for the decrease in Shareholders' Equity was a decrease in market value of available for sale investment securities which declined \$2.2 million. This decrease was

Table of Contents

primarily due to an increase in market interest rates which reduced the market value of our fixed income investments. Partially offsetting these factors was net income of \$928,000.

Three Months Ended June 30, 2018 compared to Three Months Ended June 30, 2017

## Premium Revenue:

The table below provides earned premium revenue by segment for the three months ended June 30, 2018 and 2017:

(dollars in thousands)	Three months ended		Percent	
	June 30, 2018	June 30, 2017	increase	(decrease)
Life, accident and health operations premiums earned:				
Traditional life insurance	\$1,182	\$1,188	(0.5)	)%
Accident and health insurance	395	408	(3.2)	)%
Gross life, accident and health	1,577	1,596	(1.2)	)%
Reinsurance premium ceded	(28 )	(14 )	100.0	%
Net life, accident and health premiums earned	\$1,549	\$1,582	(2.1)	)%
Property and Casualty operations premiums earned:				
Dwelling fire & extended coverage	\$9,273	\$9,032	2.7	%
Homeowners (Including mobile homeowners)	5,474	5,744	(4.7)	)%
Other liability	546	527	3.6	%
Gross property and casualty	15,293	15,303	(0.1)	)%
Reinsurance premium ceded	(1,582 )	(1,554 )	1.8	%
Net property and casualty premiums earned	\$13,711	\$13,749	(0.3)	)%
Consolidated gross premiums earned	\$16,870	\$16,899	(0.2)	)%
Reinsurance premium ceded	(1,610 )	(1,568 )	2.7	%
Consolidated net premiums earned	\$15,260	\$15,331	(0.5)	)%

Consolidated net premium earned was down 0.5% for the quarter ended June 30, 2018, at \$15,260,000 compared to \$15,331,000 for the quarter ended June 30, 2017. The slight decrease in net premium earned was due to a 2.1% decrease in net premium earned in the life segment and a 0.3% decrease in P&C segment net premium earned. Premium growth has slowed due to a combination of competitive pressures in some states and the smaller size of the specialty market in which we operate. We have made modifications to our products and eased some underwriting restrictions in order to remain competitive through the current market cycle. However, we do not intend to sacrifice overall underwriting profitability with significant rate cuts in order to increase top line revenue growth.

Table of Contents

## Investment Income:

The table below provides the major categories of investment income for the three months ended June 30, 2018 and 2017:

	Three months ended June 30,	
	2018	2017
Fixed maturities	\$963	\$841
Equity securities	20	24
Mortgage loans on real estate	2	3
Investment real estate	—	—
Policy loans	35	33
Company owned life insurance change in surrender value	3	14
Other	7	42
	1,030	957
Less: Investment expenses	32	27
Net investment income	\$998	\$930

For the three months ended June 30, 2018, net investment income was \$998,000 compared to \$930,000 for the same period in 2017; an increase of \$68,000 or 7.3%. A combination of increased investment in fixed income securities due to positive cash flow from operations and the recent rise in interest rates was the primary factor contributing to the increase in investment income.

## Realized Investment Gains and Losses:

The table below provides realized investment gains and losses for the three months ended June 30, 2018 and 2017:

	Three months ended June 30,	
	2018	2017
Fixed maturities	\$48	\$75
Change in fair value of equity securities	(163)	—
Other, principally real estate	(88)	2
Net realized investment gains (losses)	\$(203)	\$77

Realized investment losses, for the three months ended June 30, 2018, were \$203,000 compared to realized investment gains of \$77,000 for the same period in 2017, a decline of \$280,000. In January of 2016, the FASB issued guidance that requires equity investments to be measured at fair value with changes in fair value recognized in net income through investment gains and losses. For us, this guidance became effective January 1, 2018 and is reflected in the table above as a decrease in market value of our equity securities of \$163,000. In addition, we had an \$88,000 loss on the sale of real estate during the second quarter of 2018 which was partially offset by a \$48,000 gain on fixed income securities.

## Other Income:

Other income was comparable at \$148,000 for the three months ended June 30, 2018, compared to \$145,000 for the same period in 2017; an increase of \$3,000. Other income consists primarily of fees related to the issuance of our property insurance policies as well as other miscellaneous income.

**Policyholder Benefits:**

Policyholder claims were \$9,772,000 for the three months ended June 30, 2018, compared to \$12,581,000 for the three months ended June 30, 2017; a decrease of \$2,809,000 or 22.3%. Claims as a percentage of premium earned was 64.0% in the second quarter of 2018 compared to 82.1% in the second quarter of 2017. An active spring storm season in the second quarter of 2017 lead to higher windstorm related claims which negatively impacted underwriting results in the prior year.



Table of Contents

The table below provides a recap of P&C segment gross reported losses and LAE by catastrophe event, including claim development in prior periods, and non-catastrophe wind and hail losses and LAE for the three months ended June 30, 2018 and 2017 (dollars in thousands):

For the three months ended June 30, 2018			For the three months ended June 30, 2017		
Catastrophe event	Reported Losses & LAE	Claim Count	Catastrophe event	Reported Losses & LAE	Claim Count
Cat 1814 (Feb 24-26)	\$ 10	3	Cat 1711 (Jan 1-3)	\$ 24	2
Cat 1817 (Mar 18-20)	516	62	Cat 1713 (Jan 18-22)	91	15
Cat 1821 (Apr 13-16)	630	140	Cat 1719 (Feb 28-Mar 2)	217	54
Cat 1827 (May 29-June 1)	225	42	Cat 1720 (Mar 6-9)	22	8
Cat 1836 (June 28)	111	37	Cat 1721 (Mar 21-22)	173	37
			Cat 1722 (Mar 26-28)	414	72
			Cat 1724 (Apr 2-3)	768	150
			Cat 1725 (Apr 4-6)	612	152
			Cat 1728 (Apr 21-25)	407	63
			Cat 1730 (Apr 28-May 1)	762	169
			Cat 1731 (May 3-5)	483	97
			Cat 1732 (May 8-11)	255	47
			Cat 1733 (May 15-18)	284	48
			Cat 1734 (May 27-28)	596	77
			Cat 1738 (June 16-19)	147	41
			T.S. Cindy (June 21-25)	362	90
Misc cats less than \$100k	222	75	Misc cats less than \$100k	40	3
Total Cat losses	\$ 1,714	359	Total Cat losses	\$ 5,657	1,125
Non-cat wind & hail	\$ 2,118	597	Non-cat wind & hail	\$ 1,787	427

During the second quarter of 2018, the P&C segment was impacted by eight catastrophe events which produced 359 claims with reported losses (including loss adjustment expenses) totaling \$1,714,000. In comparison, the P&C segment was impacted by 13 catastrophe events during the second quarter of 2017 from 1,125 claims totaling \$5,657,000. Net of tax, losses from second quarter 2018 cats reduced second quarter earnings by \$1,354,000 or \$0.54 per share. Claims reported from all second quarter 2018 cat events contributed 12.4 percentage points to the second quarter 2018 P&C segment loss ratio. Net of tax, 2017 reported cat event losses reduced second quarter 2017 net income by \$3,734,000 or \$1.48 per share. Second quarter 2017 catastrophe events and first quarter 2017 cat event development contributed 40.7 percentage points to the second quarter P&C combined ratio.

Non-catastrophe wind and hail claims reported in the second quarter of 2018 totaled \$2,118,000 compared to non-catastrophe wind and hail claims reported in the second quarter of 2017 totaling \$1,787,000; an increase of \$331,000. During the second quarter of 2018, the P&C segment had 597 non-cat wind and hail claims reported (an average of \$3,500 per claim) compared to 427 claims reported during the second quarter of 2017 (an average of 4,200 per claim). Non-cat wind and hail claims reported during the second quarter of 2018 accounted for 25.7% of total P&C segment incurred losses for the quarter. Non-cat wind and hail claims reported during the second quarter of 2017 accounted for 15.9% of total P&C segment incurred losses in the second quarter of 2017.

While overall policyholder benefit payments were down in the property and casualty segment due to a lower frequency of catastrophe event losses, fire losses reported in the second quarter of 2018 were up \$225,000 or 6.6% compared to fire losses reported during the second quarter of 2017. The P&C segment had 116 fire losses reported in

the second quarter of 2018 totaling \$3,610,000 compared to 122 claims reported in the second quarter of 2017 totaling \$3,385,000. The average cost per fire claim was \$31,100 for fire losses reported in the second quarter of 2018 compared to \$27,700 for fire losses reported in the second quarter of 2017. Reported fire losses in the second quarter of 2018 added 26.0

40

---

Table of Contents

percentage points to the combined ratio for the quarter compared to 24.4 percentage points to the second quarter 2017 combined ratio.

**Policy Acquisition Cost (Commissions and Amortization of Deferred Acquisition Cost):**

For the three months ended June 30, 2018, policy acquisition costs were \$2,519,000 compared to \$2,577,000 for the same period in 2017; a decrease of \$58,000 or 2.3%. Policy acquisition costs consist of amortization of previously capitalized distribution costs and current commission payments to agents. As a percentage of premium revenue, policy acquisition costs were comparable at 16.5% in the second quarter of 2018 compared to 16.8% for the same period in 2017.

**General Expenses:**

General and administrative expenses totaled \$2,668,000 in the second quarter of 2018 compared to \$2,215,000 in the second quarter of 2017; a 20.5% increase. The primary factor contributing to the \$453,000 increase in general expenses, in the second quarter of 2018, compared to the same period in 2017, was an increase in professional fees for product development and actuarial consulting.

**Taxes, Licenses and Fees:**

Insurance taxes, licenses and fees were \$349,000 for the three months ended June 30, 2018, compared to \$517,000 for the same period in 2017. As a percentage of net premiums earned, insurance taxes, licenses and fees were 2.3% for the three months ended June 30, 2018 compared to 3.4% for the three months ended June 30, 2017. The primary reason for the decline in insurance taxes, licenses and fees in the second quarter of 2018 compared to the second quarter of 2017 was a reduction in state premium taxes due to the utilization of credits on premium taxes in the state of Mississippi.

**Interest Expense:**

Interest expense for the second quarter of 2018 was \$309,000 compared to \$326,000 for the same period in 2017. A reduction in total debt outstanding over the past twelve months was the primary factor contributing to the \$17,000 decrease.

**Income Taxes:**

On December 22, 2017, the President signed the TCJA, a comprehensive tax legislation which, among other things, reduced the Company's statutory federal income tax rate from 34% to 21% effective January 1, 2018. For the three-month period ended June 30, 2018, the Company had pretax income of \$586,000 compared to a pretax loss of \$1,733,000 for the same period in 2017. The \$129,000 tax expense for the second quarter of 2018 consisted of current tax expense of \$216,000 and deferred tax benefit of \$87,000. Tax benefit of \$734,000 for the second quarter of 2017 consisted of current tax benefit of \$572,000 and deferred tax benefit of \$162,000.

**Net Income (Loss):**

The Company ended the second quarter of 2018 with net income of \$457,000 compared to a net loss of \$999,000 for the same period in 2017. As discussed in detail above, the primary reason for the second quarter 2018 net income compared to the second quarter 2017 net loss was a decrease in storm related losses in the current year compared to the same period in 2017.

Table of Contents

Six-month period ended June 30, 2018 compared to six-month period ended June 30, 2017:

## Premium Revenue:

The table below provides earned premium revenue by segment for the six months ended June 30, 2018 and 2017:

(dollars in thousands)	Six months ended		Percent	
	2018	2017	increase (decrease)	
Life, accident and health operations premiums earned:				
Traditional life insurance	\$2,326	\$2,346	(0.9)	%
Accident and health insurance	810	830	(2.4)	%
Gross life, accident and health	3,136	3,176	(1.3)	%
Reinsurance premium ceded	(59 )	(43 )	37.2	%
Net life, accident and health premiums earned	\$3,077	\$3,133	(1.8)	%
Property and Casualty operations premiums earned:				
Dwelling fire & extended coverage	\$18,389	\$17,848	3.0	%
Homeowners (Including mobile homeowners)	10,971	11,464	(4.3)	%
Other liability	1,076	1,040	3.5	%
Gross property and casualty	30,436	30,352	0.3	%
Reinsurance premium ceded	(3,194 )	(3,114 )	2.6	%
Net property and casualty premiums earned	\$27,242	\$27,238	—	%
Consolidated gross premiums earned	\$33,572	\$33,528	0.1	%
Reinsurance premium ceded	(3,253 )	(3,157 )	3.0	%
Consolidated net premiums earned	\$30,319	\$30,371	(0.2)	%

Consolidated net premium earned was down 0.2% for the six months ended June 30, 2018, at \$30,319,000 compared to \$30,371,000 for the six months ended June 30, 2017; a decrease of \$52,000. The decrease in net premium earned was due to a 1.8% decrease in net premium earned in the life segment. As mentioned previously, a combination of competitive pressures and the smaller size of the specialty market in which we operate were the primary reasons for the decrease in net premium earned in 2018 compared to 2017.

The Company maintains catastrophe reinsurance coverage to mitigate loss exposure from catastrophic events. With our 2018 catastrophe contract placement, our catastrophe retention remained unchanged from the prior year at \$4 million. Also unchanged from last year, we maintain catastrophe reinsurance covering incurred claims of a single catastrophe event up to \$72.5 million. Our catastrophe reinsurance has a reinstatement provision for one event and covers the cost of a second event up to the same \$72.5 million upper limit. In our reinsurance structure, management attempts to limit the impact on pretax earnings of a single modeled 100 year cat event to no more than \$4 million (net of reinsurance). It is noted, however, that hurricane models are subject to significant risk and are only a tool to estimate the impact of catastrophe events. The Company also has risk associated with multiple smaller catastrophe events, such as those experienced in 2018 and 2017, that individually may not exceed our \$4 million retention and would not be covered under our catastrophe reinsurance contract.

Under the catastrophe reinsurance program in 2018, the Company retains the first \$4,000,000 in losses from each event. Reinsurance coverage is maintained in three layers as follows:

Layer	Reinsurers' Limits of Liability
First Layer	100% of \$13,500,000 in excess of \$4,000,000 retention

Second Layer 100% of \$25,000,000 in excess of \$17,500,000

Third Layer 100% of \$30,000,000 in excess of \$42,500,000

Table of Contents

## Investment Income:

The table below provides the major categories of investment income for the six months ended June 30, 2018 and 2017:

	Six months ended June 30,	
	2018	2017
Fixed maturities	\$ 1,854	\$ 1,658
Equity securities	40	48
Mortgage loans on real estate	4	5
Investment real estate	1	2
Policy loans	70	66
Company owned life insurance change in surrender value	(136 )	57
Other	15	87
	1,848	1,923
Less: Investment expenses	69	67
Net investment income	\$ 1,779	\$ 1,856

For the six months ended June 30, 2018, net investment income was \$1,779,000 compared to \$1,856,000 for the same period in 2017; a decrease of \$77,000. The primary reason for the decrease in net investment income in the first six months of 2018 compared to the same period in 2017 was a decline in the value of investments in the cash value of our company owned life insurance in the current year compared to the same period last year. Partially offsetting this decline, interest income from our bond portfolio increased \$196,000, ending 2018 at \$1,854,000 compared to \$1,658,000 in 2017.

## Realized Investment Gains and Losses:

The table below provides realized investment gains and losses for the six months ended June 30, 2018 and 2017:

	Six months ended June 30,	
	2018	2017
Fixed maturities	\$ 129	\$ 235
Change in fair value of equity securities	(369 )	—
Other, principally real estate	(88 )	2
Net realized investment gains (losses)	\$(328)	\$ 237

For the six months ended June 30, 2018, the Company had net realized capital losses totaling \$328,000 compared to net realized capital gains of \$237,000 for the same period in 2017. As mentioned previously, in January of 2016, the FASB issued guidance that requires equity investments to be measured at fair value with changes in fair value recognized in net income through investment gains and losses. For us, this guidance became effective January 1, 2018 and is reflected in the table above as a decrease in market value of our equity securities of \$369,000. In addition, we had an \$88,000 loss on the sale of real estate in the current year which was partially offset by a \$129,000 gain on fixed income securities.

## Other Income:

Other income was \$309,000 for the six months ended June 30, 2018, compared to \$297,000 for the same period in 2017; an increase of \$12,000. Other income consists primarily of fees related to the issuance of our property insurance policies as well as other miscellaneous income. As a percentage of total revenue, other income was 1.0% in 2018 and

0.9% 2017.

**Policyholder Benefits:**

Policyholder claims were \$19,199,000 for the six months ended June 30, 2018, compared to \$23,727,000 for the six months ended June 30, 2017; a decrease of \$4,528,000 or 19.1%. Claims as a percentage of premium earned was 63.3% in 2018 compared to 78.1% in 2017. Policyholder benefits were down due to a decrease in P&C segment

43

---

Table of Contents

claims in the first six months of 2018 compared to the same period in 2017. The decrease in P&C segment claims were from a \$6,706,000 decline in reported catastrophe event losses. However, offsetting the decrease in cat losses was an increase in reported fire claims totaling \$1,435,000 in the P&C segment.

The table below provides a recap of P&C segment gross reported losses and LAE by catastrophe event and non-catastrophe wind and hail losses and LAE for the six months ended June 30, 2018 and 2017 (dollars in thousands):

For the six months ended June 30, 2018			For the six months ended June 30, 2017		
Cat event	Reported Losses & LAE	Claim Count	Cat event	Reported Losses & LAE	Claim Count
Cat 1814 (Feb 24-26)	\$ 158	51	Cat 1711 (Jan 1-3)	\$ 801	180
Cat 1817 (Mar 18-20)	1,100	207	Cat 1713 (Jan 18-22)	2,125	367
Cat 1821 (Apr 13-16)	630	140	Cat 1719 (Feb 28-Mar 2)	547	142
Cat 1827 (May 29-June 1)	225	42	Cat 1720 (Mar 6-9)	128	43
Cat 1836 (June 28)	111	37	Cat 1721 (Mar 21-22)	288	69
			Cat 1722 (Mar 26-28)	414	72
			Cat 1724 (Apr 2-3)	768	150
			Cat 1725 (Apr 4-6)	612	152
			Cat 1728 (Apr 21-25)	407	63
			Cat 1730 (Apr 28-May 1)	762	169
			Cat 1731 (May 3-5)	483	97
			Cat 1732 (May 8-11)	255	47
			Cat 1733 (May 15-18)	284	48
			Cat 1734 (May 27-28)	596	77
			Cat 1738 (June 16-19)	147	41
			T.S. Cindy (June 21-25)	362	90
Misc cats less than \$100k	248	83	Misc cats less than \$100k	199	49
Total Cat losses	\$ 2,472	560	Total Cat losses	\$ 9,178	1,856
Non-cat wind & hail	\$ 3,277	969	Non-cat wind & hail	\$ 2,940	727

During the first six months of 2018, the P&C segment was impacted by 11 catastrophe events producing 560 policyholder claims totaling \$2,472,000. Net of tax, these losses reduced 2018 net income by \$1,953,000 or \$0.77 per share. In comparison, the P&C segment was impacted by 21 catastrophe events from 1,856 claims totaling \$9,178,000. Net of tax, 2017 catastrophe losses reduced net income for the six-month period ended June 30, 2017 by \$6,057,000 or \$2.41 per share.

The primary reason for the \$6,706,000 decrease in reported catastrophe losses, in 2018 compared to 2017, was a significant reduction in the frequency of catastrophe events compared to the prior year. During 2017, the P&C segment was not only impacted by increased frequency but also, due to increased severe thunderstorms with tornado, an increased average severity. The average per claim for cat events in 2018 was \$4,400 while the average per claim for cat events in 2017 was \$4,900.

The largest catastrophe event in 2018 was a severe thunderstorm, tornado and hail event in mid-March that contributed reported losses and LAE totaling \$1,100,000 from 207 claims. This cat event accounted for 44.5% of total reported cat losses and LAE during the first six months of 2018. In comparison, the largest catastrophe event in 2017



was a severe thunderstorm, tornado and hail event in January that contributed reported losses and LAE totaling \$2,125,000 from 367 claims. This unusually large January cat event accounted for 23.2% of all reported cat losses and LAE during the first six months of 2017.

Table of Contents

Non-catastrophe wind and hail claims reported in the first six months of 2018 totaled \$3,277,000 compared to non-catastrophe wind and hail claims reported in the first six months of 2017 totaling \$2,940,000; an increase of \$337,000 or 11.5%. During the first six months of 2018, the P&C segment had 969 non-cat wind and hail claims reported (an average of \$3,400 per claim) compared to 727 claims reported during the first six months of 2017 (an average of \$4,000 per claim). Non-cat wind and hail claims reported during the first six months of 2018 accounted for 20.2% of total P&C segment incurred losses and LAE in the current year. Non-cat wind and hail claims reported during the first six months of 2017 accounted for 13.9% of total P&C segment incurred losses and LAE in 2017. Year to date policyholder benefit payments were down in the property and casualty segment due to a decrease in frequency of reported losses from catastrophe events; however, reported fire losses were up in 2018 compared to 2017. Reported fire losses were up \$1,435,000 or 20.8% in 2018 compared to fire losses reported during the first six months of 2017. The P&C segment had 261 fire losses reported for the six-month period ended June 30, 2018, totaling \$8,341,000 compared to 257 fire claims reported for the same period in 2017 totaling \$6,906,000. The average cost per claim was \$32,000 for fire losses reported in 2018 compared to \$26,900 for fire losses reported in 2017.

**Policy Acquisition Cost (Commissions and Amortization of Deferred Acquisition Cost):**

For the six months ended June 30, 2018, policy acquisition costs were \$5,382,000 compared to \$5,615,000 for the same period in 2017; a decrease of \$233,000. Policy acquisition costs consist of amortization of previously capitalized distribution costs and current commission payments to agents. As a percentage of premium revenue, policy acquisition costs were comparable at 17.8% in the first six months of 2018 compared to 18.5% for the same period in 2017.

**General Expenses:**

Year to date general and administrative expenses totaled \$4,671,000 in 2018 compared to \$4,012,000 in 2017; a 16.4% increase. The primary reason for the \$659,000 increase in general and administrative expenses in 2018 compared to 2017 was an increase in actuarial fees associated with rate filings in the P&C segment. In addition, expenses associated with inspection reports were up in the P&C segment in 2018 compared to 2017. We expanded the use of inspection reports in the underwriting process late in the first quarter of 2017. The expanded use in the first six months compared to only three months in 2017 was the primary reason for this increase.

**Taxes, Licenses and Fees:**

Insurance taxes, licenses and fees were \$998,000 for the six months ended June 30, 2018, compared to \$1,206,000 for the same period in 2017. As a percentage of net premiums earned, insurance taxes, licenses and fees were 3.3% for the six months ended June 30, 2018, compared to 4.0% for the six months ended June 30, 2017. The primary reason for the decrease in taxes, licenses and fees in 2018 compared to 2017 was a premium tax credit recognized in the second quarter of 2018 for state income taxes in the P&C segment totaling \$166,000.

**Interest Expense:**

Interest expense for the first six months of 2018 was \$611,000 compared to \$649,000 for the same period in 2017; a decrease of 5.9%. The primary reason for the \$38,000 decrease was a reduction in debt outstanding.

**Income Taxes:**

For the six-month period ended June 30, 2018, the Company had a pretax income of \$1,218,000 compared to pretax loss of \$2,448,000 for the same period in 2017. The \$290,000 tax expense for 2018 consisted of current tax benefit of \$318,000 and deferred tax expense of \$608,000. The \$1,133,000 tax benefit for 2017 consisted of current tax benefit of \$897,000 and deferred tax benefit of \$236,000.

**Net Income (Loss):**

The Company ended the first six months of 2018 with net income of \$928,000 compared to a net loss of \$1,315,000 for the same period in 2017. The primary factor contributing to the \$2,243,000 increase in net income was the decrease in reported losses from cat events in 2018 compared to 2017 as discussed previously.

Liquidity and capital resources:

Due to regulatory restrictions, the majority of the Company's cash is required to be invested in investment-grade securities to provide protection for policyholders. The liabilities of the property and casualty insurance subsidiaries are of various terms, and therefore, those subsidiaries invest in securities with various effective maturities spread over periods usually not exceeding 10 years with an average portfolio duration typically of less than 5 years. The liabilities of the life insurance subsidiary are typically of a longer duration, and therefore, a higher percentage of securities in the life insurance subsidiary are invested for periods exceeding 10 years.

Table of Contents

The liquidity requirements for the Company are primarily met by funds generated from operations of the life insurance and property/casualty insurance subsidiaries. All operations and virtually all investments are maintained by the insurance subsidiaries. Premium and investment income as well as maturities and sales of invested assets provide the primary sources of cash for both the life and property/casualty businesses, while applications of cash are applied by both businesses to the payment of policy benefits, the cost of acquiring new business (principally commissions), operating expenses, purchases of new investments, and in the case of life insurance, policy loans.

Virtually all invested assets of the Company are held in the insurance subsidiaries. As of June 30, 2018, the contractual maturity schedule for all bonds and notes held by the Company, stated at amortized cost, was as follows (dollars in thousands):

Maturity	Available-for-Sale	Held-to-Maturity	Total	Percentage of Total	
Maturity in less than 1 year	\$ 1,093	\$ —	\$ 1,093	1.09	%
Maturity in 1-5 years	17,858	4	17,862	17.86	%
Maturity in 5-10 years	27,667	48	27,715	27.70	%
Maturity after 10 years	51,896	1,471	53,367	53.35	%
	\$ 98,514	\$ 1,523	\$ 100,037	100.00	%

It should be noted that the above table represents maturities based on stated/contractual maturity. Due to call and prepayment features inherent in some debt securities and principal pay-downs on mortgage backed securities, actual repayment, or effective maturities, will differ from stated maturities. The Company routinely evaluates the impact of changing interest rates on the projected maturities of bonds in the portfolio and actively manages the portfolio in order to minimize the impact of interest rate risk. However, due to other factors, both regulatory and those associated with good investment management practices associated with asset/liability matching, we do have exposure to changes in market values of securities due to changes in interest rates. Currently, a 100 basis point immediate increase in interest rates would generate approximately a \$5,439,000, or 5.7%, decline in the market value of fixed maturity investments. Alternatively, a 100 basis point decrease in interest rates will generate approximately \$5,289,000, or 5.5%, increase in market value of fixed income investments. Management has attempted, to the extent possible, to reduce risk in a rising rate environment. However, due to asset liability matching requirements, particularly in the life subsidiary portfolio, interest rate risk can not be eliminated and exposure to market volatility can cause some variability in our accumulated other comprehensive income, total return on investments, total shareholders' equity and book value per share.

At June 30, 2018, the Company had aggregate equity capital, unrealized investment gains (net of income taxes) and retained earnings of \$46,397,000, down \$1,228,000 compared to \$47,625,000 at December 31, 2017. Components of the change in equity were net income of \$928,000, a decrease in accumulated unrealized gains on fixed maturities of \$2,187,000, a net unrealized gain of \$207,000 related to interest rate swaps and cash dividends paid totaling \$252,000.

As discussed above, changing interest rates can have a significant impact on the market value of fixed maturity investments. Fixed maturity securities classified as available-for-sale increase the liquidity resources of the Company as they can be sold at any time to pay claims or meet other Company obligations. However, these securities are required to be carried at market value with net of tax accumulated unrealized gains and losses directly impacting shareholder's equity. While the increase in interest rates causes near term declines in the value of fixed income securities, we are able to reap the benefit of reinvesting at higher rates as current fixed income investments are called, amortized (mortgage backed securities) or reach contractual maturity. Over the next twelve months, based on cash flow projection modeling that considers such factors as anticipated principal payments on mortgage backed securities, likelihood of call provisions being enacted and regular contractual maturities, we expect approximately 4% of our current fixed income portfolio to be reinvested or otherwise available to meet Company obligations.

The Company, primarily through its insurance subsidiaries, had \$4,543,000 in cash and cash equivalents at June 30, 2018, compared to \$8,005,000 at June 30, 2017. Cash provided by operating activities increased cash by \$2,418,000 during the six months ended June 30, 2018. The increase in cash from operating activities was primarily driven by net income from operations. Cash provided by operating activities decreased cash by \$447,000 for the six months ended June 30, 2017. The decrease in cash provided by operations in 2017 was primarily related to the net loss for the period generated by increased catastrophe losses in the P&C segment.

Table of Contents

Net cash used in investing activities totaled \$3,769,000 for the six months ended June 30, 2018, compared to cash provided of \$1,796,000 in 2017. Cash used in investing activities in 2018 primarily consisted of the investment of positive cash flow from operations.

Net cash used in financing activities totaled \$750,000 for the six months ended June 30, 2018, compared to \$712,000 for the same period last year. During the six months ended June 30, 2018, the Company repaid \$500,000 in short-term debt. The Company maintains a \$1,000,000 operating line of credit which matures in September 2018, as well as a \$700,000 line of credit which matures in March of 2020. We had \$1,700,000 available on revolving lines of credit at June 30, 2018.

The Company had a total of \$14,345,000 of long-term debt outstanding as of June 30, 2018, compared to \$14,339,000 at December 31, 2017, which includes \$12,372,000 in trust preferred securities issued by the Company in addition to the installment note. Current year and prior year amounts were reduced by the unamortized portion of the placement fees associated with the issuance of the trust preferred securities, \$227,000 and \$233,000, respectively.

The ability of the Company to meet its commitments for timely payment of claims and other expenses depends, in addition to current cash flow, on the liquidity of its investments. The Company has relatively little exposure to below investment grade fixed income investments, which might be especially subject to liquidity problems due to thinly traded markets.

The Company's liquidity requirements are primarily met by funds provided from operations of the insurance subsidiaries. The Company receives funds from its subsidiaries through payment of dividends, management fees, reimbursements for federal income taxes and reimbursement of expenses incurred at the corporate level for the subsidiaries. These funds are used to pay stockholder dividends, principal and interest on debt, corporate administrative expenses, federal income taxes, and for funding investments in the subsidiaries. The Company maintains minimal liquidity in order to maximize liquidity within the insurance subsidiaries in order to support ongoing insurance operations. The Company has no separate source of revenue other than dividends and fees from the insurance subsidiaries. Also, dividends from the insurance subsidiaries are subject to regulatory restrictions and, therefore, are limited depending on capital levels and earnings of the subsidiaries.

Our P&C segment is the primary source of dividends to the holding company. Consideration of insurance subsidiary growth opportunities, regulatory capital adequacy, rating agency impact and holding company debt reduction, among other items, are factors that influence our subsidiary dividend requirements. While we have made significant progress in recent years, continued strengthening capital levels in the insurance subsidiaries and reduction of debt remains a top priority.

Dividends paid from the insurance subsidiaries are subject to regulatory restrictions and prior approval of the Alabama Department of Insurance. As disclosed in Note 12 to the audited consolidated financial statements included in our 2017 Annual Report on Form 10-K, the amount that The National Security Group's insurance subsidiaries can transfer in the form of dividends to the parent company during 2018 is statutorily limited to \$1,646,000 in the life insurance subsidiary and \$3,419,000 in the property/casualty insurance subsidiary. Dividends are limited to the greater of net income (operating income for life subsidiary) or 10% of statutory capital, and regulators consider dividends paid within the preceding twelve months when calculating the available dividend capacity. Therefore, all of the above referenced dividend capacity will not be available for consideration of payment until dividends paid in the preceding twelve months have been considered on a rolling basis. The Company also has to continuously evaluate other factors such as subsidiary operating performance, subsidiary capital requirements and potential impact by rating agencies in making decisions on how much capital can be released from insurance subsidiaries for payment of dividends to NSG. These factors are considered along with the goal of growing year over year statutory surplus in the subsidiaries, and these considerations along with potential adverse impacts on regulatory surplus, will likely lead to dividend payments

to NSG substantially below the above referenced regulatory maximums. The Company received no dividends from its subsidiaries during the six months ended June 30, 2018.

The Company's subsidiaries require cash in order to fund policy acquisition costs, claims, other policy benefits, interest expense, general expenses, and dividends to the Company. Premium and investment income, as well as maturities, calls, and sales of invested assets, provide the primary sources of cash for both subsidiaries. A significant portion of the Company's investment portfolio, which is held by the insurance subsidiaries, consists of readily marketable securities, which can be sold for cash.

Table of Contents

The Company continues to monitor liquidity and subsidiary capital closely. Improved underwriting results over the past five years stemming from the discontinuation of unprofitable lines of business, generally favorable tropical weather patterns over this period, streamlining of products offered combined with enhancements to the Company's rate development process and improvements in the Company's catastrophe reinsurance structure have reduced the pressure on subsidiary capital levels. However, continuing to strengthen subsidiary capital continues to be a top priority for management.

Except as discussed above, the Company is unaware of any known trends, events, or uncertainties reasonably likely to have a material effect on its liquidity, capital resources, or operations. Additionally, the Company has not been made aware of any recommendations of regulatory authorities, which if implemented, would have such an effect.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Under smaller reporting company rules we are not required to disclose information required under Item 3. However, in order to provide information to our investors, we have elected to provide information related to market risk.

The Company's primary objectives in managing its investment portfolio are to maximize investment income and total investment returns while minimizing overall credit risk. Investment strategies are developed based on many factors including changes in interest rates, overall market conditions, underwriting results, regulatory requirements and tax position. Investment decisions are made by management and reviewed by the Board of Directors. Market risk represents the potential for loss due to adverse changes in fair value of securities. The three potential risks related to the Company's fixed maturity portfolio are interest rate risk, prepayment risk and default risk. The primary risk related to the Company's equity portfolio is equity price risk.

Since the Company's assets and liabilities are largely monetary in nature, the Company's financial position and earnings are subject to risks resulting from changes in interest rates at varying maturities, changes in spreads over U.S. Treasuries on new investment opportunities and changes in the yield curve and equity pricing risks.

The Company is exposed to equity price risk on its equity securities. The Company holds common stock with a fair value of \$4,140,000. Our portfolio has historically been highly correlated to the S&P 500 with regard to market risk. Based on an evaluation of the historical risk measure of our portfolio relative to the S&P 500, if the market value of the S&P 500 Index decreased 10% from its June 30, 2018 value, the fair value of the Company's common stock investments would decrease by approximately \$414,000.

Certain fixed interest rate market risk sensitive instruments may not give rise to incremental income or loss during the period illustrated but may be subject to changes in fair values. Note 4 in the consolidated financial statements present additional disclosures concerning fair values of Financial Assets and Financial Liabilities and are incorporated by reference herein.

The Company limits the extent of its market risk by purchasing securities that are backed by entities considered to be financially stable, the majority of the assets are issued by U.S. government sponsored entities or corporate entities with debt considered to be "investment grade". Also, the majority of all of the subsidiaries' CMO's are Planned Amortization Class (PAC) bonds. PAC bonds are typically the lowest risk CMO's, and provide greater cash flow predictability. Such securities with reduced risk typically have a lower yield, but higher liquidity, than higher-risk mortgage backed bonds. To reduce the risk of losing principal should prepayments exceed expectations, the Company generally does not purchase mortgage backed securities at significant premiums over par value.

The Company's investment approach in the equity markets is based primarily on a fundamental analysis of value. This approach requires the investment committee to invest in well managed, primarily dividend paying companies, which



have a low debt to capital ratio, above average return on capital for a sustained period of time, and low volatility rating (beta) relative to the market. The dividends provide a steady cash flow to help pay current claim liabilities, and it has been the Company's experience that by following this investment strategy, long term investment results have been superior to those offered by bonds, while keeping the risk of loss of capital to a minimum relative to the overall equity market.

As for shifts in investment allocations, the Company has used improved cash flows from insurance operations to increase allocations to corporate and US Government bonds.

Table of Contents

Item 4. Controls and Procedures

Our management carried out an evaluation, with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as of June 30, 2018. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

There has not been any change in our internal control over financial reporting in connection with the evaluation required by Rule 13A-15(d) under the Exchange Act that occurred during the six months ended June 30, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II

Item 1. Legal Proceedings

Please refer to Note 13 to the condensed consolidated financial statements included herein, and the 2017 Annual Report filed on Form 10-K.

Item 1A. Risk Factors

There has been no material change in risk factors previously disclosed under Item 1A. of the Company's Annual Report for 2017 on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Item 6. Exhibits

a. Exhibits

31.1 Certification Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS XBRL Instance Document

101.SCHXBRL Taxonomy Extension Schema Document

101.CALXBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LABXBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



Table of Contents

b. During the last fiscal quarter of the period covered by this Report, the Company filed the following Current Reports on Form 8-K:

Date of Report	Date Filed	Description
April 4, 2018	April 4, 2018	<u>Item 5.02 - departure of director</u>
April 13, 2018	April 13, 2018	<u>Press release, dated April 13, 2018, issued by The National Security Group, Inc.</u>
May 14, 2018	May 14, 2018	<u>Press release, dated May 14, 2018, issued by The National Security Group, Inc.</u>
May 18, 2018	May 18, 2018	<u>Item 7.01, 9.01 - investor presentation</u>
May 18, 2018	May 18, 2018	<u>Item 5.07 - announcement of annual meeting voting results</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned duly authorized officer, on its behalf and in the capacity indicated.

The National Security Group, Inc.

/s/ Brian R. McLeod

Brian R. McLeod

Chief Financial Officer and Treasurer

/s/ William L. Brunson, Jr.

William L. Brunson, Jr.

President, Chief Executive Officer and Director

Date: August 13, 2018