

WINNEBAGO INDUSTRIES INC
 Form 4
 October 16, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Heidemann Donald L

2. Issuer Name and Ticker or Trading Symbol
 WINNEBAGO INDUSTRIES INC
 [WGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/14/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Treasurer

WINNEBAGO INDUSTRIES,
 INC., P.O. BOX 152

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FOREST CITY, IA 50436

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, \$.50 par value	10/14/2014		A		2,662 (1)	A	\$ 0 17,630 D
Common Stock, \$.50 par value	10/14/2014		F		1,357	D	\$ 21.36 16,273 D
Common Stock, \$.50 par value	10/14/2014		A		2,581 (2)	A	\$ 0 18,854 D
Common	10/14/2014		F		1,316	D	\$ 17,538 D

Stock, \$.50
par value

21.36

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heidemann Donald L WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436			Treasurer	

Signatures

/s/ Scott C. Folkers, Secretary, Winnebago Industries, Inc. under Power of Attorney

10/16/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Incentive Compensation Plan for Fiscal Year 2014.
- (2) Granted under the Winnebago Industries, Inc. 2014 Omnibus Equity, Performance and Incentive Compensation Plan which provides for stock grants to Executive Officers under the Officers' Long-Term Incentive Plan for Fiscal Three-Year Period 2012, 2013 and 2014.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. "bottom" ALIGN="right">3,966,476 \$ \$4,981,850

As of June 30, 2010, the Company has determined that all of the unrealized losses in the table above were temporary.

There were no fundamental issues with any of these securities and the Company has the ability and intent to hold the securities until there is a recovery in fair value. The carrying amounts of individual assets are reviewed at each balance sheet date to assess whether the fair values have declined below the carrying amounts. The Company considers internal and external information, such as credit ratings, in concluding that the impairments are not other than temporary.

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The following table shows the gross unrealized losses and fair value of securities, aggregated by category and length of time that securities have been in a continuous unrealized loss position at June 30, 2010 and December 31, 2009.

	Less Than Twelve Months		Over Twelve Months	
	Gross Unrealized Losses	Estimated Market Fair Value	Gross Unrealized Losses	Estimated Market Fair Value
June 30, 2010:				
U.S. Treasury and government agencies	\$	\$	\$	\$
Corporate debt securities	919	252,597	106,204	436,326
Equity securities	79,703	597,545	143,322	407,256
	\$ 80,622	\$ 850,142	\$ 249,526	\$ 843,582
December 31, 2009:				
U.S. Treasury and government agencies	\$ 52,787	\$ 4,467,069	\$	\$
Corporate debt securities	9,604	1,162,896	213,344	327,822
Equity securities	6,308	84,836	139,371	657,196
	\$ 68,699	\$ 5,714,801	\$ 352,715	\$ 985,018

The total proceeds received on sold investments amounted to \$264,518 and \$3,567,832 for the six months ended June 30, 2010 and 2009, respectively. The Company realized gains and losses of \$37,051 and \$42,753, respectively, during 2010 and \$94,509 and \$420,210, respectively, for the same period last year.

(4) Fair Value Disclosures

The fair value of our investments in fixed income and equity securities is based on observable market quotations, other market observable data, or is derived from such quotations and market observable data. We utilize third party pricing servicers, brokers and internal valuation models to determine fair value. We gain assurance of the overall reasonableness and consistent application of the assumptions and methodologies and compliance with accounting standards for fair value determination through our ongoing monitoring of the fair values received or derived internally.

Level 1 inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., U.S. Treasury securities and active exchange-traded equity securities). Level 2 securities are comprised of securities whose fair value was determined by a nationally recognized pricing service using observable market inputs. Level 3 securities are comprised of (i) securities for which the pricing service is unable to provide a fair value, (ii) securities whose fair value is determined by the pricing service based on unobservable inputs and (iii) securities, other than securities backed by the U.S. Government, that are not rated by a nationally recognized statistical rating organization.

Following table illustrates the fair value measurements as of June 30, 2010:

Description:	Quoted Prices in Active Markets (Level 1)	Significant Other	Significant Other
		Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Available for sale securities	\$ 5,044,386	\$ 2,656,034	\$

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Marketable equity securities	1,768,431			
Total	\$ 6,812,817	\$ 2,656,034		\$

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The estimated liabilities for losses and loss adjustment expenses include the accumulation of estimates for losses for claims reported prior to the balance sheet dates (case reserves), estimates (based upon actuarial analysis of historical data) of losses for claims incurred but not reported (IBNR) and for the development of case reserves to ultimate values, and estimates of expenses for investigating, adjusting and settling all incurred claims. Amounts reported are estimates of the ultimate costs of settlement, net of estimated salvage and subrogation. These estimated liabilities are subject to the outcome of future events, such as changes in medical and repair costs as well as economic and social conditions that impact the settlement of claims. Management believes that, given the inherent variability in any such estimates, the aggregate reserves are reasonably adequate. The methods of making such estimates and for establishing the resulting reserves are reviewed and updated quarterly and any resulting adjustments are reflected in current operations.

A summary of unpaid losses and loss adjustment expenses, net of reinsurance ceded, is as follows:

	June 30, 2010	December 31, 2009
Case basis	\$ 5,584,545	\$ 6,412,373
IBNR	3,699,414	5,850,751
Total	\$ 9,283,959	\$ 12,263,124

(6) Reinsurance

In the normal course of business, the Company seeks to reduce its overall risk levels by obtaining reinsurance from other insurance companies or reinsurers. Reinsurance premiums and reserves on reinsured business are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts.

Reinsurance contracts do not relieve the Company from its obligations to policyholders. The Company periodically reviews the financial condition of its reinsurers to minimize its exposure to losses from reinsurer insolvencies.

Reinsurance assets include balances due from other insurance companies under the terms of reinsurance agreements. Amounts applicable to ceded unearned premiums, ceded loss payments and ceded claims liabilities are reported as assets in the accompanying balance sheets. The Company believes the fair value of its reinsurance recoverables approximates their carrying amounts.

The impact of reinsurance on the statements of operations for the period ended June 30, 2010 and 2009 was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Premiums written:				
Direct	\$ 21,658,673	\$ 23,955,585	\$ 54,038,543	\$ 57,415,297
Assumed		97,272	(157)	237,529
Ceded	(14,594,748)	(16,150,666)	(36,620,776)	(38,919,363)
Net	\$ 7,063,925	\$ 7,902,191	\$ 17,417,610	\$ 18,733,463
Premiums earned:				
Direct	\$ 26,160,831	\$ 26,443,066	\$ 52,158,597	\$ 51,216,840
Assumed		147,773	(157)	332,801
Ceded	(17,721,187)	(17,866,502)	(35,286,817)	(34,537,793)

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Net	\$ 8,439,644	\$ 8,724,337	\$ 16,871,623	\$ 17,011,848
Losses and loss adjustment expenses incurred:				
Direct	\$ 20,394,991	\$ 21,095,373	\$ 42,140,832	\$ 40,581,410
Assumed	18,544	177,627	35,965	376,965
Ceded	(14,535,250)	(14,960,786)	(30,341,054)	(28,886,170)
Net	\$ 5,878,285	\$ 6,312,214	\$ 11,835,743	\$ 12,072,205

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The impact of reinsurance on the balance sheets as of the dates indicated was as follows:

	June 30, 2010	December 31, 2009
Unpaid losses and loss adjustment expense:		
Direct	\$ 31,944,663	\$ 41,814,027
Assumed	132,544	158,956
Ceded	(22,793,248)	(29,709,859)
Net	\$ 9,283,959	\$ 12,263,124
Unearned premiums:		
Direct	\$ 37,795,539	\$ 35,915,592
Assumed	564	564
Ceded	(26,432,012)	(25,098,051)
Net	\$ 11,364,091	\$ 10,818,105

The Company received \$8,251,452 in commissions on premiums ceded during the six-month period ended June 30, 2010. Had all of the Company's reinsurance agreements been cancelled at June 30, 2010, the Company would have returned \$6,465,148 in reinsurance commissions to its reinsurers and its reinsurers would have returned \$26,432,012 in unearned premiums to the Company.

(7) Income Taxes

The provision for federal and state income taxes for the period ended June 30, 2010 and 2009 were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Current	\$ (142,592)	\$ (280,431)	\$ 402,140	\$ 112,729
Deferred	140,336	436,842	155,681	573,129
Total provision for income taxes	\$ (2,256)	\$ 156,411	\$ 557,821	\$ 685,858

(8) Capital Stock**Common Stock**

During the first six months of 2010 and 2009, the Company issued 350,000 and 190,476 shares of common stock, \$.01 par value to its board of directors, respectively.

Stock-Based Compensation

In April of 2010, the Company's shareholders approved the 2010 Incentive Plan (2010 Plan). The aggregate number of shares of common stock reserved and available for issuance pursuant to awards granted to participants under the 2010 Plan consists of 2,000,000 shares. As of June 30, 2010, there were 7,806,825 shares of the Company's common stock subject to outstanding awards under the prior 2000 Incentive Plan (the Prior Plan). The company will not grant any additional awards under the Prior Plan, and it expired in June 2010.

The weighted-average grant date fair value of options granted during the six months ended June 30, 2010 and 2009, using the Black-Scholes-Merton option-pricing model, was \$0.1842 and \$0.2324, respectively. There were no options exercised during the six months ended June 30, 2010 and 2009.

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Total compensation cost for share-based payment arrangements recognized for the three and six months ended June 30, 2010 was \$123,874 and \$213,369, respectively. Total compensation cost for share-based payment arrangements recognized for the three and six-month ended June 30, 2009 was \$88,281 and \$167,176 respectively. The fair value of each option award is estimated on the date of grant using the Black-Scholes-Merton option-pricing model using the assumptions noted in the following table.

	June 30, 2010	June 30, 2009
Weighted-average-grant-date fair value	\$0.1842	\$0.2324
Expected volatility	164% -168%	108% -109%
Weighted average volatility	167%	108%
Risk-free interest rate	2.14% -2.59%	2.47% -3.52%
Expected term (in years)	5.0	8.1
Forfeiture rate (per year)	6.7	6.7

A summary of all stock option activity during the six months ending June 30, 2010 and 2009, were as follows:

	June 30, 2010		June 30, 2009	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options Outstanding				
January 1	7,789,721	\$ 0.53	6,230,008	\$ 0.66
Add (deduct):				
Granted			392,190	\$ 0.25
Forfeited			(52,777)	\$ 0.84
Expired				
March 31	7,789,721	\$ 0.53	6,569,421	\$ 0.64
Add (deduct):				
Granted	407,000	\$ 0.17	731,700	\$ 0.29
Forfeited	(282,590)	\$ 0.82	(125,800)	\$ 0.71
Expired	(75,306)	\$ 0.61		
June 30	7,838,825	\$ 0.51	7,175,321	\$ 0.60
Exercisable, June 30	3,289,750	\$ 0.65	2,539,129	\$ 0.74

(9) Commitments and Contingencies**Contingencies**

In the normal course of business, the Company is named as a defendant in lawsuits related to claims and other insurance policy issues. Some of the actions seek extra-contractual and/or punitive damages. These actions are vigorously defended unless a reasonable settlement appears appropriate. In the opinion of management, the ultimate outcome of known litigation is not expected to be material to the Company's financial condition, results of operations, or cash flows.

Contractual Commitments

The Company leases office space for its corporate headquarters in Atlanta, Georgia. Effective October 1, 2009 the Company signed an amendment to extend its lease until 2019 under more favorable lease terms. The Company leases retail office space at various locations in Georgia, Florida and Alabama under short to medium term commercial leases. The Company also leases office equipment for use in its various locations. Rent expense for long-term leases with predetermined minimum rental escalations is recognized on a straight-line basis, and the difference between the recognized rental expense and amounts payable under the leases, or deferred rent, is included in other liabilities. The Company has a software license agreement with terms greater than one year for the purchase of the policy management system code.

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The Company had a contractual commitment in association with long-term debt owed to its current Chairman and Chief Executive Officer in the amount of \$230,723 as of March 31, 2010, which was paid off on June 30, 2010. Further, the Company has a long-term commitment in connection with Junior Subordinated Debentures issued in December 2005. On March 10, 2009, AAIC purchased all of the Capital Securities issued by the Trust at a discounted price of \$1,000,000 from the non-affiliated holder of those securities. The discount is being accreted to interest income over the remaining life of the Capital Securities using the

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interest method. The purchase resulted in an increase in our investment portfolio for redeemable preferred stock in the amount of \$1,001,089. Please refer to Note 7 of the *Notes to Consolidated Financial Statements*, as of December 31, 2009 included in our Annual Report on Form 10-K for additional information about the long-term debt arrangements.

Minimum amounts due under the Company's non-cancelable commitments at June 30, 2010 are as follows:

	Long-Term Debt Obligations	Operating Lease Obligations	Total
Payments due by period			
Less than 1 year	\$ 124,032	\$ 732,530	\$ 856,562
1-3 years	115,468	2,827,692	2,943,160
4-5 years		1,400,036	1,400,036
More than 5 years	4,985,181	2,993,402	7,978,583
Total	\$ 5,224,681	\$ 7,953,660	\$ 13,178,341

Defined Contribution Plan

The Company's associates participate in the AssuranceAmerica Corporation 401(k) defined contribution retirement plan. Under the plan, the Company can elect to make discretionary contributions. Effective January 1, 2008, the Company elected to match 33% of employee contributions up to 6% of gross earnings. Matching contributions during the first six months of 2010 and 2009 were \$64,904 and \$50,880, respectively. The eligibility requirements are 21 years of age, 6 months of service and full time employment.

(10) Net Income Per Share

Basic and diluted income per common share is computed using the weighted average number of common shares outstanding during the period. Potential common shares not included in the calculations of net income per share for the six month ended June 30, 2010 and 2009, because their inclusion would be anti-dilutive, are as follows:

	Three Months Ended June 30th,		Six Months Ended June 30th,	
	2010	2009	2010	2009
Stock options	7,838,825	5,058,887	4,549,075	5,058,887

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The reconciliation of the amounts used in the computation of both basic earnings per share and diluted earnings per share for the periods ended June 30, 2010 and 2009 are as follows:

	Net Income (Loss)	Average Shares Outstanding	Per Share Amount
For the three months ended June 30, 2010:			
Net loss basic	\$ (160,988)	65,494,357	\$ (0.002)
Effect of dilutive stock warrants and options			
Net loss diluted	\$ (160,988)	65,494,357	\$ (0.002)
For the three months ended June 30, 2009:			
Net income basic	\$ 181,732	65,144,357	\$ 0.003
Effect of dilutive stock warrants and options			
		276,927	
Net income diluted	\$ 181,732	65,421,284	\$ 0.003
For the six months ended June 30, 2010:			
Net income basic	\$ 677,616	65,440,213	\$ 0.010
Effect of dilutive stock warrants and options			
		480,236	
Net income diluted	\$ 677,616	65,920,449	\$ 0.010
For the six months ended June 30, 2009:			
Net income basic	\$ 998,710	65,096,300	\$ 0.015
Effect of dilutive stock warrants and options			
		78,557	
Net income diluted	\$ 998,710	65,174,857	\$ 0.015

(11) Supplemental Cash Flow Information

	2010	2009
Cash paid during the six months ended June 30:		
Interest	\$ 187,665	\$ 252,690
Income taxes	\$ 3,455	\$ 5,590

On June 16, 2010 the Company purchased the assets of Atlantic Southeastern Insurance Group, LLC and James T. Moore Company for an estimated price of \$144,000. The Company paid \$100,000 in cash and the balance of \$44,000 will be paid on the last day of the thirteenth month following the closing date. The acquired companies will offer commercial insurance through our owned retail agencies.

On March 26, 2010 the Company purchased the assets of NexTT Solutions, LLC for an estimated purchase price of \$243,000. The Company paid \$25,000 as a down payment and the remaining balance will be paid once the renewals are finalized. The purchase price reflects \$211,725 for its 2009 renewals in 2010 and 2010 renewals in 2011, which is subject to change and will be finalized in 2011 and \$31,275 was paid to NexTT for the rights to its agency software program. NexTT Solutions offers sports injury solutions to colleges and universities through one of our TrustWay insurance agencies.

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On March 1, 2009 the Company purchased the assets of First Choice Insurance, LLC for cash of \$28,800 and as part of the purchase agreement the Company issued a note payable in the amount of \$115,200.

The following table illustrates the composition of acquisitions for the six months ended June 30, 2010 and 2009:

	2010	2009
Fair value of assets acquired, including identifiable intangibles	\$ 332,000	\$ 80,000
Goodwill	55,000	64,000
Cash paid to sellers	(125,000)	(28,800)
Payable due to seller	\$ 262,000	\$ 115,200

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The Company's subsidiaries are each unique operating entities performing a separate business function. AAIC, a property and casualty insurance company focuses on writing nonstandard automobile business in the states of Georgia, Alabama, Arizona, Florida, Indiana, Louisiana, Mississippi, South Carolina, Texas and Virginia. MGA markets AAIC's policies through more than 2,500 independent agencies in these states. MGA provides all of the underwriting, accounting, product management, legal, policyholder administration and claims functions for AAIC and for two unaffiliated insurers that retain the non-standard automobile insurance policies produced by MGA in Florida and Texas. MGA receives various fees related to insurance transactions that vary according to state insurance laws and regulations. TrustWay is comprised of 45 retail insurance agencies that focus on selling nonstandard automobile policies and related coverages in Georgia, Florida and Alabama. TrustWay receives commissions and various fees associated with the sale of the products and services from its appointing insurance carriers.

The Company evaluates profitability based on pretax income. Pretax income for each segment is defined as the revenues less the segment's operating expenses including depreciation, amortization and interest.

Following are the operating results for the Company's various segments and an overview of segment assets:

(\$ in thousands)	MGA	TrustWay	AAIC	Company	Eliminations	Consolidated
SECOND QUARTER 2010						
Revenues						
External customer	\$ 5,652	\$ 1,288	\$ 8,685	\$	\$	\$ 15,625
Intersegment	1,445	293	684	848	(3,270)	
Income						
Segment pretax income (loss)	156	(902)	625	(42)		(163)
Assets						
Segment assets	16,562	11,383	121,616	24,665	(37,303)	136,923
SECOND QUARTER 2009						
Revenues						
External customer	\$ 6,158	\$ 1,378	\$ 8,869	\$	\$	\$ 16,405
Intersegment	1,650	618	787	711	(3,766)	
Income						
Segment pretax income (loss)	534	(771)	640	(65)		338
Assets						
Segment assets	15,642	12,485	127,872	21,126	(33,632)	143,493

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(\$ in thousands)	MGA	TrustWay	AAIC	Company	Eliminations	Consolidated
FIRST SIX MONTHS 2010						
Revenues						
External customer	\$ 13,226	\$ 3,239	\$ 17,336	\$	\$	\$ 33,801
Intersegment	3,589	868	1,723	1,696	(7,876)	
Income						
Segment pretax income (loss)	1,142	(937)	1,093	(63)		1,235
Assets						
Segment assets	16,562	11,383	121,616	24,665	(37,303)	136,923

(\$ in thousands)	MGA	TrustWay	AAIC	Company	Eliminations	Consolidated
FIRST SIX MONTHS 2009						
Revenues						
External customer	\$ 13,900	\$ 3,172	\$ 17,107	\$	\$	\$ 34,179
Intersegment	4,013	1,598	1,893	1,422	(8,926)	
Income						
Segment pretax income (loss)	1,497	(748)	1,041	(105)		1,685
Assets						
Segment assets	15,642	12,485	127,872	21,126	(33,632)	143,493

(13) Proposed Accounting Standards Updates

On June 29, 2010, the FASB issued an Exposure Draft of a proposed ASU of Fair Value Measurements and Disclosure (Topic 820). This proposed update is a result of the continuing efforts of the FASB and the International Accounting Standards Board (IASB) to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards (IFRS).

The Boards are working together to ensure that fair value will have the same meaning in GAAP and in IFRS and that their respective fair value measurement and disclosure requirements will be the same (except for minor differences in wording and style). The Boards believe the amendments in this proposed update will improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments in this proposed update would apply to all reporting entities that are required or permitted to measure or disclose the fair value of an asset, a liability, or an instrument classified in shareholders' equity in the financial statements. The amendments in this proposed update would result in common fair value measurement and disclosure requirements in GAAP and IFRS. As a result, the proposed amendments would change the wording used to describe many of the principles and requirements in GAAP for measuring fair value and for disclosing information about fair value measurements.

For many of the requirements, the Board does not intend for the amendments in this proposed update to result in a change in the application of the requirements in (Topic 820). Some of the proposed amendments would clarify the Board's intent about the application of existing fair value measurement guidance or would change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The more notable of those proposed amendments includes: (a) Highest and best use and valuation premise; (b) Measuring the fair value of an instrument classified in shareholders' equity; (c) Measuring the fair value of financial instruments that are managed within a portfolio; (d) Application of blockage factors and other premiums and discounts in a fair value measurement; (e) Additional disclosures about fair value measurements. The effective date will be determined after the Board considers the feedback on the amendments in this proposed update. The proposed amendments would be effective as of the beginning of the period of adoption. A reporting entity would recognize a cumulative-effect adjustment in beginning retained.

On June 24, 2010, the FASB issued an Exposure Draft of a proposed ASU of Revenue Recognition (Topic 605), Revenue from contracts with customers. This Proposed update for Revenue Recognition is crucial to users of financial statements in assessing a company's performance and prospects. However, revenue recognition requirements in GAAP differ from those in IFRS, and both sets of requirements are considered to be in need of improvement. GAAP comprises broad revenue recognition concepts and numerous requirements for particular industries or transactions that can result in different accounting for economically similar transactions.

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Although IFRS provide less guidance on revenue recognition, the two main revenue recognition standards, IAS 18, *Revenue*, and IAS 11, *Construction Contracts*, can be difficult to understand and apply to transactions beyond simple transactions. In addition, those standards have limited guidance on important topics such as revenue recognition for multiple-element arrangements. Accordingly, the FASB and the IASB initiated a joint project to clarify the principles for recognizing revenue and to develop a common revenue standard for GAAP and IFRS that would, (a) remove inconsistencies and weaknesses in existing revenue recognition standards and practices; (b) provide a more robust framework for addressing revenue recognition issues; (c) improve comparability of revenue recognition practices across entities, industries, jurisdictions, and capital markets; and (d) simplify the preparation of financial statements by reducing the number of requirements to which entities must refer. To meet those objectives, the FASB and the IASB have jointly developed a draft standard on revenue and, hence, are proposing amendments to the *FASB Accounting Standards Codification* and to IFRS.

The proposed guidance would affect any entity that enters into contracts to provide goods or services that are an output of the entity's ordinary activities, unless those contracts are within the scope of other requirements of GAAP or IFRS. In GAAP, the proposed guidance would supersede most of the guidance on revenue recognition in (Topic 605). In IFRS, the proposed guidance would supersede IAS 18 and IAS 11 and related interpretations. The proposed guidance specifies the principles that an entity would apply to report useful information about the amount, timing, and uncertainty of revenue and cash flows arising from its contracts to provide goods or services to customers. In summary, the core principle would require an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it receives, or expects to receive, in exchange for those goods or services. The proposed guidance also specifies the accounting for some costs. An entity would recognize the costs of obtaining a contract as expenses when incurred. In most cases, an entity would apply the proposed guidance to a single contract and recognize revenue when a performance obligation is satisfied. The effective date will be determined after the Board considers the feedback on the amendments in this proposed update. The proposed amendments would be effective as of the beginning of the period of adoption. A reporting entity would recognize a cumulative-effect adjustment in beginning retained.

On May 26, 2010, the FASB issued an Exposure Draft of a proposed ASU of Comprehensive Income, (Topic 220), Statement of Comprehensive Income. The Current GAAP and IFRS allow reporting entities several alternatives for displaying other comprehensive income and its components in financial statements. The amendments in this proposed update would require that all components of comprehensive income be reported in a continuous financial statement that displays the components of net income and the components of other comprehensive income within comprehensive income.

The FASB and IASB proposed that an entity should present a continuous statement of comprehensive income in their preliminary views document on their joint project on financial statement presentation in order to improve comparability, consistency, and transparency in financial reporting. The Boards affirm their decisions to remove the options that permit the components of net income and the components of other comprehensive income to be displayed in separate financial statements to enhance the prominence of the items reported in other comprehensive income for each reporting period.

All entities that report items of other comprehensive income, in any period presented, could be affected by the changes proposed in this update. Under the amendments in this proposed update to Topic 220, Comprehensive Income, of the *FASB Accounting Standards Codification*, an entity would be required to report total comprehensive income and its components in two parts—net income and other comprehensive income—in a continuous statement of financial performance. An entity would be required to display a total for each part; it also would be required to display each component of net income and each component of other comprehensive income in that statement of financial performance. The amendments in this proposed update would not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this proposed update would not change the option for an entity to show components of other comprehensive income gross or net of the effect of income taxes in the statement of comprehensive income as long as the tax effect for each component is disclosed in the notes to the financial statements or is displayed parenthetically on the statement of comprehensive income. The amendments in this proposed update would not affect how earnings per share are calculated or reported. The amendments in this proposed update would be applied on a fully retrospective basis to improve comparability between reporting periods. Early adoption would be permitted, because compliance with the proposed amendments is already permitted. The amendments do not require any transition disclosures.

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The proposed amendments would simplify how comprehensive income is reported by eliminating two options for how items of comprehensive income are displayed. The proposed amendments would improve financial reporting by requiring a continuous statement of comprehensive income that would enhance the prominence of the items reported as other comprehensive income. The amendments of such a presentation would improve the understandability of comprehensive income and the relationships between changes in the statement of financial position, components of other comprehensive income, and components of net income for each period. The effective date will be determined after the Board considers the feedback on the amendments in this proposed update. The amendments in this proposed update would be applied on a fully retrospective basis to improve comparability between reporting periods. Early adoption would be permitted, because compliance with the proposed amendments is already permitted. The amendments do not require any transition disclosures.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**Results of Operations**

The Company reported a net loss of \$0.2 million and net income of \$0.7 million for the three and six months ended June 30, 2010, compared to net income of \$0.2 million and \$1.0 million for the three and six months ended June 30, 2009. The Company's fully diluted loss per common share for the three months ended June 30, 2010 was \$0.002 compared to net income per share of \$0.003. For six months ended June 30, 2010 and 2009 fully diluted earnings were \$0.010 and \$0.015, respectively. The \$0.3 million decrease in net income for both the three and six months ended June 30, 2010 mainly resulted from a decrease in premiums within the wholesale division, offset by a decrease in investment losses on securities.

Revenues***Premiums***

Gross premiums written for the three and six month ended June 30, 2010 were \$21.7 million and \$54.0 million compared to \$24.1 million and \$57.7 million, respectively in 2009. The majority of the \$2.4 million decline in premium in the second quarter of 2010 mainly relates to a change in rates and increased competition in the states of Florida of \$2.3 million, Georgia of \$1.4, Louisiana of \$0.7 million and South Carolina of \$0.5 million, offset by an increase in the state of Virginia for \$1.7 million, where AAIC began writing in the first quarter of 2010 and \$0.8 million increase in one-month policy offered in Texas. The six month decrease of \$3.6 million was similarly impacted by the change in rates resulting in a decline of \$5.4 million in Florida, \$1.4 million in Georgia, \$1.0 million in Louisiana, offset by \$1.5 million increase in our new one-month policies product in Texas and new state entry in Virginia of \$2.6 million. As of June 30, 2010 the soft market and economic factors continues to put additional pressure on our writings in Florida and Georgia. These two states accounted for approximately 20% of the decline in premium for the first six months of 2010. However, policies in-force increased 3.5% from December 31, 2009 to June 30, 2010. Further, the Company ceded approximately 68% of its direct premiums written to its reinsurers during 2010, constant with the rate in 2009. The amount ceded for the six months ended June 30, 2010 and 2009, was \$36.6 million and \$38.9 million, respectively.

Premiums written refers to the total amount of premiums billed to the policyholder less the amount of premiums returned, generally as a result of cancellations, during a given period. Premiums written become premiums earned as the policy ages. Barring premium rate changes, if an insurance company writes the same mix of business each year, premiums written and premiums earned will be equal and the unearned premium reserve will remain constant. During periods of growth, the unearned premium reserve will increase, causing premiums earned to be less than premiums written. Conversely, during periods of decline, the unearned premium reserve will decrease, causing premiums earned to be greater than premiums written. The Company's net premiums earned, after deducting reinsurance, was \$16.9 million for the first six months of 2010 compared to \$17.0 million for the same period in 2009.

Commission and Fee Income

In our MGA operations, we receive managing general agent fees for agency, underwriting, policy administration, and claims adjusting services performed on behalf of insurers. We also receive commission and service fee income in TrustWay on other insurance products produced for unaffiliated insurance companies on which we do not bear underwriting risk, including travel protection, vehicle protection and hospital indemnity insurance policies. Commission rates vary between carriers and are applied to premiums written to determine commission income.

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Commission income for the three and six months ended June 30, 2010 was \$4.3 million and \$10.7 as compared to \$5.1 million and \$11.8 million for the same periods last year. The decrease in premiums for the period is primarily due to the lower premium volume generated by the MGA. AAIC pays MGA commission on 30% of premium, which AAIC retains and this amount is subsequently eliminated upon consolidation.

Managing general agent fees for the three and six month periods ended June 30, 2010 were \$2.7 million and \$5.6 million, an increase of \$0.3 million and \$0.4 million when compared to the same periods of 2009. The increase is due to higher policy related fees on renewal premium.

Other fee income for the three and six months ended June 30, 2010 were \$90 thousand and \$229 thousand in relation to \$75 thousand and \$183 thousand for the same periods in 2009. The higher fees relates to revenue generated from towing and rental products offered to insureds in the retail (TrustWay) segment.

Net Investment Income and investment gains and (losses)

Our investment portfolio is generally highly liquid and consists substantially of readily marketable, investment-grade debt and equity securities. Net investment income is primarily comprised of interest and dividends earned on these securities and related investment expenses, net of realized investments gains and losses. Net investment income, including realized investment gains (losses) was \$0.2 million for the second quarter of 2010 and \$0.3 million for the six months ended June 30, 2010 compared to net investment income the same periods in 2009 of \$0.1 million and \$17 thousand in 2009. The increase for the year mainly resulted from higher realized investment gains due to improved market conditions.

Expenses***Loss and Loss Adjustment Expenses***

Losses and loss adjustment expenses include payments made to settle claims, estimates for future claim payments and changes in those estimates for current and prior periods, as well as loss adjustment expenses incurred in connection with settling claims. Losses and loss adjustment expenses are influenced by many factors, such as claims frequency and severity trends, the impact of changes in estimates for prior accident years, and increases in the cost of medical treatment and automobile repairs. The anticipated impact of inflation is considered when we establish our premium rates and set loss reserves. We work with our actuary to prepare a rolling quarterly actuarial analysis each month and establish or adjust (for prior accident quarters) reserves, based upon our estimate of the ultimate incurred losses and loss adjustment expenses to reflect loss development information and trends that have been updated for the most recent quarter's activity. Each quarter our estimate of ultimate loss and loss adjustment expenses is evaluated by accident quarter, by state and by major coverage group (e.g., bodily injury, physical damage) and changes in estimates are reflected in the period the additional information becomes known.

We have historically used reinsurance to manage our exposure to loss by ceding a portion of our gross losses and loss adjustment expenses to reinsurers. We remain obligated for amounts covered by reinsurance in the event that the reinsurers do not meet their obligations under the agreements due to, for example, disputes with the reinsurer or the reinsurer's insolvency. The Company cedes approximately 68% of its direct loss and loss adjustment expenses incurred to its reinsurers and the amount ceded for the first six months of 2010, was \$30.3 million compared to \$28.9 million as of June 30, 2009.

After making deductions for the effect of reinsurance, losses and loss adjustment expenses were \$5.9 million and \$11.8 million for the three-month and six-month periods ended June 30, 2010. As a percentage of earned premiums, this amount decreased for the three-month period ended June 30, 2010, from 72.4% to 69.7%, when compared with the same period in 2009. As a percentage of earned premiums, this amount decreased for the six-month period ended June 30, 2010, from 71.0% to 70.2%, when compared with the same period in 2009. The amount represents actual payments made and changes in estimated future payments to be made to or on behalf of its policyholders, including the expenses associated with settling claims. The decrease in the year-over-year loss ratio is in part due to lower premium volume and improved loss experience.

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Other operating expenses, including selling and general and administrative increased \$0.2 million and \$0.4 million for the three-month and six-month periods ended June 30, 2010 when compared to the same periods of 2009. As a percentage of revenue, selling and general and administrative expenses for the three-month period ended June 30, 2010 increased from 56.4% to 60.2% when compared to the 2009 period. As a percentage of revenue, selling and general and administrative expenses for the six month period ended June 30, 2010 increased from 56.8% to 58.5% when compared to the 2009 period. The increase in selling expenses is primarily attributable to higher staffing costs and lower revenue within the wholesale division when compared to the 2009 period.

Income Tax Expense

The provision for income taxes for the three-month and six-month periods ended June 30, 2010, consists of federal and state income taxes at the Company's effective tax rate. The Company had a tax benefit of \$2 thousand and \$0.6 million expense for the three-month and six-month periods ended June 30, 2010, representing an effective tax rate of 1.4% and 45.2%, respectively. This tax expense compares with a tax expense of \$0.2 million and \$0.7 million for the comparable 2009 periods, which was an effective tax rate of 46.3% and 40.7%, respectively. The tax rate decline in the three and six months ended is primarily related to the increase in stock option expense and lower earnings.

Financial Condition

As of June 30, 2010, the Company had investments and cash of \$20.3 million, compared to \$19.0 million as of December 31, 2009. The Company's investment strategy is to invest in highly liquid, short-term investments, and equity securities as well as investing in bonds with short durations in order to meet its insurance obligations. As of June 30, 2010, the Company had \$9.7 million in cash and short-term investments, which included \$1.8 million of cash restricted to provide security for certain reinsurance reserve obligations. The equity security portfolio amounted to \$1.8 million and is diversified amongst various industries. The Company's long term investments of \$8.7 million are spread among direct obligations of the U.S. Treasury as well as those securities unconditionally guaranteed as to the payment of principal and interest by the United States government or any agency thereof and in corporate bonds. The Company's investment activities are made in accordance with the Company's investment policy. The objectives of the investment policy are to obtain favorable after-tax returns on investments through a diversified portfolio of fixed income, equity and real estate holdings. The Company's investment criteria and practices reflect the short-term duration of its contractual obligations with policyholders and regulators. Tax considerations include federal and state income tax as well as premium tax abatement and credit opportunities offered to insurance companies in the states where AAIC writes policies.

Premiums receivable as of June 30, 2010, increased \$1.7 million to \$36.9 million compared to \$35.2 million as of December 31, 2009. The balance represents amounts due from AAIC's insureds and the increase is directly attributable to the increase in AAIC's premium writings during 2010. The Company's policy is to write off receivable balances immediately upon cancellation or expiration, and the Company does not consider an allowance for doubtful accounts to be necessary.

Reinsurance recoverables as of June 30, 2010, decreased \$8.2 million, to \$35.6 million compared to \$43.8 million as of December 31, 2009. The decrease is directly related to AAIC's reduction in unpaid reinsurance reserves of \$6.8 million due to the settlement of claims and \$1.7 million received for paid loss reinsurance recoverables. AAIC maintains a quota-share reinsurance treaty with its reinsurers in which it cedes approximately 70% of both premiums and losses. The \$35.6 million represents the reinsurers' portion of losses and loss adjustment expense, both paid and unpaid.

Prepaid reinsurance premiums as of June 30, 2010, increased \$1.3 million to \$26.4 million compared to \$25.1 million as of December 31, 2009. The increase results from AAIC's premium growth during the year and represents premiums ceded to its reinsurers which have not been fully earned.

Deferred acquisitions costs as of June 30, 2010, increased \$0.1 million to \$2.6 million compared to \$2.5 million as of December 31, 2009. The increase results from AAIC's premium produced for the first six months of the year.

Other receivables as of June 30, 2010 decreased \$0.3 million to \$1.5 million compared to \$1.8 million as of December 31, 2009. The balances represent TrustWay receivables from insurance carriers for direct bill commissions and balances due to MGA from insurance carriers for amounts owed in accordance with the terms of its managing general agency agreements. The decrease in the receivable is attributable to expense reimbursements received from two non-affiliated MGAs in the states of Florida and Texas of \$0.2 million and \$0.1 million received from agents for uncollected balances.

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Intangible assets as of June 30, 2010, increased \$0.2 million to \$7.7 million from the balance of \$7.5 million as of December 31, 2009. This increase relates to acquisitions made during the year of \$0.3 million, offset by \$0.2 million of amortization of intangible assets in 2010.

Prepaid income taxes decreased \$0.2 million as of June 30, 2010 due to an increase in net income during the first six months of June 30, 2010 and the Company is now in an income tax payable position.

Deferred tax assets decreased \$0.2 million to \$2.7 million as of June 30, 2010, compared to the balance of \$2.9 million as of December 31, 2009. This decrease primarily related to the utilization of net operating loss carry forwards during 2010.

Accounts payable and accrued expenses as of June 30, 2010, decreased slightly from December 31, 2009 of \$8.6 million to \$8.5 million to June 30, 2010. The decrease is primarily due to \$0.6 million in accrued payroll, \$0.3 million decrease in deferred revenue, offset by an increase in commissions payable of \$0.4 million, \$0.2 million in premium taxes and \$0.2 million related to balances due to carriers for premiums.

Unearned premium as of June 30, 2010 increased \$1.9 million to \$37.8 million, compared to \$35.9 million as of December 31, 2009, and represents premiums written but not earned. This is directly attributable to the increase in AAIC's premium writings during 2010.

Unpaid losses and loss adjustment expenses decreased \$9.9 million to \$32.1 million as of June 30, 2010 from \$42.0 million at December 31, 2009. The decrease is mainly due to the increase in claim settlements during the period as the Company is accelerating and paying claims faster, which should improve claim results. This unpaid amount represents management's estimates of future amounts needed to pay claims and related expenses.

Reinsurance payable as of June 30, 2010 increased \$3.2 million to \$31.7 million, compared to \$28.5 million as of December 31, 2009. The amount represents premiums owed to the Company's reinsurers. AAIC maintains seven quota-share reinsurance treaties with its reinsurers in which it cedes 70% of both premiums and losses for the majority of its states. The increase is mainly attributable to the reimbursement of \$3.0 million of premiums received from its reinsurers as a result of an overpayment in prior years.

Provisional commission reserves represent the difference between our minimum ceding commission and the provisional amount paid by the reinsurers. These balances as of June 30, 2010 decreased \$0.1 million to \$3.5 million, compared to the balance at December 31, 2009 of \$3.6 million. The decrease is related to prior period settlements, offset by increases in current year AAIC writings.

Federal income taxes payable increased \$0.1 million as of June 30, 2010 due to an increase in net income during the first six months of June 30, 2010.

Notes payable as of June 30, 2010, decreased \$0.5 million to \$0.2 million compared to \$0.8 million as of December 31, 2009. The change resulted primarily from \$0.3 million in final payments applied to the principal balances payable on promissory notes to the Company's Chairman.

Liquidity and Capital Resources

Net cash provided by operating activities the period ended June 30, 2010, was \$2.0 million compared to net cash used by operating activities of \$1.3 million for the same period of 2009. The increase in operating activities was mainly due to a \$3.0 million reimbursement from the reinsurers offset by higher claims paid during the period.

Investing activities for the period ended June 30, 2010 reflect \$0.1 million paid related to agency acquisitions, \$0.3 million in purchases of computer software and hardware and leasehold improvements in our headquarters and in TrustWay, offset by net inflows from investments in the amount of \$0.1 million.

Financing activities for the period ended June 30, 2010 remained flat when compared to the same period last year.

The Company's liquidity and capital needs have been met in the past through premium, commission and fee income, loans from its Chairman, its former Chief Executive Officer, and former Division President of the Company and the issuance of its Series A Convertible Preferred Stock, Common Stock and Debt Securities. The Company's made its final related party debt payment of the unsecured promissory notes payable to its Chairman in June 2010. The promissory note carried an interest rate of 8% per annum and provided for the repayment of principal on an annual basis.

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On June 30, 2010, the Company entered into a First Amendment Agreement (the First Amendment) to the Loan Agreement between the Company and Wells Fargo Bank, N.A. (as successor in interest by merger to Wachovia Bank, N.A.) (the Lender). The First Amendment amends the Loan Agreement, dated July 17, 2009, between the Company and the Lender (the Loan Agreement).

The First Amendment extends the maturity date for the facility to July 16, 2011. The proceeds of the facility may be used for funding certain permitted acquisitions, funding short-term loans to the Company's wholly owned subsidiary, AAIC, or for working capital or general corporate needs in the ordinary course of business. The credit facility is secured by a pledge of the Company's ownership interests in two of the Company's subsidiaries, TrustWay and MGA, and is guaranteed by the same entities. In addition, TrustWay pledged its ownership interest in TrustWay T.E.A.M., Inc., which is also a guarantor.

The First Amendment provides that the facility shall be repaid in full and no loans under the facility may be outstanding for at least one period of 30 consecutive days during each 12 month period in which the Loan Agreement is in effect. In addition, the Company's minimum fixed charge coverage ratio, which was 1.35 under the Loan Agreement, decreases to 1.10 for each of the fiscal quarters ended June 30, 2010, and September 30, 2010 and to 1.25 for each subsequent fiscal quarter. The Loan Agreement includes customary covenants, including financial covenants regarding minimum fixed charge coverage ratio and minimum net worth. As of June 30, 2010, management believes the Company was in compliance with all these covenants. The interest rate is 3.00% plus 90-day LIBOR due and payable monthly (3.533% June 30, 2010). As of June 30, 2010, there is \$1.5 million in borrowings outstanding under the credit agreement.

On December 22, 2005, the Company consummated the private placement of 5,000 of the Trust's floating rate capital securities, with a liquidation amount of \$1,000 per capital security (the Capital Securities). In connection with the Trust's issuance and sale of the Capital Securities, the Company purchased from the Trust 155 of the Trust's floating rate common securities, with a liquidation amount of \$1,000 per common security (the Common Securities). The Trust used the proceeds from the issuance and sale of the Capital Securities and the Common Securities to purchase \$5,155,000 in aggregate principal amount of the floating rate junior subordinated debentures of the Company (the Debentures). The Capital Securities mature on December 31, 2035, but may be redeemed at par beginning December 31, 2010. The Capital Securities require quarterly distributions by the Trust to the holders of the Capital Securities, at a floating rate of three-month LIBOR plus 5.75% per annum, reset quarterly. Distributions are cumulative and will accrue from the date of original issuance but may be deferred for a period of up to 20 consecutive quarterly interest payment periods, if the Company exercises its right under the Indenture to defer the payment of interest on the Debentures.

On March 10, 2009, AAIC purchased all of the Capital Securities issued by the Trust at a discounted price of \$1,000,000 from the non-affiliated holder of those securities. The discount is being accreted to interest income over the remaining life of the Capital Securities using the interest method.

To support Company growth, the Company maintains a highly liquid investment portfolio and closely manages capital requirements. AAIC is required by the state of South Carolina to maintain minimum statutory capital and surplus of \$3.0 million. As of June 30, 2010, AAIC's statutory capital and surplus was \$13.0 million.

In April of 2010, the Company's shareholders approved the Company's 2010 Incentive Plan (2010 Plan). The aggregate number of shares of common stock reserved and available for issuance pursuant to awards granted to participants under the 2010 Plan consists of 2,000,000 shares. As of June 30, 2010, there were 7,806,825 shares of the Company's common stock subject to outstanding awards under the prior 2000 Incentive Plan (the Prior Plan). The company will not grant any additional awards under the Prior Plan, and it expired in June 2010.

Loss and LAE Reserves

The Company is required to make certain estimates and assumptions when preparing its financial statements and accompanying notes in accordance with GAAP. One area which requires estimations and assumptions is the establishment of loss and LAE reserves. Loss and LAE reserves are established to reflect the estimated costs of paying claims and claims expenses under insurance policies we have issued. These reserves are an approximation of amounts necessary to settle all outstanding claims, including claims of which we are aware and claims that have been incurred but not reported (IBNR) as of the financial statement date.

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At June 30, 2010 and 2009, we had \$9.3 million and \$12.3 million of net loss and LAE reserves, which included \$5.6 million and \$6.4 million of case reserves and \$3.7 million and \$5.9 million of IBNR reserves. During 2010, the Company had a decrease in case reserves and IBNR reserves. This decrease is the result of an enhanced claims handling process enabling us to better serve our customers and accelerate claims payments in some cases, which reduces the need for reserves.

GROSS RESERVES BY LINE OF BUSINESS

The following table presents the gross reserves by line of business as of June 30, 2010 and December 31, 2009:

	2010	2009
Personal Auto Liability	\$ 30,535,624	\$ 37,545,120
Personal Auto Physical Damage	1,541,583	4,427,863
Total Gross Reserves-Unpaid Losses and LAE	\$ 32,077,207	\$ 41,972,983

The decrease in gross reserves was \$9.9 million due to an increase in claims settlements and improved claim handling in the first six months of 2010. The liability line of business decreased \$7.0 million and the auto physical damage line decreased of \$2.9 million.

Variability of Reserves for Loss and LAE

Management believes that there are no changes in key factors or assumptions that would materially affect the estimate of the reserves for loss and LAE and the financial position of the Company. The Company's low average policy limit and concentration on the nonstandard auto driver classification help stabilize fluctuations in frequency and severity, thereby limiting the potential variability the reserve level may have on reported results. For example, approximately 97% of policies included within the nonstandard book of business include only the state-mandated minimum policy limits for bodily injury and property damage, which mitigates the complexity of estimating average severity. These low limits tend to reduce the exposure of the loss reserves on this coverage to medical cost inflation on severe injuries since the minimum policy limits will limit the total payout.

The following table provides the estimated changes in the liability and related payments made for the calendar periods ended June 30, 2010 and 2009. The increase in paid losses and LAE has enabled us to reduce loss and LAE reserves over time.

	2010	2009
Change in net loss and LAE reserves	\$ (2,979,132)	\$ 592,081
Paid losses and LAE	14,814,875	11,480,125
Total incurred losses and LAE	\$ 11,835,743	\$ 12,072,206
Loss and LAE ratio(1)	70.2%	71.0%

(1) The ratio was calculated by taking losses and LAE divided by the Net Premiums Earned.

Losses and Loss Adjustment Expenses

The Company's claims costs represents payments made and estimated future payments to be made to or on behalf of our policyholders, including expenses needed to adjust or settle claims. These costs relate to current costs under our non-standard state-mandated automobile insurance programs. Claims costs are impacted by loss severity and frequency and are influenced by inflation and driving patterns, among other factors. Accordingly, anticipated changes in these factors are taken into account when we establish premium rates and loss reserves.

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During the six months ended June 30, 2010, our loss and LAE ratio increased slightly by 0.2% as compared to a 8.4% decrease in the same period a year ago. The first six months of June 2010 increase is due to an increase in industry-wide loss costs in both bodily injury and auto physical damage coverages and the June 2009 decrease was mainly related to an increase in premium production and policy fees, which were classified as premium in 2009. We continuously monitor internal and industry-wide severity trends and adjust rates as appropriate to compensate for the higher loss costs.

The table below presents the development experienced in the following periods:

	2010	2009
Prior year incurred losses	\$ 291,005	\$ (659,020)
Current year incurred losses and LAE	11,544,738	12,731,226
Total incurred losses and LAE	\$ 11,835,743	\$ 12,072,206
Increase (decrease) to the calendar year loss and LAE ratio	0.2%	(8.4)%

The 2010 prior year incurred loss development was unfavorable by \$0.3 million for the first six months of 2010 due to an increase in losses in the 2009 and prior accident years. The 2009 prior year-to-date development was favorable by \$0.7 million, which related to the 2008 and prior accident years. The unfavorable development reflects losses settling for more than previously reserved and the favorable development reflects losses settling for less than previously reserved, particularly in our higher limit bodily injury coverages. Changes in our estimate of severity from what we originally expected when establishing the reserves is the principal cause of prior accident year development. These changes in estimates are the result of what we are observing in the underlying data as it develops. Our personal lines case loss reserves (e.g., claims settling for more than reserved) had minimal development during the year.

Ceded Reinsurance

The Company cedes a significant portion of its personal automobile premium to other reinsurers. The Company's reinsurance strategy is to use quota share reinsurance to mitigate the financial impact of losses on its operations, while enabling premium growth within its capital base. Historically, the Company's reinsurance contracts have been one or two years in duration, subject to renewal.

Reinsurance contracts do not relieve the Company from its obligations to policyholders. The Company periodically reviews the financial condition of its reinsurers to minimize its exposure to losses from reinsurer insolvencies. Further, the reinsurers cover up to \$2,000,000 in aggregate claims for extra contractual obligations each policy year.

The impact of reinsurance on the income statement as of June 30, 2010 and 2009 is as follows:

	2010	2009
Written premiums ceded:	\$ 36,620,776	\$ 38,919,363
Ceding commissions earned:	\$ 8,251,452	\$ 8,993,299
Ceded losses and loss adjustment expenses incurred:	\$ 30,341,054	\$ 28,886,170

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The impact of reinsurance on the balance sheets as of June 30 and December 31, 2009 is as follows:

	2010	2009
Reinsurance recoverable:	\$ 35,587,813	\$ 43,809,125
Ceded unpaid losses and loss adjustment expense:	\$ 22,793,248	\$ 29,709,859
Ceded unearned premiums:	\$ 26,432,012	\$ 25,098,051
Reinsurance payable:	\$ 31,701,542	\$ 28,523,284

Amounts recoverable from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured policies. The Company reports as assets (a) the estimated reinsurance recoverable on unpaid losses, including an estimate for losses incurred but not reported, and (b) amounts paid to reinsurers applicable to the policies-in-force.

During 2010 and 2009, the Company ceded approximately 68% of its premium and losses to the contracted reinsurers. Premiums ceded under this reinsurance agreement for the six months ended June 30, 2010 and 2009 were \$36.6 million and \$38.9 million, respectively. The related ceding commission was approximately \$8.3 million in 2010 and \$9.0 million in 2009. The decline in ceded premium is mainly due to a decrease in premium volume in the states of Florida, Georgia and Louisiana, offset by increases in Texas and Virginia.

Ceded reinsurance for all programs reduced the Company's incurred losses and LAE by \$30.3 million and \$28.9 million for the six months ended June 30, 2010 and 2009, respectively.

Reinsurance assets include balances due from other contracted reinsurers under the terms of reinsurance agreements. Amounts applicable to ceded unearned premiums, ceded loss payments and ceded claims liabilities are reported as assets in the accompanying balance sheets. Under the reinsurance agreements, the Company has four reinsurers that are required to collateralize the reinsurance recoverables. As of June 30, 2010, all reinsurers have provided a letter of credit or a secured trust account to provide security sufficient to satisfy the Company's obligations under the reinsurance agreement. The Company believes the fair value of its reinsurance recoverables approximates their carrying amounts.

The Company's reinsurance recoverable balances amounted to \$35.6 million and \$43.8 million as of June 30, 2010 and December 31, 2009, respectively. The recoverable includes ceded unpaid losses and loss adjustment expenses of \$22.8 million and \$29.7 million of the same periods, respectively. The ceded reserves from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured policies ceded. Reinsurance recoverable assets include paid loss balances due from other insurance companies under the terms of reinsurance agreements in the amount of \$12.8 million and \$14.1 million as of June 30, 2010 and December 31, 2009, respectively. The paid loss recoverables are in good standing as of June 30, 2010.

The Company's ceded unearned premium relates to policies in force and is earned ratably over the policy period. As of June 30, 2010 and December 31, 2009, the ceded unearned reserves amounted to \$26.4 million and \$25.1 million, respectively. The unearned premium will become earned over the term of the policy. Reinsurance payable of \$31.7 million and \$28.5 million as of June 30, 2010 and December 31, 2009 represents the amounts due to reinsurers for ceded premiums net of commissions. The Company pays its reinsurers on a collected premium basis, and no balances are in dispute through June 30, 2010.

The Company's quota share reinsurance facility has a significant impact on its cash flows. Since the Company cedes approximately 68% of its premium and losses, the Company relies heavily on its reinsurers to settle outstanding reinsurance balances due for loss payments net of premiums collected. The Company paid premiums net of commissions of \$25.1 million and \$27.7 million and received reinsurance recoverables on paid loss and loss adjustment expenses of \$38.5 million and \$24.9 million in 2010 and 2009, respectively.

The Company's reinsurance strategies have not changed from previous years and the Company's limited loss exposure is approximately 30%, which is based on the existing quota share agreement, whereby the Company cedes approximately 68% of its losses. While the Company monitors conditions within the reinsurance market, adverse conditions could have an impact on the Company's ability to secure reinsurance capacity, thereby limiting its ability to cede future losses.

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ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISKS

Not Applicable

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report on Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures in accordance with Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the Exchange Act). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are effective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Management's Annual Report on Changes in Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2010. In making this assessment, management used the criteria described in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate. Based on this evaluation, management determined that, as of June 30, 2010, we maintained effective internal control over financial reporting, and there were no changes in our internal control over financial reporting made during our most recent fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1A. RISK FACTORS

An investment in Company common stock involves a number of risks. Investors should carefully consider the following information, together with the other information contained in the Company's Annual Report on Form 10-K, before investing in Company common stock. Further, such factors could cause actual results to differ materially from those contained in any forward-looking statement contained in this report, statements by us in periodic press releases and oral statements by Company officials to securities analysts and stockholders during presentations about us.

We face intense competition from other automobile insurance providers.

The non-standard automobile insurance business is highly competitive and, except for regulatory considerations, there are relatively few barriers to entry. We compete with both large national insurance providers and smaller regional companies. The largest automobile insurance companies include The Progressive Corporation, The Allstate Corporation, State Farm Mutual Automobile Insurance Company, GEICO, Farmers Insurance Group and Safeco Corp. Our chief competitors include some of these companies as well as Mercury General Corporation, Infinity Property & Casualty Corporation, Affirmative Insurance Holdings, Inc., and Direct General Corporation. Some of our competitors have more capital, higher ratings and greater resources than we have, and may offer a broader range of products and lower prices and down payments than we offer. Some of our competitors that sell insurance policies directly to customers, rather than through agencies or brokerages as we do, may have certain competitive advantages, including increased name recognition among customers, direct relationships with policyholders and potentially lower cost structures. In addition, it is possible that new competitors will enter the non-standard automobile insurance market. Our loss of business to competitors could have a material impact on our growth and profitability. Further, competition could result in lower premium rates and less favorable policy terms and conditions, which could reduce our underwriting margins.

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Our concentration on non-standard automobile insurance could make us more susceptible to unfavorable market conditions.

We underwrite exclusively non-standard automobile insurance. Given this focus, negative developments in the economic, competitive or regulatory conditions affecting the non-standard automobile insurance industry could have a material adverse effect on our results of operations, financial condition and cash flows. In addition, these developments could have a greater effect on us, compared to more diversified insurers that also sell other types of automobile insurance products. Our profitability can be affected by cyclicalities in the non-standard automobile insurance industry caused by price competition and fluctuations in underwriting capacity in the market, as well as changes in the regulatory environment.

Our success depends on our ability to price the risks we underwrite accurately.

Our results of operations and financial condition depend on our ability to underwrite and set rates accurately for a full spectrum of risks. Rate adequacy is necessary to generate sufficient premiums to pay losses, loss adjustment expenses and underwriting expenses and to earn a profit. If we fail to assess accurately the risks that we assume, we may fail to establish adequate premium rates, which could reduce our income and have a material adverse effect on our results of operations, financial condition or cash flows.

In order to price our products accurately, we must collect and properly analyze a substantial volume of data; develop, test and apply appropriate rating formulas; closely monitor and timely recognize changes in trends; and project both severity and frequency of losses with reasonable accuracy. Our ability to undertake these efforts successfully, and as a result price our products accurately, is subject to a number of risks and uncertainties, including, without limitation:

availability of sufficient reliable data;

incorrect or incomplete analysis of available data;

uncertainties inherent in estimates and assumptions, generally;

selection and application of appropriate rating formulas or other pricing methodologies;

unanticipated or inconsistent court decisions, legislation or regulatory action;

ongoing changes in our claim settlement practices, which can influence the amounts paid on claims;

changing driving patterns, which could adversely affect both frequency and severity of claims;

unexpected inflation in the medical sector of the economy, resulting in increased bodily injury and personal injury protection claim severity; and

unanticipated inflation in automobile repair costs, automobile parts prices and used automobile prices, adversely affecting automobile physical damage claim severity.

Such risks may result in our pricing being based on inadequate or inaccurate data or inappropriate analyses, assumptions or methodologies, and may cause us to estimate incorrectly future increases in the frequency or severity of claims. As a result, we could underprice our products, which would negatively affect our profit margins, or we could overprice our products, which could reduce our volume and competitiveness. In either event, our results of operations, financial condition and cash flows could be materially and adversely affected.

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Our losses and loss adjustment expenses may exceed our loss and loss adjustment expense reserves, which could adversely impact our results of operation, financial condition and cash flows.

Our financial statements include loss and loss adjustment expense reserves, which represent our best estimate of the amounts that we will ultimately pay on claims and the related costs of adjusting those claims as of the date of the financial statements. We rely heavily on our historical loss and loss adjustment expense experience in determining these loss and loss adjustment expense reserves. The historic development of reserves for losses and loss adjustment expenses may not necessarily reflect future trends in the development of these amounts. In addition, factors such as inflation, claims settlement patterns and legislative activities, regulatory activities, and litigation trends may also affect loss and loss adjustment expense reserves. As a result of these and other risks and uncertainties, ultimate losses and loss adjustment expenses may deviate, perhaps substantially, from our estimates of losses and loss adjustment expenses included in the loss and loss adjustment expense reserves in our financial statements. If actual losses and loss adjustment expenses exceed our expectations, our net income and our capital would decrease. Actual paid losses and loss adjustment expenses may be in excess of the loss and loss adjustment expense reserve estimates reflected in our financial statements.

We are subject to comprehensive regulation, and our ability to earn profits may be adversely affected by these regulations.

We are subject to comprehensive regulation by government agencies in the states where our insurance subsidiaries are domiciled and where these subsidiaries issue policies and handle claims. Certain states impose restrictions or require prior regulatory approval of certain corporate actions, which may adversely affect our ability to operate, innovate, obtain necessary rate adjustments in a timely manner or grow our business profitably. In addition, certain federal laws impose additional requirements on insurers. Our ability to comply with these laws and regulations, and to obtain necessary regulatory action in a timely manner, is and will continue to be critical to our success.

Required Licensing. We operate under licenses issued by various state insurance authorities. If a regulatory authority denies or delays granting a new license, our ability to enter that market quickly can be substantially impaired.

Transactions Between Insurance Companies and Their Affiliates. Transactions between our subsidiaries and their affiliates (including us) generally must be disclosed to the state regulators, and prior approval of the applicable regulator generally is required before any material or extraordinary transaction may be consummated. State regulators may refuse to approve or delay approval of such a transaction, which may impact our ability to innovate or operate efficiently.

Regulation of Insurance Rates and Approval of Policy Forms. The insurance laws of the states in which our insurance subsidiaries operate require insurance companies to file insurance rate schedules and insurance policy forms for review and/or approval. If, as permitted in some states, we begin using new rates before they are approved, we may be required to issue refunds or credits to our policyholders if the new rates are ultimately deemed excessive or unfair and disapproved by the applicable state regulator. Accordingly, our ability to respond to market developments or increased costs in that state can be adversely affected.

Restrictions on Cancellation, Non-Renewal or Withdrawal. Many states have laws and regulations that limit an insurer's ability to exit a market. For example, certain states limit an automobile insurer's ability to cancel or not renew policies. Some states prohibit an insurer from withdrawing from one or more lines of business in the state, except pursuant to a plan approved by the state insurance department. In some states, this restriction applies to significant reductions in the amount of insurance written, not just to a complete withdrawal. These laws and regulations could limit our ability to exit or reduce our writings in unprofitable markets or discontinue unprofitable products in the future.

Other Regulations. We must also comply with regulations involving, among other things:

the use of non-public consumer information and related privacy issues;

investment restrictions;

the use of credit history in underwriting and rating;

the payment of dividends;

the acquisition or disposition of an insurance company or of any company controlling an insurance company;

the involuntary assignments of high-risk policies, participation in reinsurance facilities and underwriting associations, assessments and other governmental charges; and

reporting with respect to financial condition.

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Compliance with laws and regulations addressing these and other issues often will result in increased administrative costs. In addition, these laws and regulations may limit our ability to underwrite and price risks accurately, prevent us from obtaining timely rate increases necessary to cover increased costs and may restrict our ability to discontinue unprofitable relationships or exit unprofitable markets. These results, in turn, may adversely affect our results of operation or our ability or desire to grow our business in certain jurisdictions. The failure to comply with these laws and regulations may also result in actions by regulators, fines and penalties, and in extreme cases, revocation of our ability to do business in that jurisdiction. In addition, we may face individual and class action lawsuits by our insureds and other parties for alleged violations of certain of these laws or regulations.

Our insurance subsidiaries are subject to minimum capital and surplus requirements. Our failure to meet these requirements could subject us to regulatory action.

The laws of the states of domicile of our insurance subsidiaries impose risk-based capital standards and other minimum capital and surplus requirements. Failure to meet applicable risk-based capital requirements or minimum statutory capital requirements could subject us to further examination or corrective action imposed by state regulators, including limitations on our writing of additional business, state supervision or liquidation. Any changes in existing risk-based capital requirements or minimum statutory capital requirements may require us to increase our statutory capital levels, which we may be unable to do.

Regulation may become more extensive in the future, which may adversely affect our business.

States may make existing insurance laws and regulations more restrictive in the future or enact new restrictive laws. In such events, we may seek to reduce our premium writings in, or to withdraw entirely from, these states. In addition, from time to time, the United States Congress and certain federal agencies investigate the current condition of the insurance industry to determine whether federal regulation is necessary. We are unable to predict whether and to what extent new laws and regulations that would affect our business will be adopted in the future, the timing of any such adoption and what effects, if any, they may have on our financial condition, results of operations, and cash flows.

Our failure to pay claims accurately could adversely affect our business, financial condition, results of operations and cash flows.

We must accurately evaluate and pay claims that are made under our policies. Many factors affect our ability to pay claims accurately, including the training and experience of our claims representatives, our claims organization's culture and the effectiveness of our management, our ability to develop or select and implement appropriate procedures and systems to support our claims functions and other factors. Our failure to pay claims accurately could lead to material litigation, undermine our reputation in the marketplace, impair our image and materially adversely affect our financial condition, results of operations and cash flows.

In addition, if we do not train new claims employees effectively or lose a significant number of experienced claims employees our claims department's ability to handle an increasing workload could be adversely affected. In addition to potentially requiring that growth be slowed in the affected markets, we could suffer in decreased quality of claims work, which in turn could lower our operating margins.

The policy service fee revenues could be adversely affected by insurance regulation.

Policy service fee revenues have provided additional revenues equivalent to approximately 14% of gross premium produced by MGA. These fees include policy origination fees and installment fees to compensate us for the costs of providing installment payment plans, as well as late payment, policy cancellation, policy rewrite and reinstatement fees. Our revenues could be reduced by changes in insurance regulation that restrict our ability to charge these fees. Those arrangements are subject to insurance holding company act regulation in the states where our insurance subsidiaries are domiciled. Continued payment of these fees could be affected if insurance regulators in these states determined that these arrangements are not permissible under the insurance holding company acts.

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New pricing, claim and coverage issues and class action litigation are continually emerging in the automobile insurance industry, and these new issues could adversely impact our results of operations and financial condition.

As automobile insurance industry practices and regulatory, judicial and consumer conditions change, unexpected and unintended issues related to claims, coverage and business practices may emerge. These issues can have an adverse effect on our business by changing the way we price our products, including limiting the factors we may consider when we underwrite risks, by extending coverage beyond our underwriting intent, by increasing the size or frequency of claims or by requiring us to change our claims handling practices and procedures or our practices for charging fees. The effects of these unforeseen emerging issues could negatively affect our results of operations, financial condition and cash flows.

We may be unable to attract and retain independent agents and brokers.

We distribute our products exclusively through independent agents and brokers. We compete with other insurance carriers to attract producers and maintain commercial relationships with them. Some of our competitors offer a larger variety of products, lower prices for insurance coverage or higher commissions. We may not be able to continue to attract and retain independent agents and brokers to sell our products. Our inability to continue to recruit and retain productive independent agents and brokers would have an adverse effect on our financial condition and results of operations and could impact our cash flows.

We rely on information technology and telecommunication systems, and the failure of these systems could materially and adversely affect our business.

Our business is highly dependent upon the successful and uninterrupted functioning of our information technology and telecommunications systems. We rely on these systems to process new and renewal business, provide customer service, make claims payments and facilitate collections and cancellations. These systems also enable us to perform actuarial and other modeling functions necessary for underwriting and rate development. The failure of these systems could interrupt our operations or materially impact our ability to evaluate and write new business. Because our information technology and telecommunication systems interface with and depend on third-party systems, we could experience service denials if demand for such service exceeds capacity or such third-party systems fail or experience interruptions. If sustained or repeated, a system failure or service denial could result in a deterioration of our ability to write and process new and renewal business and provide customer service or compromise our ability to pay claims in a timely manner. This outcome could result in a material adverse effect on our business and our results of operations, financial condition and cash flows.

Our ability to operate our company effectively could be impaired if we lose key personnel.

We manage our business with a number of key personnel, including our executive officers, the loss of whom could have a material adverse effect on our business and our results of operations, financial condition and cash flows. The President and COO, Joseph Skruck, the Executive Vice President and General Counsel, Mark Hain, and the Chief Financial Officer, John Mongelli have employment agreements with us. In addition, as our business develops and expands, we believe that our future success will depend greatly on our continued ability to attract and retain highly skilled and qualified personnel. We may not be able to continue to employ key personnel and may not be able to attract and retain qualified personnel in the future. Failure to retain or attract key personnel could have a material adverse effect on our business and our results of operations, financial condition and cash flows.

Our debt service obligations could impede our operations, flexibility and financial performance.

Our level of debt could affect our financial performance. As of June 30, 2010, we had consolidated indebtedness (other than trade payables and certain other short term debt) of approximately \$6.7 million. In addition, borrowings under our trust preferred arrangement bear interest at rates that may fluctuate. Therefore, increases in interest rates on the obligations under our credit agreement would adversely affect our income and cash flow that would be available for the payment of interest and principal on the loans outstanding.

If we do not have enough money to pay our debt service obligations, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or raise equity. In that event, we may not be able to refinance our debt, sell assets, borrow more money or raise equity on terms acceptable to us or at all.

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Adverse securities market conditions can have significant and negative effects on our investment portfolio.

Our results of operations depend in part on the performance of our invested assets. As of June 30, 2010, 80% of our investment portfolio was invested in fixed maturity securities with the remainder equity investments. Certain risks are inherent in connection with fixed maturity securities, including loss upon default and price volatility in reaction to changes in interest rates, credit spreads, deterioration in the financial condition of the issuers and general market conditions. An increase in interest rates lowers prices on fixed maturity securities, and any sales we make during a period of increasing interest rates may result in losses. Also, investment income earned from future investments in fixed maturity securities will decrease if interest rates decrease.

In addition, our investment portfolio is subject to risks inherent in the capital markets. The functioning of those markets, the values of our investments and our ability to liquidate investments on short notice may be adversely affected if those markets are disrupted by national or international events including, without limitation, wars, terrorist attacks, recessions or depressions, high inflation or a deflationary environment, the collapse of governments or financial markets, and other factors or events.

If our investment portfolio were impaired by market or issuer-specific conditions to a substantial degree, our financial condition, results of operations and cash flows could be materially adversely affected. Further, our income from these investments could be materially reduced, and write-downs of the value of certain securities could further reduce our profitability. In addition, a decrease in value of our investment portfolio could put us at risk of failing to satisfy regulatory capital requirements. If we were not able to supplement our subsidiaries' capital by issuing debt or equity securities on acceptable terms, our ability to continue growing could be adversely affected.

Our operations could be adversely affected if conditions in the states where our business is concentrated were to deteriorate.

For the six months ended June 30, 2010, we generated approximately 57% of our gross written premium in our top two states, Florida and Georgia. Our revenues and profitability are therefore subject to prevailing regulatory, legal, economic, demographic, competitive and other conditions in those states. Changes in any of those conditions could have an adverse effect on our results of operations, financial condition and cash flows. Adverse regulatory developments in any of those states, which could include, among others, reductions in the rates permitted to be charged, inadequate rate increases, restrictions on our ability to reject applications for coverage or on how we handle claims, or more fundamental changes in the design or implementation of the automobile insurance regulatory framework, could have a material adverse effect on our results of operations, financial condition and cash flows.

Severe weather conditions and other catastrophes may result in an increase in the number and amount of claims filed against us.

Our business is also exposed to the risk of severe weather conditions and other catastrophes in the states in which we operate. Catastrophes include severe hurricanes, tornadoes, hail storms, floods, windstorms, earthquakes, fires and other events such as terrorist attacks and riots, each of which tends to be unpredictable. Such conditions may result in higher incidence of automobile accidents and increase the number of claims. Because many of our insureds live near the coastlines, we have potential exposure to hurricanes and major coastal storms. In addition, our business could be impaired if a significant portion of our business or systems were shut down by, or if we were unable to gain access to certain of our facilities as a result of such an event. If such events were to occur with enough severity, our results of operations, financial condition and cash flows could be materially adversely affected.

Our financial condition may be adversely affected if one or more parties with which we enter into significant contracts becomes insolvent or experiences other financial hardship.

Our business is dependent on the performance by third parties of their responsibilities under various contractual relationships, including without limitation, contracts for the acquisitions of goods and services (such as telecommunications and information technology software, equipment and support and other services that are integral to our operations) and arrangements for transferring certain of our risks (including our corporate insurance policies). If one or more of these parties were to default on the performance of their obligations under their respective contracts or determine to abandon or terminate support for a system, product or service that is significant to our business, we could suffer significant financial losses and operational problems, which could in turn adversely affect our financial condition, results of operations and cash flows.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

For 2010, each non-officer director may choose between (i) an amount in cash equal to \$15,000 plus the number of shares equal to \$15,000 divided by the share price on December 31, of the prior year or (ii) the number of shares equal to \$30,000 divided by the share price on December 31, of the prior year. During the first three months of 2010, the Company issued 350,000 shares of common stock, \$.01 par value, to members of its board of directors pursuant to this director compensation program. The shares were issued on January 28, 2010 to directors, each an accredited investor, as a private placement exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended and Regulation D. The Company received no consideration for the common stock issued.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. REMOVED AND RESERVED

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

ITEM 6. EXHIBITS

- (a) Exhibits.
- 10.1 First Amendment, dated June 30, 2010, by and among AssuranceAmerica Corporation and Wells Fargo Bank, NA., to Loan Agreement, dated July 17, 2009 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on July 1, 2010).
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ASSURANCEAMERICA CORPORATION

By: /s/ Guy W. Millner
Guy Millner
Chairman and CEO

Date: August 6, 2010

By: /s/ John M. Mongelli
John M. Mongelli
Chief Financial Officer

Date: August 6, 2010