National Interstate CORP Form 10-Q October 31, 2014

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

Form 10-O

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
 For the quarterly period ended September 30, 2014
 OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the transition period from to

Commission File Number: 000-51130

National Interstate Corporation

(Exact name of registrant as specified in its charter)

Ohio 34-1607394

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3250 Interstate Drive, Richfield, OH
44286-9000

(Address of principal executives offices) (Zip Code)

(330) 659-8900

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

† Yes "No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). $\,^{\circ}$ Yes $\,^{\circ}$ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer " Accelerated Filer b

Non-Accelerated Filer " (Do not check if a smaller reporting company) Smaller Reporting Company "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange

Act). "Yes b No

The number of shares outstanding of the registrant's sole class of common shares as of October 28, 2014 was 19,781,073.

Table of Contents

National Interstate Corporation

Table of Contents

	Page
Part I – Financial Information	<u>3</u>
<u>Item 1. Financial Statements</u>	<u>3</u>
Consolidated Balance Sheets	<u>3</u>
Consolidated Statements of Income	<u>4</u>
Consolidated Statements of Comprehensive Income (Loss)	<u>5</u>
Consolidated Statements of Shareholders' Equity	<u>6</u>
Consolidated Statements of Cash Flows	<u>7</u>
Notes to Consolidated Financial Statements	<u>8</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>23</u>
Item 3. Quantitative and Qualitative Disclosures about Market Risk	<u>36</u>
<u>Item 4. Controls and Procedures</u>	<u>36</u>
Part II – Other Information	<u>37</u>
<u>Item 1. Legal Proceedings</u>	<u>37</u>
Item 1A. Risk Factors	<u>37</u>
<u>Item 6. Exhibits</u>	<u>37</u>
2	

Table of Contents

PART I—FINANCIAL INFORMATION

ITEM 1. Financial Statements

National Interstate Corporation and Subsidiaries

Consolidated Balance Sheets

(In thousands, except per share data)

	September 30, 2014 (Unaudited)	December 31, 2013
ASSETS	(= ,	
Investments:		
Fixed maturities available-for-sale, at fair value (amortized cost – \$918,711 and \$914,149, respectively)	\$947,843	\$933,579
Equity securities available-for-sale, at fair value (amortized cost – \$70,433 and \$55,537, respectively)	78,885	65,770
Other invested assets	45,625	40,395
Total investments	1,072,353	1,039,744
Cash and cash equivalents	72,982	35,684
Accrued investment income	8,293	8,644
Premiums receivable, net of allowance for doubtful accounts of \$2,861 and \$3,225, respectively	238,862	244,934
Reinsurance recoverable on paid and unpaid losses	159,858	169,210
Prepaid reinsurance premiums	47,703	37,867
Deferred policy acquisition costs	23,239	23,025
Deferred federal income taxes	20,403	25,826
Property and equipment, net	24,616	24,753
Funds held by reinsurer	4,178	3,780
Intangible assets, net	7,862	8,073
Prepaid expenses and other assets	7,193	2,287
Total assets	\$1,687,542	\$1,623,827
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Unpaid losses and loss adjustment expenses	\$851,433	\$803,782
Unearned premiums and service fees	284,575	283,582
Long-term debt	12,000	12,000
Amounts withheld or retained for accounts of others	92,985	80,999
Reinsurance balances payable	32,173	26,317
Accounts payable and other liabilities	35,471	44,516
Commissions payable	15,284	13,934
Assessments and fees payable	4,586	6,413
Total liabilities	1,328,507	1,271,543
Shareholders' equity:		
Preferred shares – no par value		
Authorized – 10,000 shares		
Issued – 0 shares	_	_
Common shares – \$0.01 par value		
Authorized – 50,000 shares		
Issued – 23,350 shares, including 3,570 and 3,689 shares, respectively, in treasury	234	234
Additional paid-in capital	58,943	56,481
Retained earnings	280,491	281,518

Accumulated other comprehensive income	24,430	19,281	
Treasury shares	(5,063) (5,230)
Total shareholders' equity	359,035	352,284	
Total liabilities and shareholders' equity	\$1,687,542	\$1,623,827	
See notes to consolidated financial statements.			

Table of Contents

National Interstate Corporation and Subsidiaries Consolidated Statements of Income (Unaudited) (In thousands, except per share data)

	Three Months Ended		Nine Months Ended			
	September 30),	September 30,			
	2014	2013	2014	2013		
Revenues:						
Premiums earned	\$140,009	\$132,748	\$412,651	\$388,521		
Net investment income	9,130	8,302	26,615	24,190		
Net realized gains on investments (*)	2,622	1,353	6,294	5,433		
Other	941	877	2,487	2,559		
Total revenues	152,702	143,280	448,047	420,703		
Expenses:						
Losses and loss adjustment expenses	110,755	104,530	346,920	320,098		
Commissions and other underwriting expenses	24,058	23,555	70,482	69,847		
Other operating and general expenses	4,912	4,625	15,797	15,240		
Transaction expenses		_	2,163	_		
Expense on amounts withheld	1,971	1,080	4,952	3,548		
Interest expense	59	184	191	486		
Total expenses	141,755	133,974	440,505	409,219		
Income before income taxes	10,947	9,306	7,542	11,484		
Provision for income taxes	2,154	2,028	1,437	2,469		
Net income	\$8,793	\$7,278	\$6,105	\$9,015		
Net income per share – basic	\$0.44	\$0.37	\$0.31	\$0.46		
Net income per share – diluted	\$0.44	\$0.37	\$0.31	\$0.46		
Weighted average of common shares outstanding - basi	c 19,780	19,657	19,746	19,640		
Weighted average of common shares outstanding – diluted	19,853	19,766	19,823	19,770		
Cash dividends per common share	\$0.12	\$0.11	\$0.36	\$0.33		
(*) Consists of the following:						
Net realized gains before impairment losses	\$2,942	\$1,491	\$6,979	\$5,588		
Total losses on securities with impairment charges	(320) (138) (455) (155		
Non-credit portion recognized in other comprehensive			(220	`		
income		_	(230) —		
Net impairment charges recognized in earnings	(320) (138) (685) (155		
Net realized gains on investments	\$2,622	\$1,353	\$6,294	\$5,433		
See notes to consolidated financial statements.						

Table of Contents

National Interstate Corporation and Subsidiaries Consolidated Statements of Comprehensive Income (Loss) (Unaudited) (Dollars in thousands)

	Three Months Ended		Nine Months Ended September			
	Septembe	er 30,	30,			
	2014	2013	2014	2013		
Net income	\$8,793	\$7,278	\$6,105	\$9,015		
Other comprehensive (loss) income, before tax:						
Net unrealized gains on available-for-sale securities:						
Net unrealized holding (losses) gains on securities arising during the period	(6,947) 1,052	10,647	(14,820)	
Reclassification adjustment for net realized gains included in net income	(1,570) (800) (2,726) (2,984)	
Total other comprehensive (loss) income, before tax	(8,517) 252	7,921	(17,804)	
Deferred income tax (benefit) expense on other comprehensive (loss) income	(2,981) 89	2,772	(6,231)	
Other comprehensive (loss) income, net of tax	(5,536) 163	5,149	(11,573)	
Total comprehensive income (loss)	\$3,257	\$7,441	\$11,254	\$(2,558)	
See notes to consolidated financial statements.						

Table of Contents

National Interstate Corporation and Subsidiaries Consolidated Statements of Shareholders' Equity (Unaudited) (Dollars in thousands)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock		Total	
Balance at January 1, 2014	\$234	\$56,481	\$281,518	\$ 19,281	\$(5,230)	\$352,284	
Net income			6,105				6,105	
Other comprehensive income, net of				5,149			5,149	
tax				3,147				
Dividends on common stock			(7,132)				(7,132)
Issuance of 119,651 treasury shares								
upon exercise of options and restricted	d	1,976			167		2,143	
stock issued, net of forfeitures								
Net tax effect from exercise/vesting o	f	50					50	
stock compensation								
Stock-based compensation expense		436					436	
Balance at September 30, 2014	\$234	\$58,943	\$280,491	\$ 24,430	\$(5,063)	\$359,035	
7		4.7.4.7 00	****	.			****	
Balance at January 1, 2013	\$234	\$54,788	\$272,618	\$ 31,634	\$(5,326)	\$353,948	
Net income			9,015	(11.550			9,015	
Other comprehensive loss, net of tax			46 700	(11,573)			(11,573)
Dividends on common stock			(6,503)				(6,503)
Issuance of 65,483 treasury shares	_							
upon exercise of options and restricted	d	944			91		1,035	
stock issued, net of forfeitures	_							
Net tax effect from exercise/vesting o	f	21					21	
stock compensation								
Stock-based compensation expense		515					515	
Balance at September 30, 2013	\$234	\$56,268	\$275,130	\$ 20,061	\$(5,235)	\$346,458	
See notes to consolidated financial sta	itements.							

Table of Contents

National Interstate Corporation and Subsidiaries Consolidated Statements of Cash Flows (Unaudited) (Dollars in thousands)

	Nine Months I 30,	Ξn	ded Septembe	er
	2014		2013	
Operating activities				
Net income	\$6,105		\$9,015	
Adjustments to reconcile net income to net cash provided by operating activities:				
Net amortization of bond premiums and discounts	2,990		5,175	
Provision for depreciation and amortization	3,254		2,751	
Net realized gains on investment securities	(6,294)	(5,433)
Deferred federal income taxes	2,651		456	
Stock-based compensation expense	436		515	
(Increase) decrease in deferred policy acquisition costs, net	(214)	2,078	
Increase in reserves for losses and loss adjustment expenses	47,651		28,317	
Increase in premiums receivable	6,072		690	
Increase (decrease) in unearned premiums and service fees	993		(1,556)
(Increase) decrease in interest receivable and other assets	(4,953)	303	
Increase in prepaid reinsurance premiums	(9,836)	(5,318)
Increase in accounts payable, commissions and other liabilities and assessments and	(9,522)	(11,654)
fees payable		,	•	,
Increase in amounts withheld or retained for accounts of others	11,986		7,819	
Decrease in reinsurance recoverable	9,352		4,921	
Increase in reinsurance balances payable	5,856		5,231	
Other	39		(122)
Net cash provided by operating activities	66,566		43,188	
Investing activities				
Purchases of fixed maturities	(125,325)	(184,673)
Purchases of equity securities	(21,678)	(28,422)
Proceeds from sale of fixed maturities	19,985		35,023	
Proceeds from sale of equity securities	8,428		6,747	
Proceeds from maturities and redemptions of investments	99,344		135,109	
Change in other invested assets, net	(2,138)	(1,820)
Capital expenditures	(2,945)	(2,391)
Net cash used in investing activities	(24,329)	(40,427)
Financing activities				
Net tax effect from exercise/vesting of stock-based compensation	50		21	
Issuance of common shares from treasury upon exercise of stock options or stock	2,143		1,035	
award grants				
Cash dividends paid on common shares	(7,132)	(6,503)
Net cash used in financing activities	(4,939)	(5,447)
Net increase (decrease) in cash and cash equivalents	37,298		(2,686)
Cash and cash equivalents at beginning of period	35,684		41,981	
Cash and cash equivalents at end of period	\$72,982		\$39,295	
See notes to consolidated financial statements.				

NATIONAL INTERSTATE CORPORATION AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of National Interstate Corporation (the "Company") and its subsidiaries have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and the instructions to Form 10-Q.

The unaudited consolidated financial statements include the accounts of the Company and its subsidiaries, National Interstate Insurance Company ("NIIC"), Hudson Indemnity, Ltd., National Interstate Insurance Company of Hawaii, Inc. ("NIIC-HI"), Triumphe Casualty Company ("TCC"), National Interstate Insurance Agency, Inc. ("NIIA"), Hudson Management Group, Ltd., Vanliner Insurance Company ("VIC"), Vanliner Reinsurance Limited, American Highways Insurance Agency, Inc., Explorer RV Insurance Agency, Inc., Safety, Claims and Litigation Services, LLC and TransProtection Service Company. Significant intercompany transactions have been eliminated.

These interim unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. The interim financial statements reflect all adjustments which are, in the opinion of management, necessary for the fair presentation of the results for the periods presented. Such adjustments are of a normal recurring nature. Operating results for the three and nine month periods ended September 30, 2014 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2014.

The preparation of the financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Changes in circumstances could cause actual results to differ materially from those estimates.

2. Fair Value Measurements

The Company must determine the appropriate level in the fair value hierarchy for each applicable measurement. The fair value hierarchy prioritizes the inputs, which refer broadly to assumptions market participants would use in pricing an asset or liability, into three levels. It gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The level in the fair value hierarchy within which a fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's management is responsible for the valuation process and uses data from outside sources (including nationally recognized pricing services and broker/dealers) in establishing fair value.

Pricing services use a variety of observable inputs to estimate the fair value of fixed maturities that do not trade on a daily basis. These inputs include, but are not limited to, recent reported trades, benchmark yields, issuer spreads, bids or offers, reference data and measures of volatility. Included in the pricing of mortgage-backed securities are estimates of the rate of future prepayments and defaults of principal over the remaining life of the underlying collateral. Inputs from brokers and independent financial institutions include, but are not limited to, yields or spreads of comparable investments which have recent trading activity, credit quality, duration, credit enhancements, collateral value and estimated cash flows based on inputs including delinquency rates, estimated defaults and losses and estimates of the rate of future prepayments. Valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by the Company's internal and affiliated investment professionals who are familiar with the securities being priced and the markets in which they trade to ensure the fair value determination is representative of an exit price. To validate the appropriateness of the prices obtained, the Company's internal investment professionals, who report to the Chief Investment Officer, compare the valuation received to independent third party pricing sources and consider widely published indices (as benchmarks), recent trades, changes in interest rates, general economic conditions and the credit quality of the specific issuers. If the Company believes that significant discrepancies exist, the Company will perform additional procedures, which may include specific inquiry of the pricing source, to resolve the discrepancies.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical securities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices within Level 1 that are observable for the security, either directly or indirectly. Level 2 inputs include quoted prices for similar securities in active markets, quoted prices for identical or similar securities that are not active and observable inputs other than quoted prices, such as interest rate and yield curves. Level 3 inputs are unobservable inputs for the asset or liability. Level 1 consists of publicly traded equity securities and highly liquid, direct obligations of the U.S. Government whose fair value is based on quoted prices that are readily and regularly available in an active market. Level 2 primarily consists of financial

instruments whose fair value is based on quoted prices in markets that are not active and include U.S. government agency securities, fixed maturity investments and nonredeemable preferred stocks that are not actively traded. Included in Level 2 are \$145.4 million of securities, which are valued based upon a non-binding broker quote and validated with other observable market data by management. Level 3 consists of financial instruments that are not traded in an active market, whose fair value is estimated by management based on inputs from independent financial institutions, which include non-binding broker quotes. The Company believes these estimates reflect fair value, but the Company is unable to verify inputs to the valuation methodology. The Company obtained at least one quote or price per instrument from its brokers and pricing services for all Level 3 securities and did not adjust any quotes or prices that it obtained. The Company's internal and affiliated investment professionals review these broker quotes using any recent trades, if such information is available, or market prices of similar investments. The Company primarily uses the market approach valuation technique for all investments.

The following table presents the Company's investment portfolio, categorized by the level within the fair value hierarchy in which the fair value measurements fall as of September 30, 2014:

•	Level 1 (Dollars in tho	Level 2 usands)	Level 3	Total
Fixed maturities:				
U.S. Government and government agency obligations	\$1,709	\$103,410	\$ —	\$105,119
Foreign government obligations				
State and local government obligations		347,659	887	348,546
Residential mortgage-backed securities		196,262		196,262
Commercial mortgage-backed securities	_	20,703	_	20,703
Corporate obligations		183,330	7,103	190,433
Other debt obligations		79,982	2,503	82,485
Redeemable preferred stocks	3,801	_	494	4,295
Total fixed maturities	5,510	931,346	10,987	947,843
Equity securities:				
Common stocks	53,165	_	3,778	56,943
Nonredeemable preferred stocks	18,318	3,624	_	21,942
Total equity securities	71,483	3,624	3,778	78,885
Total fixed maturities and equity securities	76,993	934,970	14,765	1,026,728
Cash and cash equivalents	72,982		_	72,982
Total fixed maturities, equity securities and cash and cash equivalents at fair value	\$149,975	\$934,970	\$14,765	\$1,099,710

The following table presents the Company's investment portfolio, categorized by the level within the fair value hierarchy in which the fair value measurements fell as of December 31, 2013:

•	Level 1	Level 2	Level 3	Total		
	(Dollars in thousands)					
Fixed maturities:						
U.S. Government and government agency	\$1,486	\$92,871	\$ —	\$94,357		
obligations		2 7 7 2		2 7 7 2		
Foreign government obligations		3,553		3,553		
State and local government obligations		355,944	859	356,803		
Residential mortgage-backed securities		202,225		202,225		
Commercial mortgage-backed securities		34,963		34,963		
Corporate obligations		187,481	4,969	192,450		
Other debt obligations		41,805	3,311	45,116		
Redeemable preferred stocks	3,625		487	4,112		
Total fixed maturities	5,111	918,842	9,626	933,579		
Equity securities:						
Common stocks	48,145		1,500	49,645		
Nonredeemable preferred stocks	11,972	3,570	583	16,125		
Total equity securities	60,117	3,570	2,083	65,770		
Total fixed maturities and equity securities	65,228	922,412	11,709	999,349		
Cash and cash equivalents	35,684			35,684		
Total fixed maturities, equity securities and cash and cash equivalents at fair value	\$100,912	\$922,412	\$11,709	\$1,035,033		

The tables above exclude other invested assets of \$45.6 million and \$40.4 million at September 30, 2014 and December 31, 2013, respectively. Other invested assets include investments in limited partnerships which are accounted for under the equity method. Equity method investments are not reported at fair value.

The Company uses the end of the reporting period as its policy for determining transfers into and out of each level. During the three and nine months ended September 30, 2014, the Company transferred seven nonredeemable preferred stocks, with an aggregate value of \$6.1 million, from Level 2 to Level 1 due to increases in trading activity. Conversely, during the same nine month period, the Company transferred six other nonredeemable preferred stocks, with an aggregate value of \$5.0 million, from Level 1 to Level 2 due to decreases in trading activity. There were no transfers from Level 1 to Level 2 during the three months ended September 30, 2014.

During the nine months ended September 30, 2013, the Company transferred \$3.8 million of nonredeemable preferred stocks and \$1.0 million of redeemable preferred stocks from Level 2 to Level 1 due to increases in trading activity. Of these transfers, \$3.5 million of the nonredeemable preferred stocks were transferred in the third quarter of 2013. There were no transfers from Level 1 to Level 2 during the three or nine months ended September 30, 2013.

Table of Contents

The following tables present a reconciliation of the beginning and ending balances for all investments measured at fair value on a recurring basis using Level 3 inputs for the three and nine months ended September 30, 2014 and 2013. The transfers into Level 3 during the three and nine months ended September 30, 2014 and 2013 were due to decreases in the availability of market observable inputs. All transfers are reflected in the table at fair value as of the end of the reporting period.

1 61	Three Months Ended September 30, 2014 State and								
	Local Government	Corporate Obligation		Other Obliga			eemable erred ek	Common Stock	
	Obligations								
	(Dollars in the \$887	s6,019		\$2,51	0	\$49	2	\$3,844	
Beginning balance at July 1, 2014 Total gains or (losses):	φ007	\$0,019		\$2,31	U	949	3	φ3,0 44	
Included in earnings		_		_				_	
Included in other comprehensive		100		(7	,			166	
income		128		(7)	1		(66)
Purchases and issuances		_		_		_		_	
Sales, settlements and redemptions	_	(59)	_		_		_	
Transfers in and/or (out) of Level 3	_	1,015		_		_		_	
Ending balance at September 30, 2014	\$887	\$7,103		\$2,50	3	\$49	4	\$3,778	
The amount of total gains or (losses) for the period included in earnings and attributable to the change in unrealized gains or (losses) relating to assets still held at the reporting data.	\$—	\$—		\$—		\$—		\$—	
at the reporting date	Nine Month	s Ended Sept	tembe	r 30 - 20	114				
	State and	is Effect Sept	CIIIOC	1 50, 20					
	Local	Corporate t Obligations		r Debt gations	Redeem Preferre Stock		Common Stock	Nonredee Preferred Stock	
Beginning balance at January 1,			ф 2 . 2	1 1	¢ 407		¢1.500	Φ 5 02	
2014	\$859	\$4,969	\$3,3	11	\$487		\$1,500	\$ 583	
Total gains or (losses):									
Included in earnings		_	24						
Included in other comprehensive income	28	280	(21)	7		12	_	
Purchases and issuances		1,000	—				2,266		
Sales, settlements and redemptions	_		(811)	_			(583)
Transfers in and/or (out) of Level 3		1,015	_		_				
Ending balance at September 30, 2014	\$887	\$7,103	\$2,5	03	\$494		\$3,778	\$ <i>-</i>	
The amount of total gains or (losses)) \$—	\$ —	\$ —		\$ —		\$ —	\$ <i>—</i>	
for the period included in earnings and attributable to the change in unrealized gains or (losses) relating	,		•		·				

to assets still held at the reporting date

held at the reporting date

Three Months Ended September 30, 2013						
	State and	-			Redeemable	Nonredeemable
	Local	Corporate		Other Debt	Preferred	Preferred
	Government	Obligations		Obligations	Stock	Stock
	Obligations				Stock	Stock
	(Dollars in the	ousands)				
Beginning balance at July 1, 2013	\$844	\$8,617		\$—	\$481	\$ 963
Total gains or (losses):						
Included in earnings					_	_
Included in other comprehensive	13	(240)		4	12
income	13	(210	,		•	12
Purchases and issuances					_	_
Sales, settlements and redemptions		(55)			
Transfers in and/or (out) of Level 3				2,510		
Ending balance at September 30, 2013	\$857	\$8,322		\$2,510	\$485	\$ 975
The amount of total gains or (losses) for						
the period included in earnings and						
attributable to the change in unrealized	\$—	\$ —		\$—	\$—	\$ —
gains or (losses) relating to assets still						
held at the reporting date						
	Nima Mantha I	Ended Conton	. l	20 2012		
	Nine Months	Ended Septen	nbe	er 30, 2013		
	State and	Componeto		Other Debt	Redeemable	Nonredeemable
	Local Government	Corporate Obligations		Obligations	Preferred	Preferred
	Obligations	Obligations		Obligations	Stock	Stock
	(Dollars in the	oucondo)				
Beginning balance at January 1, 2013	\$837	\$7,658		\$—	\$483	\$ —
Total gains or (losses):	Ψ637	\$7,030		ψ—	Φ403	ψ —
Included in earnings						_
Included in other comprehensive						
income	20	(189)	_	2	6
Purchases and issuances		1,000				969
Sales, settlements and redemptions		•)		_	_
-		(141)				
Transfers in and/or (out) of Level 3	_	(147	,	2 510		
Transfers in and/or (out) of Level 3 Ending balance at September 30, 2013	 \$857	_	,	2,510 \$2,510	 \$485	 \$ 975
Ending balance at September 30, 2013	 \$857	\$8,322	,	2,510 \$2,510	 \$485	 \$ 975
Ending balance at September 30, 2013 The amount of total gains or (losses) for		_	,		 \$485	
Ending balance at September 30, 2013 The amount of total gains or (losses) for the period included in earnings and		\$8,322	,	\$2,510		
Ending balance at September 30, 2013 The amount of total gains or (losses) for		_	,		\$485 \$—	

At September 30, 2014, the Company had 14 securities with a fair value of \$14.8 million that are included in Level 3, which represented 1.4% of its total investments reported at fair value. The significant unobservable inputs used by the brokers and pricing services in establishing fair values of the Company's Level 3 securities are primarily spreads to U.S. Treasury rates and discounts to comparable securities. The specifics of such spreads and discounts were not made available to the Company. Significant increases (decreases) on spreads to U.S. Treasury rates and discount spreads to comparable securities would result in lower (higher) fair value measurements. Generally, a change in the assumption used for determining a spread is accompanied by market factors that warrant an adjustment for the credit risk and liquidity premium of the security. As the total fair value of Level 3 securities is 4.1% of the Company's shareholders'

equity at September 30, 2014, any change in unobservable inputs would not have a material impact on the Company's financial position.

3. Investments

Under other-than-temporary impairment accounting guidance, if management can assert that it does not intend to sell an impaired fixed maturity security and it is not more likely than not that it will be required to sell the security before recovery of its amortized cost basis, then an entity may separate the other-than-temporary impairments into two components: 1) the amount related to credit losses (recorded in earnings) and 2) the amount related to all other factors (recorded in other comprehensive income (loss)). The credit related portion of an other-than-temporary impairment is measured by comparing a security's amortized cost to the present value of its current expected cash flows discounted at its effective yield prior to the impairment charge. If management intends to sell an impaired security, or it is more likely than not that it will be required to sell the security before recovery, an impairment charge recorded in earnings is required to reduce the amortized cost of that security to fair value.

The cost or amortized cost and fair value of investments in fixed maturities and equity securities are as follows:

Cost or	Gross	Gross	
Amortized	Unrealized	Unrealized	Fair Value
		Losses	
(Dollars in the	ousands)		
\$102,225	\$2,952	\$(58)	\$105,119
336,897	12,130	(481	348,546
189,788	8,221	(1,747	196,262
19,672	1,036	(5	20,703
183,142	7,793	(502	190,433
82,819	219	(553	82,485
4,168	133	(6	4,295
918,711	32,484	(3,352	947,843
49,743	9,290	(2,090	56,943
20,690	1,505	(253	21,942
70,433	10,795	(2,343	78,885
\$989,144	\$43,279	\$(5,695	\$1,026,728
\$91,360	\$3,282	\$(285)	\$94,357
3,529	24		3,553
351,866	8,155	(3,218	356,803
197,376	8,034	(3,185	202,225
33,503	1,483	(23	34,963
186,899	7,060	(1,509	192,450
45,448	146	(478	45,116
4,168	72	(128	4,112
914,149	28,256	(8,826	933,579
39,755	10,842	(952	49,645
15,782	1,047	(704	16,125
55,537	11,889	(1,656	65,770
\$969,686	\$40,145	\$(10,482	\$999,349
	Amortized Cost (Dollars in the State of Cost (Dollars in the State	Amortized Gains (Dollars in thousands) \$102,225 \$2,952 336,897 12,130 189,788 8,221 19,672 1,036 183,142 7,793 82,819 219 4,168 133 918,711 32,484 49,743 9,290 20,690 1,505 70,433 10,795 \$989,144 \$43,279 \$91,360 \$3,282 3,529 24 351,866 8,155 197,376 8,034 33,503 1,483 186,899 7,060 45,448 146 4,168 72 914,149 28,256 39,755 10,842 15,782 1,047 55,537 11,889	Amortized Gains (Dollars in thousands) \$102,225 \$2,952 \$(58) 336,897 12,130 (481) 189,788 8,221 (1,747) 19,672 1,036 (5) 183,142 7,793 (502) 82,819 219 (553) 4,168 133 (6) 918,711 32,484 (3,352) 49,743 9,290 (2,090) 20,690 1,505 (253) 70,433 10,795 (2,343) \$989,144 \$43,279 \$(5,695) \$91,360 \$3,282 \$(285) 70,433 \$10,795 (2,343) \$989,144 \$43,279 \$(5,695) \$91,360 \$3,282 \$(285) 3,529 24 — 351,866 8,155 (3,218) 197,376 8,034 (3,185) 33,503 1,483 (23) 186,899 7,060 (1,509) 45,448 146 (478) 4,168 72 (128) 914,149 28,256 (8,826) 39,755 10,842 (952) 15,782 1,047 (704) 55,537 11,889 (1,656)

The table above excludes other invested assets of \$45.6 million and \$40.4 million at September 30, 2014 and December 31, 2013, respectively. Other invested assets include investments in limited partnerships which are accounted for under the equity method. Equity method investments are not reported at fair value.

State and local government obligations represented approximately 36.8% of the Company's fixed maturity portfolio at September 30, 2014, with approximately \$286.5 million, or 82.2%, of the Company's state and local government obligations held in special revenue obligations, and the remaining amount held in general obligations. The Company's state and local government obligations portfolio is high quality, as 98.8% of such securities were rated investment grade (as determined by nationally recognized agencies) at September 30, 2014. The Company had no state and local government obligations for any state, municipality or political subdivision that comprised 10% or more of the total amortized cost or fair value of such obligations at September 30, 2014.

The non-credit portion of other-than-temporary impairment charges is included in other comprehensive income. Cumulative non-credit charges taken for securities still owned at September 30, 2014 and December 31, 2013 were \$3.3 million and \$3.5 million, respectively.

The amortized cost and fair value of fixed maturities at September 30, 2014, by contractual maturity, are shown below. Other debt obligations, which are primarily comprised of asset-backed securities other than mortgage-backed securities are categorized based on their average maturity. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The average life of mortgage-backed securities is 4.0 years in the Company's investment portfolio.

Amortized cost and fair value of the fixed maturities in the Company's investment portfolio were as follows:

	Amortized	Fair Value		
	Cost	Tan value		
	(Dollars in thousands)			
Due in one year or less	\$22,206	\$22,458		
Due after one year through five years	291,379	301,098		
Due after five years through ten years	300,223	308,683		
Due after ten years	95,443	98,639		
	709,251	730,878		
Mortgage-backed securities	209,460	216,965		
Total	\$918,711	\$947,843		

Gains and losses on the sale of investments, including other-than-temporary impairment charges and other invested assets' gains or losses, were as follows:

· ·	Three Mor	nths Ended	Nine Mont	Nine Months Ended September						
	September	30,	30,	-						
	2014	2013	2014	2013						
	(Dollars in	(Dollars in thousands)								
Fixed maturity gains	\$172	\$405	\$1,079	\$2,104						
Fixed maturity losses	(32) (33) (262) (38						
Equity security gains	1,827	625	2,766	1,835						
Equity security losses	(319) (147) (530) (216						
Other invested assets, net gains	974	503	3,241	1,748						
Net realized gains on investments	\$2,622	\$1,353	\$6,294	\$5,433						

Pre-tax net realized gains on investments of \$2.6 million and \$6.3 million for the three and nine months ended September 30, 2014 were partially generated from net realized gains associated with the sales or redemptions of securities of \$1.9 million and \$3.8 million, respectively. The gains on equity and fixed maturity securities were primarily due to favorable market conditions that increased the value of securities over book value. Other invested assets generated net gains of \$1.0 million and \$3.2 million for the three and nine months ended September 30, 2014, respectively. Offsetting these gains for the three and nine months ended September 30, 2014, were other-than-temporary impairment charges of \$0.3 million and \$0.7 million, respectively, related to several securities due to the uncertainty surrounding the timing and extent of recovery.

Pre-tax net realized gains on investments of \$1.4 million and \$5.4 million for the three and nine months ended September 30, 2013 were primarily generated from net realized gains associated with the sales or redemptions of securities of \$1.0 million and \$3.8 million, respectively. The gains on equity and fixed maturity securities were

primarily due to favorable market conditions that increased the value of securities over book value. Other invested assets generated net gains of \$0.5 million and \$1.8 million for the three and nine months ended September 30, 2013, respectively. Offsetting these gains were other-than-temporary impairment

charges of \$0.1 million and \$0.2 million for the three and nine months ended September 30, 2013 on several equity securities due to the uncertainty surrounding the timing and extent of recovery.

The following table summarizes the Company's gross unrealized losses on fixed maturities and equity securities and the length of time that individual securities have been in a continuous unrealized loss position:

<i>G</i> , , , , , , , , , , , , , , , , , , ,	Less than Twelve Months					Twelve Months or More						
	Fair Value	Unrealize Losses		Fair Value as % of Cost		Number of Holdings	Fair Value	Unrealize Losses	ed	Fair Value as % of Cost		Number of Holdings
	(Dollars in	thousands	(3)									
September 30, 2014												
Fixed maturities:												
U.S. Government and	¢0.105	¢ (57	`	00.4	07	11	¢ 10	¢ (1	`	98.0	%	1
government agency obligations	\$9,195	\$(57)	99.4	%	11	\$48	\$(1)	98.0	%	1
State and local												
government obligations	22,208	(205)	99.1	%	18	12,151	(276)	97.8	%	10
Residential	•											
mortgage-backed	36,520	(321)	99.1	%	31	39,568	(1,426)	96.5	%	34
securities	,						,					
Commercial												
mortgage-backed	1,055	(2)	99.8	%	1	1,048	(3)	99.7	%	1
securities												
Corporate obligations	16,834	(151)	99.1		20	13,161	(351)	97.4		11
Other debt obligations	47,713	(374)	99.2	%	51	10,863	(179)	98.4	%	11
Redeemable preferred	999	(1)	99.9	%	1	494	(5)	99.0	%	1
stocks	124 524	`	`	00.2	07	122	77 222	•	<u></u>	07.2	01	<i>(</i> 0
Total fixed maturities	134,524	(1,111)	99.2	%	133	77,333	(2,241)	97.2	%	69
Equity securities: Common stocks	20,707	(2,090	`	90.8	0%	35				0.0	0%	
Nonredeemable			_					_				
preferred stocks	5,521	(84)	98.5	%	11	2,832	(169)	94.4	%	3
Total equity securities	26,228	(2,174)	92.3	%	46	2,832	(169)	94.4	%	3
Total fixed maturities								•	ĺ			
and equity securities	\$160,752	\$(3,285)	98.0	%	179	\$80,165	\$(2,410)	97.1	%	72
December 31, 2013												
Fixed maturities:												
U.S. Government and												
government agency	\$19,307	\$(285)	98.5	%	19	\$ —	\$ —		0.0	%	_
obligations												
State and local	110,694	(3,077)	97.3	%	81	859	(141)	85.9	%	1
government obligations Residential			-									
	64,858	(2,286	`	96.6	0%	55	12,445	(899	`	93.3	%	0
mortgage-backed securities	04,030	(2,200)	<i>3</i> 0.0	70	33	14,443	(077)	73.3	-/0	7
Commercial												
mortgage-backed	2,773	(23)									
securities	,	\—-	,									