

National Interstate CORP  
Form 10-Q  
August 03, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the quarterly period ended June 30, 2012

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)

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**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**34-1607394**  
(I.R.S. Employer  
Identification No.)

**3250 Interstate Drive**  
**Richfield, Ohio 44286-9000**  
**(330) 659-8900**

(Address and telephone number of principal executive offices)

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  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. (Check One):

Large Accelerated Filer  Accelerated Filer

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  No

The number of shares outstanding of the registrant's sole class of common shares as of August 1, 2012 was 19,476,370.

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**National Interstate Corporation**

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**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)**

|                                                                                                             | <b>June 30,<br/>2012<br/>(Unaudited)</b> | <b>December 31,<br/>2011</b> |
|-------------------------------------------------------------------------------------------------------------|------------------------------------------|------------------------------|
| <b>ASSETS</b>                                                                                               |                                          |                              |
| Investments:                                                                                                |                                          |                              |
| Fixed maturities available-for-sale, at fair value (amortized cost - \$926,119 and \$911,363, respectively) | \$ 960,121                               | \$ 937,619                   |
| Equity securities available-for-sale, at fair value (amortized cost - \$22,710 and \$30,987, respectively)  | 25,341                                   | 31,750                       |
| Other invested assets                                                                                       | 34,822                                   | 28,061                       |
| Total investments                                                                                           | 1,020,284                                | 997,430                      |
| Cash and cash equivalents                                                                                   | 40,365                                   | 23,674                       |
| Accrued investment income                                                                                   | 9,366                                    | 9,160                        |
| Premiums receivable, net of allowance for doubtful accounts of \$2,177 and \$2,662, respectively            | 207,074                                  | 171,518                      |
| Reinsurance recoverable on paid and unpaid losses                                                           | 191,756                                  | 199,081                      |
| Prepaid reinsurance premiums                                                                                | 39,427                                   | 33,225                       |
| Deferred policy acquisition costs                                                                           | 27,158                                   | 24,603                       |
| Deferred federal income taxes                                                                               | 22,165                                   | 26,241                       |
| Property and equipment, net                                                                                 | 24,798                                   | 24,419                       |
| Funds held by reinsurer                                                                                     | 2,328                                    | 3,427                        |
| Intangible assets, net                                                                                      | 8,504                                    | 8,660                        |
| Prepaid expenses and other assets                                                                           | 1,986                                    | 1,940                        |
| Total assets                                                                                                | \$ 1,595,211                             | \$ 1,523,378                 |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>                                                                  |                                          |                              |
| Liabilities:                                                                                                |                                          |                              |
| Unpaid losses and loss adjustment expenses                                                                  | \$ 786,888                               | \$ 776,576                   |
| Unearned premiums and service fees                                                                          | 260,237                                  | 232,548                      |
| Debt                                                                                                        | 22,000                                   | 22,000                       |
| Amounts withheld or retained for accounts of others                                                         | 64,687                                   | 62,531                       |
| Reinsurance balances payable                                                                                | 28,527                                   | 23,593                       |
| Accounts payable and other liabilities                                                                      | 46,822                                   | 41,640                       |
| Commissions payable                                                                                         | 12,208                                   | 10,785                       |
| Assessments and fees payable                                                                                | 5,256                                    | 4,806                        |
| Total liabilities                                                                                           | 1,226,625                                | 1,174,479                    |
| 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 3,934 and 3,952 shares, respectively, in treasury                         | 234                                      | 234                          |

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|                                            |              |              |
|--------------------------------------------|--------------|--------------|
| Additional paid-in capital                 | 51,592       | 51,295       |
| Retained earnings                          | 298,518      | 285,403      |
| Accumulated other comprehensive income     | 23,812       | 17,561       |
| Treasury shares                            | (5,570)      | (5,594)      |
| Total shareholders' equity                 | 368,586      | 348,899      |
| Total liabilities and shareholders' equity | \$ 1,595,211 | \$ 1,523,378 |

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)**

|                                                                | <b>Three Months Ended June 30,</b> |                 | <b>Six Months Ended June 30,</b> |                  |
|----------------------------------------------------------------|------------------------------------|-----------------|----------------------------------|------------------|
|                                                                | <b>2012</b>                        | <b>2011</b>     | <b>2012</b>                      | <b>2011</b>      |
| <b>Revenues:</b>                                               |                                    |                 |                                  |                  |
| Premiums earned                                                | \$ 110,866                         | \$ 106,464      | \$ 220,991                       | \$ 211,603       |
| Net investment income                                          | 8,953                              | 7,796           | 18,136                           | 14,698           |
| Net realized gains on investments (*)                          | 421                                | 1,316           | 2,163                            | 2,516            |
| Other                                                          | 814                                | 854             | 1,643                            | 1,970            |
| <b>Total revenues</b>                                          | <b>121,054</b>                     | <b>116,430</b>  | <b>242,933</b>                   | <b>230,787</b>   |
| <b>Expenses:</b>                                               |                                    |                 |                                  |                  |
| Losses and loss adjustment expenses                            | 82,860                             | 78,570          | 163,413                          | 153,229          |
| Commissions and other underwriting expenses                    | 22,636                             | 21,417          | 44,170                           | 41,912           |
| Other operating and general expenses                           | 4,569                              | 4,095           | 9,499                            | 8,636            |
| Expense on amounts withheld                                    | 971                                | 979             | 2,011                            | 1,819            |
| Interest expense                                               | 63                                 | 55              | 125                              | 109              |
| <b>Total expenses</b>                                          | <b>111,099</b>                     | <b>105,116</b>  | <b>219,218</b>                   | <b>205,705</b>   |
| Income before income taxes                                     | 9,955                              | 11,314          | 23,715                           | 25,082           |
| Provision for income taxes                                     | 2,690                              | 3,255           | 6,704                            | 7,605            |
| <b>Net income</b>                                              | <b>\$ 7,265</b>                    | <b>\$ 8,059</b> | <b>\$ 17,011</b>                 | <b>\$ 17,477</b> |
| <b>Net income per share - basic</b>                            | <b>\$ 0.37</b>                     | <b>\$ 0.42</b>  | <b>\$ 0.88</b>                   | <b>\$ 0.90</b>   |
| <b>Net income per share - diluted</b>                          | <b>\$ 0.37</b>                     | <b>\$ 0.41</b>  | <b>\$ 0.87</b>                   | <b>\$ 0.90</b>   |
| <b>Weighted average of common shares outstanding - basic</b>   | <b>19,415</b>                      | <b>19,368</b>   | <b>19,412</b>                    | <b>19,367</b>    |
| <b>Weighted average of common shares outstanding - diluted</b> | <b>19,535</b>                      | <b>19,482</b>   | <b>19,540</b>                    | <b>19,479</b>    |
| <b>Cash dividends per common share</b>                         | <b>\$ 0.10</b>                     | <b>\$ 0.09</b>  | <b>\$ 0.20</b>                   | <b>\$ 0.18</b>   |

(\*) Consists of the following:

|                                                             |             |          |              |          |
|-------------------------------------------------------------|-------------|----------|--------------|----------|
| Net realized gains before impairment losses                 | \$ 485      | \$ 1,316 | \$ 2,307     | \$ 2,516 |
| Total losses on securities with impairment charges          | (64)        |          | (144)        |          |
| Non-credit portion recognized in other comprehensive income |             |          |              |          |
| <b>Net impairment charges recognized in earnings</b>        | <b>(64)</b> |          | <b>(144)</b> |          |

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|                                   |    |     |    |       |    |       |    |       |
|-----------------------------------|----|-----|----|-------|----|-------|----|-------|
| Net realized gains on investments | \$ | 421 | \$ | 1,316 | \$ | 2,163 | \$ | 2,516 |
|-----------------------------------|----|-----|----|-------|----|-------|----|-------|

See notes to consolidated financial statements.

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**National Interstate Corporation and Subsidiaries**

**Consolidated Statements of Comprehensive Income**

**(Unaudited)**

**(Dollars in thousands)**

|                                                                           | <b>Three Months Ended June 30,</b> |             | <b>Six Months Ended June 30,</b> |             |
|---------------------------------------------------------------------------|------------------------------------|-------------|----------------------------------|-------------|
|                                                                           | <b>2012</b>                        | <b>2011</b> | <b>2012</b>                      | <b>2011</b> |
| Net Income                                                                | \$ 7,265                           | \$ 8,059    | \$ 17,011                        | \$ 17,477   |
| Other comprehensive income, before tax:                                   |                                    |             |                                  |             |
| Net unrealized gains on available-for-sale securities:                    |                                    |             |                                  |             |
| Net unrealized holding gains on securities arising during the period      | 2,149                              | 10,953      | 12,050                           | 11,477      |
| Reclassification adjustment for net realized gains included in net income | (2,102)                            | (817)       | (2,434)                          | (1,805)     |
| Total other comprehensive income, before tax                              | 47                                 | 10,136      | 9,616                            | 9,672       |
| Deferred income taxes on other comprehensive income                       | 16                                 | 3,547       | 3,365                            | 3,385       |
| Other comprehensive income, net of tax                                    | 31                                 | 6,589       | 6,251                            | 6,287       |
| Total comprehensive income                                                | \$ 7,296                           | \$ 14,648   | \$ 23,262                        | \$ 23,764   |

See notes to consolidated financial statements.



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

|                                                                                                                | <b>Common<br/>Stock</b> | <b>Additional<br/>Paid-In<br/>Capital</b> | <b>Retained<br/>Earnings</b> | <b>Accumulated<br/>Other<br/>Comprehensive<br/>Income</b> | <b>Treasury<br/>Stock</b> | <b>Total</b> |
|----------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------------|------------------------------|-----------------------------------------------------------|---------------------------|--------------|
| Balance at January 1, 2012                                                                                     | \$ 234                  | \$ 51,295                                 | \$ 285,403                   | \$ 17,561                                                 | \$ (5,594)                | \$ 348,899   |
| Net income                                                                                                     |                         |                                           | 17,011                       |                                                           |                           | 17,011       |
| Other comprehensive income, net of tax                                                                         |                         |                                           |                              | 6,251                                                     |                           | 6,251        |
| Comprehensive income                                                                                           |                         |                                           |                              |                                                           |                           | 23,262       |
| Dividends on common stock                                                                                      |                         |                                           | (3,896)                      |                                                           |                           | (3,896)      |
| Issuance of 17,465 treasury shares upon exercise of options<br>and restricted stock issued, net of forfeitures |                         | (125)                                     |                              |                                                           | 24                        | (101)        |
| Net tax effect from exercise/vesting of stock-based<br>compensation                                            |                         | 80                                        |                              |                                                           |                           | 80           |
| Stock compensation expense                                                                                     |                         | 342                                       |                              |                                                           |                           | 342          |
| Balance at June 30, 2012                                                                                       | \$ 234                  | \$ 51,592                                 | \$ 298,518                   | \$ 23,812                                                 | \$ (5,570)                | \$ 368,586   |
| Balance at January 1, 2011                                                                                     | \$ 234                  | \$ 50,273                                 | \$ 258,473                   | \$ 6,251                                                  | \$ (5,653)                | \$ 309,578   |
| Cumulative effect of accounting change                                                                         |                         |                                           | (1,612)                      |                                                           |                           | (1,612)      |
| Balance at January 1, 2011, as adjusted                                                                        | 234                     | 50,273                                    | 256,861                      | 6,251                                                     | (5,653)                   | 307,966      |
| Net income                                                                                                     |                         |                                           | 17,477                       |                                                           |                           | 17,477       |
| Other comprehensive income, net of tax                                                                         |                         |                                           |                              | 6,287                                                     |                           | 6,287        |
| Comprehensive income                                                                                           |                         |                                           |                              |                                                           |                           | 23,764       |
| Dividends on common stock                                                                                      |                         |                                           | (3,502)                      |                                                           |                           | (3,502)      |
| Issuance of 11,502 treasury shares upon exercise of options<br>and restricted stock issued, net of forfeitures |                         | (136)                                     |                              |                                                           | 16                        | (120)        |
| Net tax effect from exercise/vesting of stock-based<br>compensation                                            |                         | 54                                        |                              |                                                           |                           | 54           |
| Stock compensation expense                                                                                     |                         | 413                                       |                              |                                                           |                           | 413          |
| Balance at June 30, 2011                                                                                       | \$ 234                  | \$ 50,604                                 | \$ 270,836                   | \$ 12,538                                                 | \$ (5,637)                | \$ 328,575   |

See notes to consolidated financial statements.

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

|                                                                                                             | <b>Six Months Ended June 30,</b> |             |
|-------------------------------------------------------------------------------------------------------------|----------------------------------|-------------|
|                                                                                                             | <b>2012</b>                      | <b>2011</b> |
| <b>Operating activities</b>                                                                                 |                                  |             |
| Net income                                                                                                  | \$ 17,011                        | \$ 17,477   |
| Adjustments to reconcile net income to net cash provided by operating activities:                           |                                  |             |
| Net amortization of bond premiums and discounts                                                             | 3,306                            | 4,999       |
| Provision for depreciation and amortization                                                                 | 2,175                            | 1,806       |
| Net realized gains on investment securities                                                                 | (2,163)                          | (2,516)     |
| Deferred federal income taxes                                                                               | 712                              | (640)       |
| Stock compensation expense                                                                                  | 342                              | 413         |
| Increase in deferred policy acquisition costs, net                                                          | (2,555)                          | (6,575)     |
| Increase (decrease) in reserves for losses and loss adjustment expenses                                     | 10,312                           | (3,249)     |
| Increase in premiums receivable                                                                             | (35,556)                         | (40,023)    |
| Increase in unearned premiums and service fees                                                              | 27,689                           | 37,354      |
| Decrease in interest receivable and other assets                                                            | 847                              | 1,740       |
| Increase in prepaid reinsurance premiums                                                                    | (6,202)                          | (4,931)     |
| Increase (decrease) in accounts payable, commissions and other liabilities and assessments and fees payable | 7,055                            | (6,608)     |
| Increase in amounts withheld or retained for accounts of others                                             | 2,156                            | 1,870       |
| Decrease in reinsurance recoverable                                                                         | 7,325                            | 7,239       |
| Increase in reinsurance balances payable                                                                    | 4,934                            | 11,955      |
| Other                                                                                                       | (48)                             | (69)        |
| Net cash provided by operating activities                                                                   | 37,340                           | 20,242      |
| <b>Investing activities</b>                                                                                 |                                  |             |
| Purchases of fixed maturities                                                                               | (113,253)                        | (158,400)   |
| Purchases of equity securities                                                                              | (1,720)                          | (10,814)    |
| Proceeds from sale of fixed maturities                                                                      | 24,737                           | 10,022      |
| Proceeds from sale of equity securities                                                                     | 10,231                           | 5,164       |
| Proceeds from maturities and redemptions of investments                                                     | 72,323                           | 147,410     |
| Change in other investments, net                                                                            | (6,700)                          | (13,000)    |
| Collection of amounts refundable on purchase price of Vanliner                                              |                                  | 14,256      |
| Capital expenditures                                                                                        | (2,350)                          | (939)       |
| Net cash used in investing activities                                                                       | (16,732)                         | (6,301)     |
| <b>Financing activities</b>                                                                                 |                                  |             |
| Additional debt borrowings                                                                                  |                                  | 2,000       |
| Net tax effect from exercise/vesting of stock-based compensation                                            | 80                               | 54          |
| Issuance of common shares from treasury upon exercise of stock options or stock award grants                | (101)                            | (120)       |
| Cash dividends paid on common shares                                                                        | (3,896)                          | (3,502)     |
| Net cash used in financing activities                                                                       | (3,917)                          | (1,568)     |
| Net increase in cash and cash equivalents                                                                   | 16,691                           | 12,373      |

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|                                                  |           |           |
|--------------------------------------------------|-----------|-----------|
| Cash and cash equivalents at beginning of period | 23,674    | 27,054    |
| Cash and cash equivalents at end of period       | \$ 40,365 | \$ 39,427 |

See notes to consolidated financial statements.

**Table of Contents****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 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), Triumpher Casualty Company (TCC), National Interstate Insurance Agency, Inc. (NIIA), Hudson Management Group, Ltd., Vanliner Group, Inc., 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, 2011. 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 six month periods ended June 30, 2012 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2012.

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. Certain reclassifications have been made to financial information presented for prior years to conform to the current year's presentation. All adjustments to financial information for prior years pertain to the retrospective adoption of Accounting Standards Update No. 2010-26, *Financial Services - Insurance* (ASU 2010-26), as discussed in Note 2 - Recent Accounting Pronouncements.

**2. Recent Accounting Pronouncements**

Effective January 1, 2012, the Company retrospectively adopted ASU 2010-26. ASU 2010-26 amends Accounting Standard Codification 944, *Financial Services - Insurance*, limiting the capitalization of costs incurred in the acquisition of new and renewal contracts to incremental direct costs of contract acquisition and certain costs related directly to certain acquisition activities performed by the insurer of the contract, which primarily consist of commissions, premium taxes and assessments. The retrospective adoption of ASU 2010-26 resulted in fewer acquisition costs being capitalized by the Company.

The impact of adoption on amounts previously reported is shown in the tables below (in thousands, except per share data):

|                                   | <b>December 31, 2011</b> |
|-----------------------------------|--------------------------|
| Deferred policy acquisition costs |                          |
| As previously reported            | \$ 27,205                |
| As adjusted                       | 24,603                   |
| Deferred federal income taxes     |                          |
| As previously reported            | \$ 25,330                |
| As adjusted                       | 26,241                   |
| Shareholders' equity              |                          |
| As previously reported            | \$ 350,590               |
| As adjusted                       | 348,899                  |

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|                                                    | 2011                    |                         |                         |                         |           |
|----------------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-----------|
|                                                    | 1 <sup>st</sup> Quarter | 2 <sup>nd</sup> Quarter | 3 <sup>rd</sup> Quarter | 4 <sup>th</sup> Quarter | Full Year |
| <b>Commissions and other underwriting expenses</b> |                         |                         |                         |                         |           |
| As previously reported                             | \$ 20,325               | \$ 21,196               | \$ 23,103               | \$ 23,113               | \$ 87,737 |
| As adjusted                                        | 20,495                  | 21,417                  | 23,134                  | 22,814                  | 87,860    |
| <b>Net income</b>                                  |                         |                         |                         |                         |           |
| As previously reported                             | \$ 9,528                | \$ 8,203                | \$ 5,849                | \$ 12,048               | \$ 35,628 |
| As adjusted                                        | 9,418                   | 8,059                   | 5,829                   | 12,242                  | 35,548    |
| <b>Net income per share - diluted</b>              |                         |                         |                         |                         |           |
| As previously reported                             | \$ 0.49                 | \$ 0.42                 | \$ 0.30                 | \$ 0.62                 | \$ 1.83   |
| As adjusted                                        | 0.48                    | 0.41                    | 0.30                    | 0.63                    | 1.82      |

Effective January 1, 2012, the Company retrospectively adopted Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* (ASU 2011-05). ASU 2011-05 eliminates the option to report other comprehensive income and its components in the statement of shareholders' equity. As permitted by the standard, comprehensive income is presented herein in a separate statement immediately following the Statements of Income. As the updated guidance only required a change in the format of information already disclosed, the adoption did not have an impact on the Company's cash flows, financial condition, net income or comprehensive income.

Effective January 1, 2012, the Company adopted Accounting Standards Update No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* (ASU 2011-04). ASU 2011-04 clarifies the application of existing fair value measurement and amends certain disclosure requirements. Disclosures required by the guidance are included in Note 3 Fair Value Measurements. The impact of adoption was not material to the Company's results of operations or financial position.

**3. 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 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, compared the valuation received to an independent third party pricing source and considered 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 service, 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



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securities, fixed maturity investments, and perpetual preferred stocks that are not actively traded. Included in Level 2 are \$4.9 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, which the Company believes reflects fair value, but for which 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. Management reviews 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 June 30, 2012:

|                                                                                              | Level 1          | Level 2<br>(Dollars in thousands) | Level 3         | Total               |
|----------------------------------------------------------------------------------------------|------------------|-----------------------------------|-----------------|---------------------|
| <b>Fixed maturities:</b>                                                                     |                  |                                   |                 |                     |
| U.S. Government and government agency obligations                                            | \$ 2,077         | \$ 106,348                        | \$              | \$ 108,425          |
| Foreign government obligations                                                               |                  | 5,691                             |                 | 5,691               |
| State and local government obligations                                                       |                  | 363,501                           | 1,628           | 365,129             |
| Residential mortgage-backed securities                                                       |                  | 210,422                           |                 | 210,422             |
| Commercial mortgage-backed securities                                                        |                  | 36,486                            |                 | 36,486              |
| Corporate obligations                                                                        |                  | 220,764                           | 7,242           | 228,006             |
| Redeemable preferred stocks                                                                  | 5,484            |                                   | 478             | 5,962               |
| <b>Total fixed maturities</b>                                                                | <b>7,561</b>     | <b>943,212</b>                    | <b>9,348</b>    | <b>960,121</b>      |
| <b>Equity securities:</b>                                                                    |                  |                                   |                 |                     |
| Common stocks                                                                                | 24,019           |                                   |                 | 24,019              |
| Perpetual preferred stocks                                                                   | 795              | 131                               | 396             | 1,322               |
| <b>Total equity securities</b>                                                               | <b>24,814</b>    | <b>131</b>                        | <b>396</b>      | <b>25,341</b>       |
| <b>Total fixed maturities and equity securities</b>                                          | <b>32,375</b>    | <b>943,343</b>                    | <b>9,744</b>    | <b>985,462</b>      |
| Cash and cash equivalents                                                                    | 40,365           |                                   |                 | 40,365              |
| <b>Total fixed maturities, equity securities and cash and cash equivalents at fair value</b> | <b>\$ 72,740</b> | <b>\$ 943,343</b>                 | <b>\$ 9,744</b> | <b>\$ 1,025,827</b> |

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 December 31, 2011:

|                                                   | Level 1       | Level 2<br>(Dollars in thousands) | Level 3      | Total          |
|---------------------------------------------------|---------------|-----------------------------------|--------------|----------------|
| <b>Fixed maturities:</b>                          |               |                                   |              |                |
| U.S. Government and government agency obligations | \$ 2,637      | \$ 101,370                        | \$           | \$ 104,007     |
| Foreign government obligations                    |               | 5,723                             |              | 5,723          |
| State and local government obligations            |               | 338,675                           | 1,572        | 340,247        |
| Residential mortgage-backed securities            |               | 225,026                           |              | 225,026        |
| Commercial mortgage-backed securities             |               | 23,484                            |              | 23,484         |
| Corporate obligations                             |               | 222,263                           | 7,256        | 229,519        |
| Redeemable preferred stocks                       | 8,983         | 158                               | 472          | 9,613          |
| <b>Total fixed maturities</b>                     | <b>11,620</b> | <b>916,699</b>                    | <b>9,300</b> | <b>937,619</b> |
| <b>Equity securities:</b>                         |               |                                   |              |                |

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|                                                                                       |               |            |            |               |
|---------------------------------------------------------------------------------------|---------------|------------|------------|---------------|
| Common stocks                                                                         | 30,323        |            |            | 30,323        |
| Perpetual preferred stocks                                                            | 955           | 76         | 396        | 1,427         |
| <b>Total equity securities</b>                                                        | <b>31,278</b> | <b>76</b>  | <b>396</b> | <b>31,750</b> |
| Total fixed maturities and equity securities                                          | 42,898        | 916,775    | 9,696      | 969,369       |
| Cash and cash equivalents                                                             | 23,674        |            |            | 23,674        |
| Total fixed maturities, equity securities and cash and cash equivalents at fair value | \$ 66,572     | \$ 916,775 | \$ 9,696   | \$ 993,043    |

The tables above exclude investments in limited partnerships accounted for under the equity method of \$34.8 million and \$28.1 million (included in other invested assets ) at June 30, 2012 and December 31, 2011, respectively. Equity method investments are not reported at fair value.



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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 six months ended June 30, 2012 there were four perpetual preferred stocks totaling \$45 thousand that transferred from Level 1 to Level 2, and for the six months ending June 30, 2012 there was a \$0.2 million redeemable preferred stock that transferred from Level 2 to Level 1 due to changes in trading activity. The following table presents 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 six months ended June 30, 2012.

|                                                                                                                                                                                              | Three Months Ended June 30, 2012                   |                          |                                  |                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------|----------------------------------|---------------------------------|
|                                                                                                                                                                                              | State<br>and<br>Local<br>Government<br>Obligations | Corporate<br>Obligations | Redeemable<br>Preferred<br>Stock | Perpetual<br>Preferred<br>Stock |
|                                                                                                                                                                                              | (Dollars in thousands)                             |                          |                                  |                                 |
| Beginning balance at April 1, 2012                                                                                                                                                           | \$ 1,665                                           | \$ 7,121                 | \$ 470                           | \$ 396                          |
| Total gains or (losses):                                                                                                                                                                     |                                                    |                          |                                  |                                 |
| Included in earnings                                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Included in other comprehensive income                                                                                                                                                       | (37)                                               | 200                      | 8                                |                                 |
| Purchases and issuances                                                                                                                                                                      |                                                    |                          |                                  |                                 |
| Sales, settlements and redemptions                                                                                                                                                           |                                                    | (79)                     |                                  |                                 |
| Transfers in and/or (out) of Level 3                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Ending balance at June 30, 2012                                                                                                                                                              | \$ 1,628                                           | \$ 7,242                 | \$ 478                           | \$ 396                          |
| 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 | \$                                                 | \$                       | \$                               | \$                              |

|                                                                                                                                                                                              | Six Months Ended June 30, 2012                     |                          |                                  |                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------|----------------------------------|---------------------------------|
|                                                                                                                                                                                              | State<br>and<br>Local<br>Government<br>Obligations | Corporate<br>Obligations | Redeemable<br>Preferred<br>Stock | Perpetual<br>Preferred<br>Stock |
|                                                                                                                                                                                              | (Dollars in thousands)                             |                          |                                  |                                 |
| Beginning balance at January 1, 2012                                                                                                                                                         | \$ 1,572                                           | \$ 7,256                 | \$ 472                           | \$ 396                          |
| Total gains or (losses):                                                                                                                                                                     |                                                    |                          |                                  |                                 |
| Included in earnings                                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Included in other comprehensive income                                                                                                                                                       | 56                                                 | 113                      | 6                                |                                 |
| Purchases and issuances                                                                                                                                                                      |                                                    |                          |                                  |                                 |
| Sales, settlements and redemptions                                                                                                                                                           |                                                    | (127)                    |                                  |                                 |
| Transfers in and/or (out) of Level 3                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Ending balance at June 30, 2012                                                                                                                                                              | \$ 1,628                                           | \$ 7,242                 | \$ 478                           | \$ 396                          |
| 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 | \$                                                 | \$                       | \$                               | \$                              |

The following table presents 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 six months ended June 30, 2011.

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|                                                                                                                                                                                              | Three Months Ended June 30, 2011                   |                          |                                  |                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------|----------------------------------|---------------------------------|
|                                                                                                                                                                                              | State<br>and<br>Local<br>Government<br>Obligations | Corporate<br>Obligations | Redeemable<br>Preferred<br>Stock | Perpetual<br>Preferred<br>Stock |
|                                                                                                                                                                                              | (Dollars in thousands)                             |                          |                                  |                                 |
| Beginning balance at April 1, 2011                                                                                                                                                           | \$ 4,210                                           | \$ 2,268                 | \$ 2,423                         | \$ 396                          |
| Total gains or (losses):                                                                                                                                                                     |                                                    |                          |                                  |                                 |
| Included in earnings                                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Included in other comprehensive income                                                                                                                                                       | 91                                                 | 11                       | 24                               |                                 |
| Purchases and issuances                                                                                                                                                                      |                                                    |                          |                                  |                                 |
| Sales, settlements and redemptions                                                                                                                                                           |                                                    | (63)                     | (2,000)                          |                                 |
| Transfers in and/or (out) of Level 3                                                                                                                                                         |                                                    |                          |                                  |                                 |
| Ending balance at June 30, 2011                                                                                                                                                              | \$ 4,301                                           | \$ 2,216                 | \$ 447                           | \$ 396                          |
| 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 | \$                                                 | \$                       | \$                               | \$                              |

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|                                                                                                                                                                                              | Six Months Ended June 30, 2011         |                       |                            |                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------|----------------------------|---------------------------|
|                                                                                                                                                                                              | State and Local Government Obligations | Corporate Obligations | Redeemable Preferred Stock | Perpetual Preferred Stock |
| Beginning balance at January 1, 2011                                                                                                                                                         | \$ 3,992                               | \$ 2,290              | \$ 2,429                   | \$ 396                    |
| Total gains or (losses):                                                                                                                                                                     |                                        |                       |                            |                           |
| Included in earnings                                                                                                                                                                         |                                        |                       |                            |                           |
| Included in other comprehensive income                                                                                                                                                       | 309                                    | 61                    | 18                         |                           |
| Purchases and issuances                                                                                                                                                                      |                                        |                       |                            |                           |
| Sales, settlements and redemptions                                                                                                                                                           |                                        | (135)                 | (2,000)                    |                           |
| Transfers in and/or (out) of Level 3                                                                                                                                                         |                                        |                       |                            |                           |
| Ending balance at June 30, 2011                                                                                                                                                              | \$ 4,301                               | \$ 2,216              | \$ 447                     | \$ 396                    |
| 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 | \$                                     | \$                    | \$                         | \$                        |

At June 30, 2012 the Company had nine securities with a fair value of \$9.7 million that are included in Level 3, which represented 1.0% of its total investments reported at fair value. 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 investment professionals, who report to the Chief Investment Officer, review these broker quotes using any recent trades, if such information is available, or market prices of similar investments. 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 2.6% of the Company's shareholders' equity at June 30, 2012, any change in unobservable inputs would not have a material impact on the Company's financial position.

**4. Investments**

Under current 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 have 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.

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

|                                                     | Cost or<br>Amortized<br>Cost | Gross<br>Unrealized<br>Gains<br>(Dollars in thousands) | Gross<br>Unrealized<br>Losses | Fair<br>Value     |
|-----------------------------------------------------|------------------------------|--------------------------------------------------------|-------------------------------|-------------------|
| <b>June 30, 2012:</b>                               |                              |                                                        |                               |                   |
| <b>Fixed Maturities:</b>                            |                              |                                                        |                               |                   |
| U.S. Government and government agency obligations   | \$ 101,933                   | \$ 6,498                                               | \$ (6)                        | \$ 108,425        |
| Foreign government obligations                      | 5,626                        | 65                                                     |                               | 5,691             |
| State and local government obligations              | 349,877                      | 15,695                                                 | (443)                         | 365,129           |
| Residential mortgage-backed securities              | 207,889                      | 4,995                                                  | (2,462)                       | 210,422           |
| Commercial mortgage-backed securities               | 35,915                       | 803                                                    | (232)                         | 36,486            |
| Corporate obligations                               | 218,960                      | 9,970                                                  | (924)                         | 228,006           |
| Redeemable preferred stocks                         | 5,919                        | 119                                                    | (76)                          | 5,962             |
| <b>Total fixed maturities</b>                       | <b>926,119</b>               | <b>38,145</b>                                          | <b>(4,143)</b>                | <b>960,121</b>    |
| <b>Equity securities:</b>                           |                              |                                                        |                               |                   |
| Common stocks                                       | 21,532                       | 2,949                                                  | (462)                         | 24,019            |
| Perpetual preferred stocks                          | 1,178                        | 152                                                    | (8)                           | 1,322             |
| <b>Total equity securities</b>                      | <b>22,710</b>                | <b>3,101</b>                                           | <b>(470)</b>                  | <b>25,341</b>     |
| <b>Total fixed maturities and equity securities</b> | <b>\$ 948,829</b>            | <b>\$ 41,246</b>                                       | <b>\$ (4,613)</b>             | <b>\$ 985,462</b> |
| <b>December 31, 2011:</b>                           |                              |                                                        |                               |                   |
| <b>Fixed Maturities:</b>                            |                              |                                                        |                               |                   |
| U.S. Government and government agency obligations   | \$ 97,445                    | \$ 6,566                                               | \$ (4)                        | \$ 104,007        |
| Foreign government obligations                      | 5,664                        | 65                                                     | (6)                           | 5,723             |
| State and local government obligations              | 327,459                      | 13,272                                                 | (484)                         | 340,247           |
| Residential mortgage-backed securities              | 223,960                      | 4,815                                                  | (3,749)                       | 225,026           |
| Commercial mortgage-backed securities               | 23,104                       | 464                                                    | (84)                          | 23,484            |
| Corporate obligations                               | 223,563                      | 7,774                                                  | (1,818)                       | 229,519           |
| Redeemable preferred stocks                         | 10,168                       | 182                                                    | (737)                         | 9,613             |
| <b>Total fixed maturities</b>                       | <b>911,363</b>               | <b>33,138</b>                                          | <b>(6,882)</b>                | <b>937,619</b>    |
| <b>Equity securities:</b>                           |                              |                                                        |                               |                   |
| Common stocks                                       | 29,678                       | 1,765                                                  | (1,120)                       | 30,323            |
| Perpetual preferred stocks                          | 1,309                        | 142                                                    | (24)                          | 1,427             |
| <b>Total equity securities</b>                      | <b>30,987</b>                | <b>1,907</b>                                           | <b>(1,144)</b>                | <b>31,750</b>     |
| <b>Total fixed maturities and equity securities</b> | <b>\$ 942,350</b>            | <b>\$ 35,045</b>                                       | <b>\$ (8,026)</b>             | <b>\$ 969,369</b> |

The table above excludes investments in limited partnerships accounted for under the equity method of \$34.8 million and \$28.1 million (included in other invested assets) at June 30, 2012 and December 31, 2011, respectively. Equity method investments are not reported at fair value.

The amortized cost and fair value of fixed maturities at June 30, 2012, by contractual maturity, are shown below. 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 3.4 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:

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|                                        | <b>Amortized<br/>Cost<br/>(Dollars in thousands)</b> | <b>Fair<br/>Value</b> |
|----------------------------------------|------------------------------------------------------|-----------------------|
| Due in one year or less                | \$ 18,031                                            | \$ 18,293             |
| Due after one year through five years  | 193,845                                              | 203,617               |
| Due after five years through ten years | 331,139                                              | 348,522               |
| Due after ten years                    | 139,300                                              | 142,781               |
|                                        | 682,315                                              | 713,213               |
| Mortgage-backed securities             | 243,804                                              | 246,908               |
| <b>Total</b>                           | <b>\$ 926,119</b>                                    | <b>\$ 960,121</b>     |

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

|                                       | <b>Three Months Ended June 30,</b> |             | <b>Six Months Ended June 30,</b> |             |
|---------------------------------------|------------------------------------|-------------|----------------------------------|-------------|
|                                       | <b>2012</b>                        | <b>2011</b> | <b>2012</b>                      | <b>2011</b> |
|                                       | <b>(Dollars in thousands)</b>      |             | <b>(Dollars in thousands)</b>    |             |
| Fixed maturity gains                  | \$ 1,508                           | \$ 275      | \$ 1,951                         | \$ 708      |
| Fixed maturity losses                 | (49)                               |             | (83)                             |             |
| Equity security gains                 | 859                                | 706         | 948                              | 1,278       |
| Equity security losses                | (607)                              |             | (714)                            |             |
| Other investments, net (losses) gains | (1,290)                            | 335         | 61                               | 530         |
| Net realized gains on investments     | \$ 421                             | \$ 1,316    | \$ 2,163                         | \$ 2,516    |

Pre-tax net realized gains on investments of \$0.4 million and \$2.2 million for the three and six months ended June 30, 2012 were primarily generated from net realized gains associated with the sales or redemptions of securities of \$1.8 million and \$2.2 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. Equity partnership investments generated net losses of \$1.3 million and net gains of \$0.1 million for the three and six months ended June 30, 2012, respectively.

Pre-tax net realized gains were \$1.3 million and \$2.5 million for the three and six months ended June 30, 2011, respectively. The net realized gains for both the three and six months ended June 30, 2011 were generated from realized gains associated with the sales or calls of securities of \$1.0 million and \$2.0 million, respectively, which were primarily from common stocks and corporate obligations, and net gains associated with equity partnership investments of \$0.3 million and \$0.5 million, respectively.

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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:

|                                                     | Less than Twelve Months |                   |                         |                                              | Twelve Months or More |                   |                         |                    |
|-----------------------------------------------------|-------------------------|-------------------|-------------------------|----------------------------------------------|-----------------------|-------------------|-------------------------|--------------------|
|                                                     | Fair Value              | Unrealized Losses | Fair Value as % of Cost | Number of Holdings<br>(Dollars in thousands) | Fair Value            | Unrealized Losses | Fair Value as % of Cost | Number of Holdings |
| <b>June 30, 2012:</b>                               |                         |                   |                         |                                              |                       |                   |                         |                    |
| Fixed maturities:                                   |                         |                   |                         |                                              |                       |                   |                         |                    |
| U.S. Government and government agency obligations   | \$ 10,035               | \$ (6)            | 99.9%                   | 3                                            | \$                    | \$                |                         |                    |
| State and local government obligations              | 16,111                  | (68)              | 99.6%                   | 6                                            | 2,667                 | (375)             | 87.7%                   | 3                  |
| Residential mortgage-backed securities              | 46,064                  | (623)             | 98.7%                   | 20                                           | 7,147                 | (1,839)           | 79.5%                   | 7                  |
| Commercial mortgage-backed securities               | 11,485                  | (232)             | 98.0%                   | 5                                            |                       |                   |                         |                    |
| Corporate obligations                               | 29,124                  | (852)             | 97.2%                   | 61                                           | 981                   | (72)              | 93.2%                   | 4                  |
| Redeemable preferred stocks                         | 224                     | (2)               | 99.1%                   | 1                                            | 2,801                 | (74)              | 97.4%                   | 5                  |
| <b>Total fixed maturities</b>                       | <b>113,043</b>          | <b>(1,783)</b>    | <b>98.4%</b>            | <b>96</b>                                    | <b>13,596</b>         | <b>(2,360)</b>    | <b>85.2%</b>            | <b>19</b>          |
| Equity securities:                                  |                         |                   |                         |                                              |                       |                   |                         |                    |
| Common stocks                                       | 5,245                   | (436)             | 92.3%                   | 28                                           | 304                   | (26)              | 92.1%                   | 1                  |
| Perpetual preferred stocks                          | 626                     | (8)               | 98.7%                   | 2                                            |                       |                   |                         |                    |
| <b>Total equity securities</b>                      | <b>5,871</b>            | <b>(444)</b>      | <b>93.0%</b>            | <b>30</b>                                    | <b>304</b>            | <b>(26)</b>       | <b>92.1%</b>            | <b>1</b>           |
| <b>Total fixed maturities and equity securities</b> | <b>\$ 118,914</b>       | <b>\$ (2,227)</b> | <b>98.2%</b>            | <b>126</b>                                   | <b>\$ 13,900</b>      | <b>\$ (2,386)</b> | <b>85.3%</b>            | <b>20</b>          |
| <b>December 31, 2011:</b>                           |                         |                   |                         |                                              |                       |                   |                         |                    |
| Fixed maturities:                                   |                         |                   |                         |                                              |                       |                   |                         |                    |
| U.S. Government and government agency obligations   | \$ 959                  | \$ (4)            | 99.6%                   | 2                                            | \$                    | \$                |                         |                    |
| Foreign government obligations                      | 1,029                   | (6)               | 99.4%                   | 1                                            |                       |                   |                         |                    |
| State and local government obligations              | 16,356                  | (28)              | 99.8%                   | 6                                            | 3,633                 | (456)             | 88.8%                   | 4                  |
| Residential mortgage-backed securities              | 54,588                  | (1,021)           | 98.2%                   | 21                                           | 12,038                | (2,728)           | 81.5%                   | 8                  |
| Commercial mortgage-backed securities               | 5,040                   | (17)              | 99.7%                   | 2                                            | 2,461                 | (67)              | 97.3%                   | 1                  |
| Corporate obligations                               | 48,786                  | (1,677)           | 96.7%                   | 95                                           | 1,966                 | (141)             | 93.3%                   | 2                  |
| Redeemable preferred stocks                         | 426                     | (50)              | 89.5%                   | 2                                            | 2,693                 | (687)             | 79.7%                   | 6                  |
| <b>Total fixed maturities</b>                       | <b>127,184</b>          | <b>(2,803)</b>    | <b>97.8%</b>            | <b>129</b>                                   | <b>22,791</b>         | <b>(4,079)</b>    | <b>84.8%</b>            | <b>21</b>          |
| Equity securities:                                  |                         |                   |                         |                                              |                       |                   |                         |                    |
| Common stocks                                       | 13,198                  | (1,120)           | 92.2%                   | 39                                           |                       |                   |                         |                    |
| Perpetual preferred stocks                          | 600                     | (24)              | 96.2%                   | 3                                            |                       |                   |                         |                    |
| <b>Total equity securities</b>                      | <b>13,798</b>           | <b>(1,144)</b>    | <b>92.3%</b>            | <b>42</b>                                    |                       |                   |                         |                    |
| <b>Total fixed maturities and equity securities</b> | <b>\$ 140,982</b>       | <b>\$ (3,947)</b> | <b>97.3%</b>            | <b>171</b>                                   | <b>\$ 22,791</b>      | <b>\$ (4,079)</b> | <b>84.8%</b>            | <b>21</b>          |

The gross unrealized losses on the Company's fixed maturities and equity securities portfolios decreased from \$8.0 million at December 31, 2011 to \$4.6 million at June 30, 2012. The improvement in gross unrealized losses was driven by a decrease in market yields resulting from a decline in interest rates and a general tightening of credit spreads from December 31, 2011. The \$4.6 million in gross unrealized losses at June 30, 2012 was primarily on fixed maturity holdings in residential mortgage-backed securities, and to a lesser extent, corporate obligations, state and local government obligations and common stocks. The gross unrealized losses on common stocks of \$0.5 million were primarily on securities that have been in an unrealized loss position for twelve months or less. The gross unrealized losses on all equity securities are considered to be

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temporary. Investment grade securities (as determined by nationally recognized rating agencies) represented 70.4% of all fixed maturity securities with unrealized losses.

At June 30, 2012, gross unrealized losses on residential mortgage-backed securities were \$2.5 million and represented 59.4% of the total gross unrealized losses on fixed maturities. There were 20 securities with gross unrealized losses of \$0.6 million that were in an unrealized loss position for less than 12 months and seven securities with gross unrealized losses of \$1.9 million that were in an unrealized loss position for 12 months or more. Four of these securities previously had both credit and non-credit other-than-temporary impairment charges and were in a gross unrealized loss position of \$1.8 million at June 30, 2012. Based on historical payment data and analysis of expected future cash flows of the underlying collateral, independent credit ratings and other facts and analysis, including management's current intent and ability to hold these securities for a period of time sufficient to allow for anticipated recovery, management believes that, based upon information currently available, the Company will recover its cost basis in all of these securities and no additional charges for other-than-temporary impairments will be required.



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At June 30, 2012, the corporate obligations with gross unrealized losses of \$0.9 million primarily consisted of 61 holdings that were in an unrealized loss position of \$0.9 million for less than 12 months. Investment grade securities represented 54.3% of all corporate obligations with unrealized losses. The state and local government obligations, with gross unrealized losses of \$0.4 million, primarily consisted of three holdings with gross unrealized losses of \$0.4 million that were in an unrealized loss position for more than 12 months. Investment grade securities represented 95.7% of all state and local government obligations with unrealized losses greater than 12 months.

Management concluded that no additional charges for other-than-temporary impairment were required on the fixed maturity holdings in the second quarter of 2012 based on many factors, including the Company's ability and current intent to hold these investments for a period of time sufficient to allow for anticipated recovery of its amortized cost, the length of time and the extent to which fair value has been below cost, analysis of company-specific financial data and the outlook for industry sectors and credit ratings. The Company believes these unrealized losses are primarily due to temporary market and sector-related factors and does not consider these securities to be other-than-temporarily impaired. If the Company's strategy was to change or these securities were determined to be other-than-temporarily impaired, the Company would recognize a write-down in accordance with its stated policy.

The following table is a progression of the amount related to credit losses on fixed maturity securities for which the non-credit portion of an other-than-temporary impairment has been recognized in other comprehensive income.

|                                      | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|--------------------------------------|-----------------------------|----------|---------------------------|----------|
|                                      | 2012                        | 2011     | 2012                      | 2011     |
|                                      | (Dollars in thousands)      |          | (Dollars in thousands)    |          |
| Beginning balance                    | \$ 2,258                    | \$ 2,017 | \$ 2,258                  | \$ 2,017 |
| Additional credit impairments on:    |                             |          |                           |          |
| Previously impaired securities       |                             |          |                           |          |
| Securities without prior impairments |                             |          |                           |          |
| Reductions                           |                             |          |                           |          |
| Ending balance                       | \$ 2,258                    | \$ 2,017 | \$ 2,258                  | \$ 2,017 |

**5. Income Taxes**

A reconciliation of the provision for income taxes for financial reporting purposes and the provision for income taxes calculated at the statutory rate of 35% is as follows:

|                                              | Three Months Ended June 30, |                     | Six Months Ended June 30, |                     |
|----------------------------------------------|-----------------------------|---------------------|---------------------------|---------------------|
|                                              | 2012                        | 2011 <sup>(1)</sup> | 2012                      | 2011 <sup>(1)</sup> |
|                                              | (Dollars in thousands)      |                     | (Dollars in thousands)    |                     |
| Federal income tax expense at statutory rate | \$ 3,484                    | \$ 3,960            | \$ 8,300                  | \$ 8,778            |
| Effect of:                                   |                             |                     |                           |                     |
| Tax-exempt investment income                 | (914)                       | (756)               | (1,827)                   | (1,389)             |
| Other items, net                             | 120                         | 51                  | 231                       | 216                 |
|                                              | \$ 2,690                    | \$ 3,255            | \$ 6,704                  | \$ 7,605            |

<sup>(1)</sup> 2011 results have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under ASU 2010-26.

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The tax effects of temporary differences that give rise to significant portions of the net deferred tax assets and liabilities in the Consolidated Balance Sheets were as follows:

|                                                       | June 30, 2012          | December 31,<br>2011 <sup>(1)</sup> |
|-------------------------------------------------------|------------------------|-------------------------------------|
|                                                       | (Dollars in thousands) |                                     |
| <b>Deferred Tax Assets:</b>                           |                        |                                     |
| Unearned premiums                                     | \$ 15,585              | \$ 13,952                           |
| Unpaid losses and loss adjustment expenses            | 19,265                 | 18,821                              |
| Assessments and fees payable                          | 1,785                  | 1,632                               |
| Realized losses on investments, primarily impairments | 5,191                  | 5,873                               |
| Accrued compensation                                  | 2,405                  | 3,565                               |
| Limited partnership investments                       | 1,320                  | 1,167                               |
| Other, net                                            | 2,856                  | 3,314                               |
|                                                       | 48,407                 | 48,324                              |
| <b>Deferred Tax Liabilities:</b>                      |                        |                                     |
| Deferred policy acquisition costs                     | (9,505)                | (8,611)                             |
| Unrealized gains on investments                       | (12,822)               | (9,456)                             |
| Intangible assets                                     | (2,974)                | (3,023)                             |
| Other, net                                            | (941)                  | (993)                               |
|                                                       | (26,242)               | (22,083)                            |
| Net deferred income tax assets                        | \$ 22,165              | \$ 26,241                           |

<sup>(1)</sup> 2011 results have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under ASU 2010-26.

Management has reviewed the recoverability of the deferred tax assets and believes that the amount will be recoverable against future earnings.

**6. Shareholders Equity and Stock-Based Compensation**

The Company grants options and other stock awards to officers and key employees of the Company under the Long Term Incentive Plan ( LTIP ). At June 30, 2012, there were options for 653,835 shares outstanding and 742,556 of the Company's common shares reserved for issuance under the LTIP. Treasury shares are used to fulfill the options exercised and other awards granted. Options and restricted shares vest pursuant to the terms of a written grant agreement. Options must be exercised no later than the tenth anniversary of the date of grant. As set forth in the LTIP, the Compensation Committee of the Board of Directors may accelerate vesting and exercisability of options.

For both the three months ended June 30, 2012 and 2011, the Company recognized stock-based compensation expense of \$0.1 million with related income tax benefits of approximately \$30 thousand. For the six months ended June 30, 2012 and 2011, the Company recognized stock-based compensation expense of \$0.3 million and \$0.4 million, respectively, with related income tax benefits of approximately \$0.1 million recognized in both periods.

**7. Earnings Per Common Share**

The following table sets forth the computation of basic and diluted net income per share:

| Three Months Ended June 30,<br>2012 | 2011 <sup>(1)</sup> | Six Months Ended June 30,<br>2012 | 2011 <sup>(1)</sup> |
|-------------------------------------|---------------------|-----------------------------------|---------------------|
|-------------------------------------|---------------------|-----------------------------------|---------------------|

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|                                                                                                 | (In thousands, except per share data) |          | (In thousands, except per share data) |           |
|-------------------------------------------------------------------------------------------------|---------------------------------------|----------|---------------------------------------|-----------|
| Net income                                                                                      | \$ 7,265                              | \$ 8,059 | \$ 17,011                             | \$ 17,477 |
| Weighted average shares outstanding during period                                               | 19,415                                | 19,368   | 19,412                                | 19,367    |
| Additional shares issuable under employee common stock option plans using treasury stock method | 120                                   | 114      | 128                                   | 112       |
| Weighted average shares outstanding assuming exercise of stock options                          | 19,535                                | 19,482   | 19,540                                | 19,479    |
| Net income per share:                                                                           |                                       |          |                                       |           |
| Basic                                                                                           | \$ 0.37                               | \$ 0.42  | \$ 0.88                               | \$ 0.90   |
| Diluted                                                                                         | \$ 0.37                               | \$ 0.41  | \$ 0.87                               | \$ 0.90   |

<sup>(1)</sup> 2011 results have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under ASU 2010-26.

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For the three months ended June 30, 2012 and 2011, there were 214,105 and 279,598, respectively, outstanding options and restricted shares excluded from diluted earnings per share because they were anti-dilutive. For the six months ended June 30, 2012 and 2011, there were 214,105 and 227,152, respectively, outstanding options and restricted shares excluded from diluted earnings per share because they were anti-dilutive.

**8. Transactions with Related Parties**

The Company's principal insurance subsidiary, NIIC, is involved in both the cession and assumption of reinsurance. NIIC is a party to a reinsurance agreement, and NIIA, a wholly-owned subsidiary of the Company, is a party to an underwriting management agreement with Great American Insurance Company (Great American). As of June 30, 2012, Great American owned 52.4% of the outstanding shares of the Company. The reinsurance agreement calls for the assumption by NIIC of all of the risk on Great American's net premiums written for public transportation and recreational vehicle risks underwritten pursuant to the reinsurance agreement. NIIA provides administrative services to Great American in connection with Great American's underwriting of these risks. The Company also cedes premium through reinsurance agreements with Great American to reduce exposure in certain of its property and casualty insurance programs.

The table below summarizes the reinsurance balance and activity with Great American:

|                                                     | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|-----------------------------------------------------|-----------------------------|----------|---------------------------|----------|
|                                                     | 2012                        | 2011     | 2012                      | 2011     |
|                                                     | (Dollars in thousands)      |          | (Dollars in thousands)    |          |
| Assumed premiums written                            | \$ 690                      | \$ 1,350 | \$ 1,373                  | \$ 2,558 |
| Assumed premiums earned                             | 709                         | 1,029    | 1,568                     | 2,009    |
| Assumed losses and loss adjustment expense incurred | 484                         | 932      | 1,212                     | 2,019    |
| Ceded premiums written                              | 27                          | 144      | 46                        | 477      |
| Ceded premiums earned                               | 30                          | 379      | 98                        | 844      |
| Ceded losses and loss adjustment expense recoveries | 222                         | 348      | 617                       | 1,135    |
| Payable to Great American as of period end          | 42                          | 129      | 42                        | 129      |

During the second quarter of 2011, NIIC began writing its Florida recreational vehicle risks through TCC versus Great American, thus accounting for the decline in assumed premiums written and earned from Great American. The decline in risks ceded to Great American is representative of the fact that Great American currently only participates as a reinsurer on one of NIIC's reinsurance treaties as compared to three treaties in 2011.

Great American or its parent, American Financial Group, Inc., perform certain services for the Company without charge including, without limitation, actuarial services and on a consultative basis, as needed, internal audit, legal, accounting and other support services. If Great American no longer controlled a majority of the Company's common shares, it is possible that many of these services would cease or, alternatively, be provided at an increased cost to the Company. This could impact the Company's personnel resources, require the Company to hire additional professional staff and generally increase the Company's operating expenses. Management believes, based on discussions with Great American, that these services will continue to be provided by the affiliated entity in future periods and the relative impact on operating results is not material.

In addition, NIIC, NIIC-HI and VIC are parties to reinsurance agreements with Validus Reinsurance, Ltd. (Validus), whereby Validus participates on the Company's Hawaii property quota share, Hawaii property catastrophe and workers' compensation excess of loss reinsurance treaties. During the first six months of 2012, the Company's ceded premiums written and ceding commissions associated with Validus participation on these treaties were \$0.7 million and \$0.2 million, respectively. These treaties were negotiated at arms length through an independent reinsurance broker as part of the Company's customary reinsurance evaluation and placement process. One of the Company's directors is the president and chief financial officer of Validus Holdings, Ltd., the parent of Validus.

**Table of Contents****9. Reinsurance**

Premiums and reinsurance activity consisted of the following:

|                         | <b>Three Months Ended June 30,</b> |             | <b>Six Months Ended June 30,</b> |             |
|-------------------------|------------------------------------|-------------|----------------------------------|-------------|
|                         | <b>2012</b>                        | <b>2011</b> | <b>2012</b>                      | <b>2011</b> |
|                         | <b>(Dollars in thousands)</b>      |             | <b>(Dollars in thousands)</b>    |             |
| Direct premiums written | \$ 158,095                         | \$ 153,473  | \$ 286,056                       | \$ 285,323  |
| Reinsurance assumed     | 2,035                              | 3,012       | 4,299                            | 5,475       |
| Reinsurance ceded       | (24,375)                           | (22,742)    | (47,885)                         | (46,804)    |
| Net premiums written    | \$ 135,755                         | \$ 133,743  | \$ 242,470                       | \$ 243,994  |
| Direct premiums earned  | \$ 130,207                         | \$ 124,728  | \$ 258,309                       | \$ 248,215  |
| Reinsurance assumed     | 2,100                              | 2,526       | 4,363                            | 5,010       |
| Reinsurance ceded       | (21,441)                           | (20,790)    | (41,681)                         | (41,622)    |
| Premiums earned         | \$ 110,866                         | \$ 106,464  | \$ 220,991                       | \$ 211,603  |

The Company cedes premiums through reinsurance agreements with reinsurers to reduce exposure in certain of its property-casualty insurance programs. Ceded losses and loss adjustment expense recoveries recorded for the three months ended June 30, 2012 and 2011 were \$11.8 million and \$16.0 million, respectively, and were \$24.1 million and \$29.5 million for the six months ended June 30, 2012 and 2011, respectively. The Company remains primarily liable as the direct insurer on all risks reinsured and a contingent liability exists to the extent that the reinsurance companies are unable to meet their obligations for losses assumed. To minimize its exposure to significant losses from reinsurer insolvencies, the Company seeks to do business with only reinsurers rated Excellent or better by A.M. Best Company and regularly evaluates the financial condition of its reinsurers.

**10. Commitments and Contingencies**

The Company and its subsidiaries are subject at times to various claims, lawsuits and legal proceedings arising in the ordinary course of business. All legal actions relating to claims made under insurance policies are considered in the establishment of the Company's loss and loss adjustment expense (LAE) reserves. In addition, regulatory bodies, such as state insurance departments, the Securities and Exchange Commission, the Department of Labor and other regulatory bodies may make inquiries and conduct examinations or investigations concerning the Company's compliance with insurance laws, securities laws, labor laws and the Employee Retirement Income Security Act of 1974, as amended.

The Company's subsidiaries also have lawsuits pending in which the plaintiff seeks extra-contractual damages from the Company in addition to damages claimed or in excess of the available limits under an insurance policy. These lawsuits, which are in various stages, generally mirror similar lawsuits filed against other carriers in the industry. Although the Company is vigorously defending these lawsuits, the outcomes of these cases cannot be determined at this time. In accordance with current accounting standards for loss contingencies and based upon information currently known to the Company, reserves are established for litigation when it is probable that a loss associated with a claim or proceeding has been incurred and the amount of the loss or range of loss can be reasonably estimated. As such, the Company has established loss and LAE reserves for lawsuits as to which the Company has determined that a loss is both probable and estimable. In addition to these case reserves, the Company also establishes reserves for claims incurred but not reported to cover unknown exposures and adverse development on known exposures. Based on currently available information, the Company believes that reserves for these lawsuits are reasonable and that the amounts reserved did not have a material effect on the Company's financial condition or results of operations. However, if any one or more of these cases results in a judgment against or settlement by the Company for an amount that is significantly greater than the amount so reserved, the resulting liability could have a material effect on the Company's financial condition, cash flows and results of operations.

As a direct writer of insurance, the Company receives assessments by state funds to cover losses to policyholders of insolvent or rehabilitated companies and other authorized fees. These mandatory assessments may be partially recovered through a reduction in future premium taxes in some states over several years. At June 30, 2012 and December 31, 2011, the liability for such assessments was \$5.3 million and \$4.8 million, respectively, and will be paid over several years as assessed by the various state funds.



**Table of Contents****11. Segment Information**

The Company operates its business as one segment, property and casualty insurance. The Company manages this segment through a product management structure. The following table shows revenues summarized by the broader business component description, which were determined based primarily on similar economic characteristics, products and services.

|                                   | Three Months Ended June 30, |            | Six Months Ended June 30, |            |
|-----------------------------------|-----------------------------|------------|---------------------------|------------|
|                                   | 2012                        | 2011       | 2012                      | 2011       |
|                                   | (Dollars in thousands)      |            | (Dollars in thousands)    |            |
| <b>Revenue:</b>                   |                             |            |                           |            |
| Premiums Earned:                  |                             |            |                           |            |
| Alternative Risk Transfer         | \$ 57,946                   | \$ 49,509  | \$ 116,156                | \$ 95,617  |
| Transportation                    | 36,079                      | 38,221     | 71,216                    | 78,608     |
| Specialty Personal Lines          | 11,786                      | 13,551     | 23,603                    | 27,413     |
| Hawaii and Alaska                 | 3,511                       | 3,492      | 6,895                     | 6,854      |
| Other                             | 1,544                       | 1,691      | 3,121                     | 3,111      |
| <br>                              |                             |            |                           |            |
| Total premiums earned             | 110,866                     | 106,464    | 220,991                   | 211,603    |
| Net investment income             | 8,953                       | 7,796      | 18,136                    | 14,698     |
| Net realized gains on investments | 421                         | 1,316      | 2,163                     | 2,516      |
| Other                             | 814                         | 854        | 1,643                     | 1,970      |
| <br>                              |                             |            |                           |            |
| Total revenues                    | \$ 121,054                  | \$ 116,430 | \$ 242,933                | \$ 230,787 |

**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****Forward-Looking Statements**

This document, including information incorporated by reference, contains forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995). All statements, trend analyses and other information contained in this Form 10-Q relative to markets for our products and trends in our operations or financial results, as well as other statements including words such as may, target, anticipate, believe, plan, estimate, expect, intend, project, and other similar expressions, constitute forward-looking statements. We made these statements based on our plans and current analyses of our business and the insurance industry as a whole. We caution that these statements may and often do vary from actual results and the differences between these statements and actual results can be material. Factors that could contribute to these differences include, among other things:

general economic conditions, weakness of the financial markets and other factors, including prevailing interest rate levels and stock and credit market performance, which may affect or continue to affect (among other things) our ability to sell our products and to collect amounts due to us, our ability to access capital resources and the costs associated with such access to capital and the market value of our investments;

our ability to manage our growth strategy;

customer response to new products and marketing initiatives;

tax law and accounting changes;

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increasing competition in the sale of our insurance products and services and the retention of existing customers;

changes in legal environment;

regulatory changes or actions, including those relating to the regulation of the sale, underwriting and pricing of insurance products and services and capital requirements;

levels of natural catastrophes, terrorist events, incidents of war and other major losses;

adequacy of insurance reserves; and

availability of reinsurance and ability of reinsurers to pay their obligations.

The forward-looking statements herein are made only as of the date of this report. We assume no obligation to publicly update any forward-looking statements.

### **General**

We underwrite and sell traditional and alternative risk transfer ( ART ) property and casualty insurance products primarily to the passenger transportation industry, the trucking industry and moving and storage transportation companies, general commercial insurance to small businesses in Hawaii and Alaska and personal insurance to owners of recreational vehicles and commercial vehicles throughout the United States.



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Effective July 1, 2010, we and our principal insurance subsidiary, National Interstate Insurance Company ( NIIC ), completed the acquisition of Vanliner Group, Inc. ( Vanliner ) from UniGroup, Inc. ( UniGroup ) whereby NIIC acquired all of the issued and outstanding capital stock of Vanliner and we acquired certain information technology assets. As part of this acquisition, UniGroup agreed to provide us with comprehensive financial guarantees, including a four and a half-year balance sheet guaranty whereby both favorable and unfavorable balance sheet developments inure to UniGroup. Through the acquisition of Vanliner, NIIC acquired Vanliner Insurance Company ( VIC ), a market leader in providing insurance for the moving and storage industry. Obtaining a presence in this industry was our primary strategic objective associated with the acquisition.

We have five property and casualty insurance subsidiaries: NIIC, VIC, National Interstate Insurance Company of Hawaii, Inc. ( NIIC-HI ), Triumpher Casualty Company ( TCC ) and Hudson Indemnity, Ltd. ( HIL ) and five active agency and service subsidiaries. We write our insurance policies on a direct basis through NIIC, VIC, NIIC-HI and TCC. NIIC and VIC are licensed in all 50 states and the District of Columbia. NIIC-HI is licensed in Ohio, Hawaii, Michigan and New Jersey. TCC holds licenses for multiple lines of authority, including auto-related lines, in 27 states and the District of Columbia. HIL is domiciled in the Cayman Islands and provides reinsurance for NIIC, VIC, NIIC-HI and TCC, primarily for the ART component. Insurance products are marketed through multiple distribution channels, including independent agents and brokers, program administrators, affiliated agencies and agent internet initiatives. We use our five active agency and service subsidiaries to sell and service our insurance business.

As of June 30, 2012, Great American Insurance Company ( Great American ) owned 52.4% of our outstanding common shares. Great American is a wholly-owned subsidiary of American Financial Group, Inc.

**Results of Operations****Overview**

Through the operations of our subsidiaries, we are engaged in property and casualty insurance operations. We generate underwriting profits by providing what we view as specialized insurance products, services and programs not generally available in the marketplace. We focus on niche insurance markets where we offer insurance products designed to meet the unique needs of targeted insurance buyers that we believe are underserved by the insurance industry.

We derive our revenues primarily from premiums generated by our insurance policies and income from our investment portfolio. Our expenses consist primarily of losses and loss adjustment expenses ( LAE ), commissions and other underwriting expenses and other operating and general expenses.

The following table sets forth our June 30, 2012 and 2011 net income from operations, which is a non-GAAP measure and excludes the after-tax impact from the operating results of Vanliner's guaranteed runoff business, as well as after-tax net realized gains from investments, which we believe is a useful tool for investors and analysts in analyzing ongoing operating trends.

|                                                           | Three Months Ended June 30,                   |           |                     |           |
|-----------------------------------------------------------|-----------------------------------------------|-----------|---------------------|-----------|
|                                                           | 2012                                          |           | 2011 <sup>(1)</sup> |           |
|                                                           | Amount                                        | Per Share | Amount              | Per Share |
|                                                           | (Dollars in thousands, except per share data) |           |                     |           |
| Net income from operations                                | \$ 6,951                                      | \$ 0.36   | \$ 7,662            | \$ 0.39   |
| After-tax net realized gain from investments              | 274                                           | 0.01      | 855                 | 0.04      |
| After-tax impact from balance sheet guaranty for Vanliner | 40                                            | 0.00      | (458)               | (0.02)    |
| Net income                                                | \$ 7,265                                      | \$ 0.37   | \$ 8,059            | \$ 0.41   |

|                            | Six Months Ended June 30,                     |           |                     |           |
|----------------------------|-----------------------------------------------|-----------|---------------------|-----------|
|                            | 2012                                          |           | 2011 <sup>(1)</sup> |           |
|                            | Amount                                        | Per Share | Amount              | Per Share |
|                            | (Dollars in thousands, except per share data) |           |                     |           |
| Net income from operations | \$ 15,515                                     | \$ 0.79   | \$ 17,571           | \$ 0.90   |

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|                                                           |           |         |           |         |
|-----------------------------------------------------------|-----------|---------|-----------|---------|
| After-tax net realized gain from investments              | 1,406     | 0.08    | 1,635     | 0.08    |
| After-tax impact from balance sheet guaranty for Vanliner | 90        | 0.00    | (1,729)   | (0.08)  |
| Net income                                                | \$ 17,011 | \$ 0.87 | \$ 17,477 | \$ 0.90 |

- (1) 2011 results have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under Accounting Standards Update No. 2010-26 ( ASU 2010-26 ).

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As discussed above, UniGroup provided us with comprehensive financial guarantees related to the runoff of Vanliner's final balance sheet whereby both favorable and unfavorable balance sheet development inures to the seller. In accordance with purchase accounting requirements we were required to determine the fair value of the future economic benefit of the financial guarantees and acquired loss reserves as of the date of acquisition, despite the fact that certain gains and losses related to the financial guaranty would be reflected in operations as they are incurred in future periods. As a result, the recognition of the revenues and expenses associated with the guaranteed runoff business will not occur in the same period and will result in combined ratios which are inconsistent with the negotiated combined ratio which was to approximate 100% for the Vanliner guaranteed business. As such, the after-tax impact from the runoff business guaranteed by the seller for the three and six months ended June 30, 2012 and 2011 have been removed from the net after-tax earnings from operations to reflect only those results of the ongoing business.

Our net income from operations for the three and six months ended June 30, 2012 was \$7.0 million (\$0.36 per share diluted) and \$15.5 million (\$0.79 per share diluted), respectively, compared to \$7.7 million (\$0.39 per share diluted) and \$17.6 million (\$0.90 per share diluted) for the same periods in 2011. These decreases were driven by the elevated loss and LAE ratios from our ongoing operations for the three and six months ended June 30, 2012 of 74.7% and 73.9%, respectively, which excludes the impact from the runoff of the guaranteed Vanliner business, as compared to 72.2% and 69.7% for the same periods in 2011. The loss ratio increase for the second quarter of 2012 was driven by higher than average claims severity experienced in several of our historically profitable commercial products, while the loss ratio elevation for the first six months of 2012 was concentrated in an ART product also included in the quarterly period's unfavorable loss results and another typically profitable product in our Hawaii and Alaska component. Adverse claim development from prior years' loss reserves also contributed to the claims results for the first half of 2012. Partially offsetting the elevated loss results was the growth in net investment income for both the second quarter and first six months of 2012, which was attributable to a shift into higher-yielding state and local government obligations and mortgage-backed securities that was concentrated in the second half of 2011.

We recorded after-tax net realized gains from investments of \$0.3 million (\$0.01 per share diluted) and \$1.4 million (\$0.08 per share diluted) for the second quarter and first six months of 2012, respectively, compared to \$0.9 million (\$0.04 per share diluted) and \$1.6 million (\$0.08 per share diluted) for the comparative periods in 2011. Our after-tax net realized gains for the three months ended June 30, 2012 were primarily generated by sales of securities partially offset by net losses associated with equity partnership investments, while the after-tax net realized gains for the comparable period in 2011 related primarily to sales of securities. The after-tax net realized gains for both the six months ended June 30, 2012 and 2011 were driven by sales of securities.

**Gross Premiums Written**

We operate our business as one segment, property and casualty insurance. We manage this segment through a product management structure. The following table sets forth an analysis of gross premiums written by business component during the periods indicated:

|                           | Three Months Ended June 30, |         | 2011       |         |
|---------------------------|-----------------------------|---------|------------|---------|
|                           | 2012                        | Percent | Amount     | Percent |
|                           | Amount                      |         | Amount     |         |
|                           | (Dollars in thousands)      |         |            |         |
| Alternative Risk Transfer | \$ 92,006                   | 57.5%   | \$ 88,584  | 56.6%   |
| Transportation            | 47,731                      | 29.8%   | 46,322     | 29.6%   |
| Specialty Personal Lines  | 14,149                      | 8.8%    | 15,130     | 9.7%    |
| Hawaii and Alaska         | 4,709                       | 2.9%    | 4,515      | 2.9%    |
| Other                     | 1,535                       | 1.0%    | 1,934      | 1.2%    |
| Gross premiums written    | \$ 160,130                  | 100.0%  | \$ 156,485 | 100.0%  |

|                           | Six Months Ended June 30, |         | 2011       |         |
|---------------------------|---------------------------|---------|------------|---------|
|                           | 2012                      | Percent | Amount     | Percent |
|                           | Amount                    |         | Amount     |         |
|                           | (Dollars in thousands)    |         |            |         |
| Alternative Risk Transfer | \$ 168,444                | 57.9%   | \$ 169,445 | 58.3%   |
| Transportation            | 82,938                    | 28.6%   | 80,419     | 27.7%   |
| Specialty Personal Lines  | 27,202                    | 9.4%    | 29,790     | 10.2%   |

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|                            |                |            |                |            |
|----------------------------|----------------|------------|----------------|------------|
| Hawaii and Alaska          | 8,589          | 3.0%       | 8,193          | 2.8%       |
| Other                      | 3,182          | 1.1%       | 2,951          | 1.0%       |
| <br>Gross premiums written | <br>\$ 290,355 | <br>100.0% | <br>\$ 290,798 | <br>100.0% |

*Three months ended June 30, 2012 compared to June 30, 2011.* Gross premiums written includes both direct and assumed premium. During the second quarter of 2012, our gross premiums written increased \$3.6 million, or 2.3%, compared to the same period in 2011, primarily attributable to the growth experienced in

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our ART and transportation components. Gross premiums written in our ART component increased \$3.4 million, or 3.9%, during the second quarter of 2012 compared to the same period in 2011 due to a combination of growth in existing ART programs, both from the addition of new customers and an increase in exposures and rates on renewal business, and near 100% member retention in group ART programs renewing during the period. The ART component grew despite the impact from actions taken in 2011 in two ART programs, as previously reported. These programs, one of which underwent significant underwriting actions while the other was terminated, comprised 8.2% of our gross premiums written during the second quarter of 2011. Our transportation component's gross premiums written increased by \$1.4 million, or 3.0%, in the second quarter of 2012 compared to the same period in 2011, primarily due to growth in our trucking transportation product which saw increases in both rates and exposures, as well as Vanliner's moving and storage products which grew due to a combination of rate increases and the addition of new customers during the period. The decrease of \$1.0 million, or 6.5%, in our specialty personal lines component was primarily related to the decline in our recreational vehicle product due to the continued trend toward recreational vehicle owners going directly to insurance companies for quotes versus using an agent.

*Six months ended June 30, 2012 compared to June 30, 2011.* During the first six months of 2012, our gross premiums written were relatively flat, decreasing \$0.4 million, or 0.2%, compared to the same period in 2011, primarily attributable to the impact from actions taken in the two programs in 2011, as discussed above for the three month period. These programs comprised 7.6% of our gross written premiums during the first six months of 2011. Gross premiums written in our ART component decreased \$1.0 million, or 0.6%, for the six months ended June 30, 2012 compared to the same period in 2011. Excluding the impact of the two aforementioned programs, the remainder of our ART component increased \$17.6 million, or 11.9%, due to a combination of growth in existing ART programs, primarily due to the addition of new customers, and near 100% member retention in group ART programs renewing during the period. Our transportation component grew by \$2.5 million, or 3.1%, driven by our trucking transportation and Vanliner's moving and storage products due to the same factors discussed above for the three month period. This growth was partially offset by a decrease in our specialty personal lines component of \$2.6 million, or 8.7%, for the six months ended June 30, 2012 compared to the same period in 2011 due to the decline in our recreational vehicle product as discussed above for the three month period, as well as the impact of the previously reported ongoing pricing and underwriting actions associated with our commercial vehicle product which have continued into 2012.

Our group ART programs, which focus on specialty or niche businesses, provide various services and coverages tailored to meet specific requirements of defined client groups and their members. These services include risk management consulting, claims administration and handling, loss control and prevention and reinsurance placement, along with providing various types of property and casualty insurance coverage. Insurance coverage is provided primarily to companies with similar risk profiles and to specified classes of business of our agent partners.

As part of our ART programs, we have analyzed, on a quarterly basis, members' loss performance on a policy year basis to determine if there would be a premium assessment to participants or if there would be a return of premium to participants as a result of less-than-expected losses. Assessment premium and return of premium are recorded as adjustments to premiums written (assessments increase premiums written; returns of premium reduce premiums written). For the second quarter of 2012 and 2011, we recorded a \$1.0 million return of premium and a \$0.5 million premium assessment, respectively. For the first six months of 2012 and 2011, we recorded premium assessments of \$0.5 million and \$1.7 million, respectively.

**Premiums Earned**

*Three months ended June 30, 2012 compared to June 30, 2011.* The following table shows premiums earned summarized by the broader business component description, which were determined based primarily on similar economic characteristics, products and services:

|                           | Three Months Ended June 30, |            | Change   |         |
|---------------------------|-----------------------------|------------|----------|---------|
|                           | 2012                        | 2011       | Amount   | Percent |
|                           | (Dollars in thousands)      |            |          |         |
| Premiums earned:          |                             |            |          |         |
| Alternative Risk Transfer | \$ 57,946                   | \$ 49,509  | \$ 8,437 | 17.0%   |
| Transportation            | 36,079                      | 38,221     | (2,142)  | (5.6%)  |
| Specialty Personal Lines  | 11,786                      | 13,551     | (1,765)  | (13.0%) |
| Hawaii and Alaska         | 3,511                       | 3,492      | 19       | 0.5%    |
| Other                     | 1,544                       | 1,691      | (147)    | (8.7%)  |
| Total premiums earned     | \$ 110,866                  | \$ 106,464 | \$ 4,402 | 4.1%    |

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Our premiums earned increased \$4.4 million, or 4.1%, to \$110.9 million during the three months ended June 30, 2012 compared to \$106.5 million for the same period in 2011. The increase is primarily attributable to our ART component, which grew \$8.4 million, or 17.0%, over 2011 mainly due to the gross premiums written growth from existing and new programs experienced throughout 2011. Partially offsetting this increase were decreases in our transportation and

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specialty personal lines components of \$2.1 million, or 5.6%, and \$1.8 million, or 13.0%, respectively. The \$2.1 million decline in our transportation component was driven by an \$8.3 million decrease related to the runoff of Vanliner's earned premiums associated with the business covered by the balance sheet guaranty, which was partially offset by growth experienced in our moving and storage products throughout 2011 and the first six months of 2012. The decrease in our specialty personal lines component was due to the decline in premiums written in our commercial vehicle and recreational vehicle products experienced throughout 2011 and the first half of 2012.

*Six months ended June 30, 2012 compared to June 30, 2011.* The following table shows premiums earned summarized by the broader business component description, which were determined based primarily on similar economic characteristics, products and services:

|                              | Six Months Ended June 30, |                   | Change          |             |
|------------------------------|---------------------------|-------------------|-----------------|-------------|
|                              | 2012                      | 2011              | Amount          | Percent     |
|                              | (Dollars in thousands)    |                   |                 |             |
| Premiums earned:             |                           |                   |                 |             |
| Alternative Risk Transfer    | \$ 116,156                | \$ 95,617         | \$ 20,539       | 21.5%       |
| Transportation               | 71,216                    | 78,608            | (7,392)         | (9.4%)      |
| Specialty Personal Lines     | 23,603                    | 27,413            | (3,810)         | (13.9%)     |
| Hawaii and Alaska            | 6,895                     | 6,854             | 41              | 0.6%        |
| Other                        | 3,121                     | 3,111             | 10              | 0.3%        |
| <b>Total premiums earned</b> | <b>\$ 220,991</b>         | <b>\$ 211,603</b> | <b>\$ 9,388</b> | <b>4.4%</b> |

Our premiums earned increased \$9.4 million, or 4.4%, to \$221.0 million during the six months ended June 30, 2012 compared to \$211.6 million for the same period in 2011. The increase is primarily attributable to our ART component, which grew \$20.5 million, or 21.5%, over 2011 due to the same factors discussed above for the three month period. Partially offsetting this increase were decreases in our transportation and specialty personal lines components of \$7.4 million, or 9.4%, and \$3.8 million, or 13.9%, respectively. The \$7.4 million decline in our transportation component was driven by a \$23.4 million decrease related to the runoff of Vanliner's earned premiums associated with the business covered by the balance sheet guaranty, which was partially offset by growth experienced in our moving and storage products, as discussed above for the three month period. The decrease in our specialty personal lines component was due to the same factors discussed above for the three month period.

**Underwriting and Loss Ratio Analysis**

Underwriting profitability, as opposed to overall profitability or net earnings, is measured by the combined ratio. The combined ratio is the sum of the loss and LAE ratio and the underwriting expense ratio. A combined ratio under 100% is indicative of an underwriting profit.

Losses and LAE are a function of the amount and type of insurance contracts we write and of the loss experience of the underlying risks. We seek to establish case reserves at the maximum probable exposure based on our historical claims experience. Our ability to accurately estimate losses and LAE at the time of pricing our contracts is a critical factor in determining our profitability. The amount reported under losses and LAE in any period includes payments in the period net of the change in reserves for unpaid losses and LAE between the beginning and the end of the period.

Our underwriting expense ratio includes commissions and other underwriting expenses and other operating and general expenses, offset by other income. Commissions and other underwriting expenses consist principally of brokerage and agent commissions reduced by ceding commissions received from assuming reinsurers, and vary depending upon the amount and types of contracts written and, to a lesser extent, premium taxes.

Our underwriting approach is to price our products to achieve an underwriting profit even if we forgo volume as a result. After several years of modest single digit decreases in rate levels on our renewal business as a whole, beginning in 2011 and continuing through the first six months of 2012, we saw rate levels begin to stabilize on renewal business, with a number of our products experiencing single digit rate level increases on renewal business.

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The table below presents our net premiums earned and combined ratios for the periods indicated:

|                                               | Three Months Ended June 30, |                   | Six Months Ended June 30, |                   |
|-----------------------------------------------|-----------------------------|-------------------|---------------------------|-------------------|
|                                               | 2012                        | 2011              | 2012                      | 2011              |
|                                               | (Dollars in thousands)      |                   | (Dollars in thousands)    |                   |
| Gross premiums written                        | \$ 160,130                  | \$ 156,485        | \$ 290,355                | \$ 290,798        |
| Ceded reinsurance                             | (24,375)                    | (22,742)          | (47,885)                  | (46,804)          |
| Net premiums written                          | 135,755                     | 133,743           | 242,470                   | 243,994           |
| Change in unearned premiums, net of ceded     | (24,889)                    | (27,279)          | (21,479)                  | (32,391)          |
| <b>Total premiums earned</b>                  | <b>\$ 110,866</b>           | <b>\$ 106,464</b> | <b>\$ 220,991</b>         | <b>\$ 211,603</b> |
| Combined Ratios:                              |                             |                   |                           |                   |
| Loss and LAE ratio <sup>(1)</sup>             | 74.7%                       | 73.8%             | 73.9%                     | 72.4%             |
| Underwriting expense ratio <sup>(2) (3)</sup> | 23.8%                       | 23.2%             | 23.6%                     | 23.0%             |
| <b>Combined ratio</b>                         | <b>98.5%</b>                | <b>97.0%</b>      | <b>97.5%</b>              | <b>95.4%</b>      |

(1) The ratio of losses and LAE to premiums earned.

(2) The ratio of the sum of commissions and other underwriting expenses, other operating expenses less other income to premiums earned.

(3) 2011 results have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under ASU 2010-26.

*Three months ended June 30, 2012 compared to June 30, 2011.* Our consolidated loss and LAE ratio for the second quarter of 2012 increased 0.9 percentage points to 74.7% compared to 73.8% in the same period in 2011. The loss and LAE ratio for our ongoing operations, which excludes the impact from the runoff of the guaranteed Vanliner business, was 74.7% for the three months ended June 30, 2012 compared to 72.2% for the same period in 2011. This increase over the prior period is primarily attributable to higher than average claims severity experienced in several of our historically profitable commercial products during the three months ended June 30, 2012. We expect that these products' results in future periods will be more consistent with our historical results. However, we will continue to closely monitor the products' performance and will respond with rate increases or non-renewals, as necessary. For the second quarter of 2012, we had favorable development from prior years' loss reserves of \$0.2 million, or 0.2 percentage points, compared to favorable development of \$0.7 million, or 0.7 percentage points, in the second quarter of 2011. This favorable development was primarily related to settlements below the established case reserves and revisions to our estimated future settlements on an individual case by case basis. The prior years' loss reserve development for both periods is not considered to be unusual or significant to prior years' reserves based on the history of our business and the timing of events in the claims adjustment process.

The consolidated underwriting expense ratio for the second quarter of 2012 increased 0.6 percentage points to 23.8% compared to 23.2% for the same period in 2011. The underwriting expense ratio for our ongoing business remained relatively flat at 23.8% and 23.6% for the three months ended June 30, 2012 and 2011, respectively.

*Six months ended June 30, 2012 compared to June 30, 2011.* Our consolidated loss and LAE ratio for the six months ended June 30, 2012 increased 1.5 percentage points to 73.9% compared to 72.4% in the same period in 2011. The loss and LAE ratio for our ongoing operations, which excludes the impact from the runoff of the guaranteed Vanliner business, was 73.9% for the first six months of 2012 compared to 69.7% for the same period in 2011. This increase over the prior period is primarily attributable to higher than average claims severity experienced in two historically profitable products within our Hawaii and Alaska and ART transportation components during the six months ended June 30, 2012, as well as adverse claim development from prior years' loss reserves. For the six months ended June 30, 2012, we had unfavorable development from prior years' loss reserves of \$1.7 million, or 0.8 percentage points, compared to favorable development of \$0.5 million, or 0.3 percentage points, for the first six months of 2011.

The consolidated underwriting expense ratio for the six months ended June 30, 2012 increased 0.6 percentage points to 23.6% compared to 23.0% for the same period in 2011. The underwriting expense ratio for our ongoing business remained flat at 23.6% for both the six months



ended June 30, 2012 and 2011.

***Net Investment Income***

*2012 compared to 2011.* For the three and six month periods ended June 30, 2012, net investment income was \$9.0 million and \$18.1 million, respectively, compared to \$7.8 million and \$14.7 million for the same periods in 2011. The increase in investment income for both the three and six months ended June 30, 2012 is primarily due to a shift into higher yielding securities in the second half of 2011. This shift was primarily concentrated in state and local government obligations and mortgage-backed securities with a decreased focus on lower yielding U.S. government and government agency obligations.

***Net Realized Gains (Losses) on Investments***

*2012 compared to 2011.* Pre-tax net realized gains on investments were \$0.4 million for the second quarter of 2012 compared to \$1.3 million for the second quarter of 2011. For the six months ended June 30, 2012 and 2011, pre-tax net realized gains were

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\$2.2 million and \$2.5 million, respectively. The pre-tax net realized gains for both the second quarter and first six months of 2012 were primarily generated from net realized gains associated with sales or redemptions of securities totaling \$1.8 million and \$2.2 million, respectively. Equity partnership investments produced net losses of \$1.3 million and net gains of \$0.1 million for the second quarter and first half of 2012, respectively. The pre-tax net realized gains for both the three and six months ended June 30, 2011 were primarily generated from net realized gains associated with sales of securities totaling \$1.0 million and \$2.0 million, respectively. Additionally, we recorded gains of \$0.3 million and \$0.5 million associated with equity partnership investments for the three and six months ended June 30, 2011, respectively.

***Commissions and Other Underwriting Expenses***

*2012 compared to 2011.* During the second quarter of 2012, commissions and other underwriting expenses of \$22.6 million increased \$1.2 million, or 5.7%, from \$21.4 million in the comparable period in 2011. For the six months ended June 30, 2012 and 2011, commissions and other underwriting expenses were \$44.2 million and \$41.9 million, respectively, increasing \$2.3 million, or 5.4%. Both the quarter and year-to-date increases are primarily attributable to changes in business mix written during the periods. Commissions and other underwriting expenses, as a percentage of premiums earned, were relatively flat at 20.4% and 20.0% for the three months and six months ended June 30, 2012, respectively, compared to 20.1% and 19.8% for the same periods in 2011. Commissions and other underwriting expenses for the three and six months ended June 30, 2011 have been retrospectively adjusted for the changes to accounting for deferred policy acquisition costs required under ASU 2010-26.

***Other Operating and General Expenses***

*2012 compared to 2011.* Other operating and general expenses increased \$0.5 million, or 11.6%, to \$4.6 million during the quarter ended June 30, 2012 compared to \$4.1 million for the same period in 2011. For the six months ended June 30, 2012 and 2011, other operating and general expenses were \$9.5 million and \$8.6 million, respectively, increasing \$0.9 million, or 10.0%. Both the quarter and year-to-date increases are primarily attributable to growth in our employee headcount and other expenses necessary to support the growth in our business. Other operating and general expenses, as a percentage of premiums earned, were relatively flat at 4.1% and 4.3% for the three months and six months ended June 30, 2012, respectively, compared to 3.8% and 4.1% for the same periods in 2011.

***Income Taxes***

*2012 compared to 2011.* The effective tax rate of 27.0% for the three month period ended June 30, 2012 decreased 1.8 percentage points, from 28.8%, as compared to the same period in 2011. The 2012 year-to-date effective tax rate decreased 2.0 percentage points to 28.3%, as compared to 30.3% for the same period in 2011. These decreases are primarily attributable to increased tax-exempt income.

**Financial Condition*****Investments***

At June 30, 2012, our investment portfolio contained \$960.1 million in fixed maturity securities and \$25.3 million in equity securities, all carried at fair value, with unrealized gains and losses reported as a separate component of shareholders' equity and \$34.8 million in other investments, which are limited partnership investments accounted for in accordance with the equity method. At June 30, 2012, we had pre-tax net unrealized gains of \$34.0 million on fixed maturities and \$2.6 million on equity securities. Our investment portfolio allocation is based on diversification among primarily high quality fixed maturity investments and guidelines in our investment policy.

At June 30, 2012, 89.6% of the fixed maturities in our portfolio were rated investment grade (credit rating of AAA to BBB-) by nationally recognized rating agencies. Investment grade securities generally bear lower degrees of risk and corresponding lower yields than those that are unrated or non-investment grade.

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Summary information for securities with unrealized gains or losses at June 30, 2012 is shown in the following table. Approximately \$0.4 million of fixed maturities and \$0.2 million of equity securities had no unrealized gains or losses at June 30, 2012.

|                                                       | Securities with<br>Unrealized Gains | Securities with<br>Unrealized Losses |
|-------------------------------------------------------|-------------------------------------|--------------------------------------|
|                                                       | (Dollars in thousands)              |                                      |
| <b>Fixed Maturities:</b>                              |                                     |                                      |
| Fair value of securities                              | \$ 833,106                          | \$ 126,639                           |
| Amortized cost of securities                          | 794,961                             | 130,782                              |
| Gross unrealized gain or (loss)                       | \$ 38,145                           | \$ (4,143)                           |
| Fair value as a % of amortized cost                   | 104.8%                              | 96.8%                                |
| Number of security positions held                     | 722                                 | 115                                  |
| Number individually exceeding \$50,000 gain or (loss) | 266                                 | 13                                   |
| Concentration of gains or losses by type or industry: |                                     |                                      |
| U.S. Government and government agencies               | \$ 6,498                            | \$ (6)                               |
| Foreign governments                                   | 65                                  |                                      |
| State, municipalities and political subdivisions      | 15,695                              | (443)                                |
| Residential mortgage-backed securities                | 4,995                               | (2,462)                              |
| Commercial mortgage-backed securities                 | 803                                 | (232)                                |
| Banks, insurance and brokers                          | 3,261                               | (218)                                |
| Industrial and other                                  | 6,828                               | (782)                                |
| Percent rated investment grade (a)                    | 92.6%                               | 70.4%                                |
| <b>Equity Securities:</b>                             |                                     |                                      |
| Fair value of securities                              | \$ 18,997                           | \$ 6,175                             |
| Cost of securities                                    | 15,896                              | 6,645                                |
| Gross unrealized gain or (loss)                       | \$ 3,101                            | \$ (470)                             |
| Fair value as a % of cost                             | 119.5%                              | 92.9%                                |
| Number individually exceeding \$50,000 gain or (loss) | 16                                  |                                      |

(a) Investment grade of AAA to BBB- by nationally recognized rating agencies.

The table below sets forth the scheduled maturities of available for sale fixed maturity securities at June 30, 2012, based on their fair values. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

|                                    | Securities with<br>Unrealized Gains | Securities with<br>Unrealized Losses |
|------------------------------------|-------------------------------------|--------------------------------------|
| <b>Maturity:</b>                   |                                     |                                      |
| One year or less                   | 2.1%                                | 0.4%                                 |
| After one year through five years  | 21.4%                               | 20.1%                                |
| After five years through ten years | 39.2%                               | 17.0%                                |
| After ten years                    | 15.4%                               | 11.4%                                |
|                                    | 78.1%                               | 48.9%                                |
| Mortgage-backed securities         | 21.9%                               | 51.1%                                |
|                                    | 100.0%                              | 100.0%                               |

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The table below summarizes the unrealized gains and losses on fixed maturities and equity securities by dollar amount.

|                                           | At June 30, 2012           |                                        | Fair Value<br>as % of<br>Cost<br>Basis |
|-------------------------------------------|----------------------------|----------------------------------------|----------------------------------------|
|                                           | Aggregate<br>Fair<br>Value | Aggregate<br>Unrealized<br>Gain (Loss) |                                        |
|                                           | (Dollars in thousands)     |                                        |                                        |
| <b>Fixed Maturities:</b>                  |                            |                                        |                                        |
| <b>Securities with unrealized gains:</b>  |                            |                                        |                                        |
| Exceeding \$50,000 and for:               |                            |                                        |                                        |
| Less than one year (173 issues)           | \$ 332,326                 | \$ 18,724                              | 106.0%                                 |
| More than one year (93 issues)            | 165,453                    | 11,785                                 | 107.7%                                 |
| Less than \$50,000 (456 issues)           | 335,327                    | 7,636                                  | 102.3%                                 |
|                                           | <b>\$ 833,106</b>          | <b>\$ 38,145</b>                       |                                        |
| <b>Securities with unrealized losses:</b> |                            |                                        |                                        |
| Exceeding \$50,000 and for:               |                            |                                        |                                        |
| Less than one year (6 issues)             | \$ 11,911                  | \$ (773)                               | 93.9%                                  |
| More than one year (7 issues)             | 8,490                      | (2,208)                                | 79.4%                                  |
| Less than \$50,000 (102 issues)           | 106,238                    | (1,162)                                | 98.9%                                  |
|                                           | <b>\$ 126,639</b>          | <b>\$ (4,143)</b>                      |                                        |
| <b>Equity Securities:</b>                 |                            |                                        |                                        |
| <b>Securities with unrealized gains:</b>  |                            |                                        |                                        |
| Exceeding \$50,000 and for:               |                            |                                        |                                        |
| Less than one year (14 issues)            | \$ 10,435                  | \$ 2,073                               | 124.8%                                 |
| More than one year (2 issues)             | 1,412                      | 401                                    | 139.7%                                 |
| Less than \$50,000 (51 issues)            | 7,150                      | 627                                    | 109.6%                                 |
|                                           | <b>\$ 18,997</b>           | <b>\$ 3,101</b>                        |                                        |
| <b>Securities with unrealized losses:</b> |                            |                                        |                                        |
| Exceeding \$50,000 and for:               |                            |                                        |                                        |
| Less than one year (0 issue)              | \$                         | \$                                     | 0.0%                                   |
| More than one year (0 issues)             |                            |                                        | 0.0%                                   |
| Less than \$50,000 (31 issues)            | 6,175                      | (470)                                  | 92.9%                                  |
|                                           | <b>\$ 6,175</b>            | <b>\$ (470)</b>                        |                                        |

When a decline in the value of a specific investment is considered to be other-than-temporary, a provision for impairment is charged to earnings (accounted for as a realized loss) and the cost basis of that investment is reduced. The determination of whether unrealized losses are other-than-temporary requires judgment based on subjective as well as objective factors. Factors considered and resources used by management include those discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations Other-Than-Temporary Impairment.

**Premiums and Reinsurance**

Premiums receivable increased \$35.6 million, or 20.7%, and unearned premiums increased \$27.7 million, or 11.9%, from December 31, 2011 to June 30, 2012. Prepaid reinsurance premiums increased \$6.2 million, or 18.7%, and reinsurance balances payable increased \$4.9 million, or 20.9%, from December 31, 2011 to June 30, 2012. Under most of our group ART programs, all members of the group share a common renewal

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date. These common renewal dates are scheduled throughout the year. However, we have several large ART programs that renew during the first six months of a given fiscal year resulting in a large increase in premiums receivable, unearned premiums, prepaid reinsurance premiums and reinsurance balances payable. These balances gradually decline throughout the remainder of the year.

**Table of Contents****Liquidity and Capital Resources**

The liquidity requirements of our insurance subsidiaries relate primarily to the liabilities associated with their products as well as operating costs and payments of dividends and taxes to us from insurance subsidiaries. Historically and during the first six months of 2012, cash flows from premiums and investment income have provided sufficient funds to meet these requirements, without requiring significant liquidation of investments. If our cash flows change dramatically from historical patterns, for example as a result of a decrease in premiums, an increase in claims paid or operating expenses, or financing an acquisition, we may be required to sell securities before their maturity and possibly at a loss. Our insurance subsidiaries generally hold a significant amount of highly liquid, short-term investments or cash and cash equivalents to meet their liquidity needs. Our historic pattern of using receipts from current premium writings for the payment of liabilities incurred in prior periods provides us with the option to extend the maturities of our investment portfolio beyond the estimated settlement date of our loss reserves. Funds received in excess of cash requirements are generally invested in additional marketable securities.

We believe that our insurance subsidiaries maintain sufficient liquidity to pay claims and operating expenses, as well as meet commitments in the event of unforeseen events such as reserve deficiencies, inadequate premium rates or reinsurer insolvencies. Our principal sources of liquidity are our existing cash, cash equivalents and short-term investments. Cash and cash equivalents increased \$16.7 million from \$23.7 million at December 31, 2011 to \$40.4 million at June 30, 2012. We generated net cash from operations of \$37.3 million for the six months ended June 30, 2012, compared to \$20.2 million during the comparable period in 2011. This increase of \$17.1 million is primarily attributable to a decrease in claim payments related to the runoff of the guaranteed Vanliner reserves and lower estimated federal income tax payments made during the first six months of 2012 as compared to the same period in 2011, partially offset by unearned premiums due to our flat premiums written in the first half of 2012 compared to the significant premium growth experienced during the same period in 2011. Estimated tax payments made during the first half of 2011 included \$8.4 million associated with the Vanliner acquisition (included in the line item Increase (decrease) in accounts payable, commissions and other liabilities and assessments and fees payable on our Consolidated Statement of Cash Flows at June 30, 2011), which was offset by cash received of an equal amount included in Collection of amounts refundable on the purchase price of Vanliner in the investing activities section of our Consolidated Statement of Cash Flows for the six months ended June 30, 2011.

Net cash used in investing activities was \$16.7 million and \$6.3 million for the six months ended June 30, 2012 and 2011, respectively. Contributing to the \$10.4 million increase in cash used in investing activities was a \$75.1 million decrease in the proceeds from maturities and redemptions of fixed maturity investments, partially offset by a \$45.1 million decrease in the purchases of fixed maturity investments. The decreases in investment activity in 2012 were due to a large number of securities obtained as part of the Vanliner acquisition maturing during the first six months of 2011, and the subsequent reinvestment of the proceeds from those securities. The net purchases of fixed maturities during the first six months of 2012 were primarily concentrated in state and local government obligations and commercial mortgage-backed securities. Included in the change in cash used in investing activities was the receipt of the \$14.3 million refund in the first six months of 2011 on the purchase price of Vanliner related to making the election under Section 338(h)(10) of the Internal Revenue Code and the finalization of the tangible book value. Also contributing to the change in cash used in investing activities was a \$14.7 million increase in the proceeds from the sale of fixed maturity investments, a \$9.1 million decrease in the purchases of equity securities and a \$6.3 million decrease in the purchases of other investments, which are comprised of limited partnership investments.

Net cash used in financing activities was \$3.9 million and \$1.6 million for the six months ended June 30, 2012 and 2011, respectively. This \$2.3 million increase in cash used in financing activities was primarily driven by the \$2.0 million draw on our credit facility in the second quarter of 2011. There have been no such draws on the credit facility during the first six months of 2012.

We have continuing cash needs for administrative expenses, the payment of principal and interest on borrowings, shareholder dividends and taxes. Funds to meet these obligations will come primarily from parent company cash, dividends and other payments from our insurance company subsidiaries.

We have a \$50.0 million unsecured Credit Agreement (the Credit Agreement) that terminates in December 2012, which includes a sublimit of \$10.0 million for letters of credit. We have the ability to increase the line of credit to \$75.0 million subject to the credit facility's accordion feature. At June 30, 2012 there was \$22.0 million drawn on this credit facility. Amounts borrowed bear interest at either (1) a rate per annum equal to the greater of the administrative agent's prime rate or 0.5% in excess of the federal funds effective rate or (2) rates ranging from 0.45% to 0.90% over LIBOR based on our A.M. Best insurance group rating, or 0.65% at June 30, 2012. As of June 30, 2012, the interest rate on this debt is equal to the six-month LIBOR (0.4375% at June 30, 2012) plus 65 basis points, with interest payments due quarterly.

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The Credit Agreement requires us to maintain specified financial covenants measured on a quarterly basis, including consolidated net worth, fixed charge coverage ratio and debt-to-capital ratio. In addition, the Credit Agreement contains certain affirmative and negative covenants, including negative covenants that limit or restrict our ability to, among other things, incur additional indebtedness, effect mergers or consolidations, make investments, enter into asset sales, create liens, enter into transactions with affiliates and other restrictions customarily contained in such agreements. As of June 30, 2012, we were in compliance with all financial covenants.

We expect to procure a new line of credit during 2012 to replace the current Credit Agreement prior to its expiration, although potentially at a higher cost. Due to the favorable terms of the Credit Agreement relative to those currently available in the commercial lending marketplace, we do not anticipate executing a new credit agreement until the fourth quarter of 2012.

We believe that funds generated from operations, including dividends from insurance subsidiaries and parent company cash will provide sufficient resources to meet our liquidity requirements for at least the next 12 months. However, if these funds are insufficient to meet fixed charges in any period, we would be required to generate cash through sale of assets, sale of portfolio securities or similar transactions. If we were required to sell portfolio securities early for liquidity purposes rather than holding them to maturity, we would recognize gains or losses on those securities earlier than anticipated. Our ongoing corporate initiatives include actively evaluating potential acquisitions. At such time that we would execute an agreement to enter into an acquisition, such a transaction, depending upon the structure and size, could have an impact on our liquidity. Since our ability to meet our obligations in the long-term (beyond a 12-month period) is dependent upon factors such as market changes, insurance regulatory changes and economic conditions, no assurance can be given that the available net cash flow will be sufficient to meet our long-term operating needs. We are not aware of any trends or uncertainties affecting our liquidity, including any significant future reliance on short-term financing arrangements.

### **Critical Accounting Policies**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ( GAAP ) requires management to make estimates and assumptions that affect amounts reported in the financial statements. As more information becomes known, these estimates and assumptions could change and thus impact amounts reported in the future. Management believes that the establishment of losses and LAE reserves and the determination of other-than-temporary impairment on investments are the two areas where the degree of judgment required in determining amounts recorded in the financial statements make the accounting policies critical. For a more detailed discussion of these policies, see Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies in our Annual Report on Form 10-K for the year ended December 31, 2011.

### ***Losses and LAE Reserves***

Significant periods of time can elapse between the occurrence of an insured loss, the reporting of that loss to us and our final payment of that loss and its related LAE. To recognize liabilities for unpaid losses, we establish reserves as balance sheet liabilities. At June 30, 2012 and December 31, 2011, we had \$786.9 million and \$776.6 million, respectively, of gross loss and LAE reserves, representing management s best estimate of the ultimate loss. Management records, on a monthly and quarterly basis, its best estimate of loss reserves. For purposes of computing the recorded reserves, management utilizes various data inputs, including analysis that is derived from a review of prior quarter results performed by actuaries employed by Great American. In addition, on an annual basis, actuaries from Great American review the recorded reserves for NIIC, VIC, NIIC-HI and TCC utilizing current period data and provide a Statement of Actuarial Opinion, required annually in accordance with state insurance regulations, on the statutory reserves recorded by these U.S. insurance subsidiaries. The actuarial analysis of NIIC s, VIC s, NIIC-HI s and TCC s net reserves for the year ending December 31, 2011 reflected point estimates that were within 2% of management s recorded net reserves as of such dates. Using this actuarial data along with its other data inputs, management concluded that the recorded reserves appropriately reflect management s best estimates of the liability as of June 30, 2012 and December 31, 2011.

The quarterly reviews of unpaid loss and LAE reserves by Great American actuaries are prepared using standard actuarial techniques. These may include (but may not be limited to):

the Case Incurred Development Method;

the Paid Development Method;

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the Bornhuetter-Ferguson Method; and

the Incremental Paid LAE to Paid Loss Methods.



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The period of time from the occurrence of a loss through the settlement of the liability is referred to as the tail. Generally, the same actuarial methods are considered for both short-tail and long-tail lines of business because most of them work properly for both. The methods are designed to incorporate the effects of the differing length of time to settle particular claims. For short-tail lines, management tends to give more weight to the Case Incurred and Paid Development methods, although the various methods tend to produce similar results. For long-tail lines, more judgment is involved and more weight may be given to the Bornhuetter-Ferguson method. Liability claims for long-tail lines are more susceptible to litigation and can be significantly affected by changing contract interpretation and the legal environment. Therefore, the estimation of loss reserves for these classes is more complex and subject to a higher degree of variability.

Supplementary statistical information is reviewed to determine which methods are most appropriate and whether adjustments are needed to particular methods. This information includes:

open and closed claim counts;

average case reserves and average incurred on open claims;

closure rates and statistics related to closed and open claim percentages;

average closed claim severity;

ultimate claim severity;

reported loss ratios;

projected ultimate loss ratios; and

loss payment patterns.

### ***Other-Than-Temporary Impairment***

Our investments are exposed to at least one of three primary sources of investment risk: credit, interest rate and market valuation risks. The financial statement risks are those associated with the recognition of impairments and income, as well as the determination of fair values. We evaluate whether impairments have occurred on a case-by-case basis. Management considers a wide range of factors about the security issuer and uses its best judgment in evaluating the cause and amount of decline in the estimated fair value of the security and in assessing the prospects for near-term recovery. Inherent in management's evaluation of the security are assumptions and estimates about the operations of the issuer and its future earnings potential. Considerations we use in the impairment evaluation process include, but are not limited to:

the length of time and the extent to which the market value has been below amortized cost;

whether the issuer is experiencing significant financial difficulties;

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economic stability of an entire industry sector or subsection;

whether the issuer, series of issuers or industry has a catastrophic type of loss;

the extent to which the unrealized loss is credit-driven or a result of changes in market interest rates;

historical operating, balance sheet and cash flow data;

internally and externally generated financial models and forecasts;

our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value; and

other subjective factors, including concentrations and information obtained from regulators and rating agencies.

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Under current 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 have 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. Both components are required to be shown in the Consolidated Statements of Income. 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 is required to reduce the amortized cost of that security to fair value. Additional disclosures required by this guidance are contained in Note 4 Investments.

We closely monitor each investment that has a fair value that is below its amortized cost and make a determination each quarter for other-than-temporary impairment for each of those investments. There were no material other-than-temporary impairment charges recorded during the three and six months ended June 30, 2012 and 2011.

While it is not possible to accurately predict if or when a specific security will become impaired, given the inherent uncertainty in the market, charges for other-than-temporary impairment could be material to net income in subsequent quarters. Management believes it is not likely that future impairment charges will have a significant effect on our liquidity. See Management's Discussion and Analysis of Financial Condition and Results of Operations Financial Condition Investments.

### **Contractual Obligations/Off-Balance Sheet Arrangements**

During the first six months of 2012, our contractual obligations did not change materially from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2011.

We do not have any relationships with unconsolidated entities of financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risk**

As of June 30, 2012, there were no material changes to the information provided in our Annual Report on Form 10-K for the year ended December 31, 2011 under Item 7A Quantitative and Qualitative Disclosures About Market Risk.

### **ITEM 4. Controls and Procedures**

Our management is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Our management, with participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e)) as of June 30, 2012. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2012, to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have been no significant changes in our internal controls over financial reporting or in other factors that have occurred during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

There are no material changes from the legal proceedings previously reported in our Annual Report on Form 10-K for the year ended December 31, 2011. For more information regarding such legal matters please refer to Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2011, Note 16 to the Consolidated Financial Statements included therein and Note 10 to the Consolidated Financial Statements contained in this quarterly report.



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**ITEM 1A. Risk Factors**

There are no material changes to the risk factors previously reported in our Annual Report on Form 10-K for the year ended December 31, 2011. For more information regarding such risk factors, please refer to Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2011.

**ITEM 6. Exhibits**

|         |                                                                                                                                                                                                        |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1     | Amended and Restated Articles of Incorporation <sup>(1)</sup>                                                                                                                                          |
| 3.2     | Amended and Restated Code of Regulations <sup>(1)</sup>                                                                                                                                                |
| 31.1    | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2    | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1    | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                                      |
| 32.2    | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                                      |
| 101.INS | XBRL Instance Document <sup>(2)</sup>                                                                                                                                                                  |
| 101.SCH | XBRL Taxonomy Extension Schema Document <sup>(2)</sup>                                                                                                                                                 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document <sup>(2)</sup>                                                                                                                                   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document <sup>(2)</sup>                                                                                                                                    |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document <sup>(2)</sup>                                                                                                                                         |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document <sup>(2)</sup>                                                                                                                                  |

<sup>(1)</sup> These exhibits are incorporated by reference to our Registration Statement on Form S-1 (Registration No. 333-119270).

<sup>(2)</sup> In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed furnished not filed.

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**SIGNATURES**

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

NATIONAL INTERSTATE CORPORATION

Date: August 3, 2012

/s/ David W. Michelson  
David W. Michelson  
President and Chief Executive Officer  
(Duly Authorized Officer and Principal Executive Officer)

Date: August 3, 2012

/s/ Julie A. McGraw  
Julie A. McGraw  
Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial Officer)