

UNICO AMERICAN CORP  
Form 10-Q  
August 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2017** or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File No. **0-3978**

**UNICO AMERICAN CORPORATION**

*(Exact Name of Registrant as Specified in Its Charter)*

**Nevada**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**95-2583928**

*(I.R.S. Employee  
Identification No.)*

**26050 Mureau Road, Calabasas, California 91302**

*(Address of Principal Executive Offices) (Zip Code)*

**(818) 591-9800**

*(Registrant's Telephone Number, Including Area Code)*

**No Change**

*(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)*

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

X No \_\_\_

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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

X No\_\_\_

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

Large accelerated filer \_\_\_ Accelerated filer \_\_\_

Non-accelerated filer \_\_\_ Smaller reporting company X Emerging growth company \_\_\_

(Do not check if a 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 X

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at August 11, 2017</u>
Common Stock, \$0 par value per share	5,307,133

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**PART 1 - FINANCIAL INFORMATION****ITEM 1 - FINANCIAL STATEMENTS**

## UNICO AMERICAN CORPORATION

## AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30 2017 (Unaudited)	December 31 <u>2016</u>
<b>ASSETS</b>		
Investments		
Available-for-sale:		
Fixed maturities, at fair value (amortized cost: \$83,877,997 at June 30, 2017, and \$80,371,842 at December 31, 2016)	\$ 83,874,124	\$ 80,383,925
Short-term investments, at fair value	5,092,774	10,204,603
Total Investments	88,966,898	90,588,528
Cash and restricted cash	13,585,909	13,496,379
Accrued investment income	238,893	185,916
Receivables, net	6,258,009	6,008,083
Reinsurance recoverable:		
Paid losses and loss adjustment expenses	80,597	260,744
Unpaid losses and loss adjustment expenses	12,491,623	9,520,970
Deferred policy acquisition costs	4,422,656	4,432,299
Property and equipment, net	10,113,263	10,282,532
Deferred income taxes	1,169,645	1,177,346
Other assets	3,451,304	2,269,408
<b>Total Assets</b>	<b>\$ 140,778,797</b>	<b>\$ 138,222,205</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Unpaid losses and loss adjustment expenses	\$ 51,939,020	\$ 47,055,787
Unearned premiums	19,876,589	19,374,740
Advance premium and premium deposits	385,496	224,055
Accrued expenses and other liabilities	2,708,018	2,660,983

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Total Liabilities	\$74,909,123	\$69,315,565
Commitments and contingencies		
STOCKHOLDERS' EQUITY		
Common stock, no par – authorized 10,000,000 shares; issued and outstanding shares 5,307,133 at June 30, 2017, and December 31, 2016	\$3,772,872	\$3,761,320
Accumulated other comprehensive income (loss)	(2,556	) 7,975
Retained earnings	62,099,358	65,137,345
Total Stockholders' Equity	\$65,869,674	\$68,906,640
Total Liabilities and Stockholders' Equity	\$140,778,797	\$138,222,205

See notes to condensed consolidated financial statements (unaudited).

## UNICO AMERICAN CORPORATION

## AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	Three Months Ended June 30		Six Months Ended <u>June 30</u>	
	2017	2016	<u>2017</u>	<u>2016</u>
<b>REVENUES</b>				
Insurance company operation:				
Net earned premium	\$8,220,150	\$7,717,951	\$16,140,849	\$15,290,366
Investment income	263,988	212,344	476,174	424,344
Net realized investments gains (losses)	155	—	155	(1,278 )
Other income	67,261	67,684	135,473	135,278
Total Insurance Company Operation	8,551,554	7,997,979	16,752,651	15,848,710
Other insurance operations:				
Gross commissions and fees	671,453	708,939	1,412,628	1,366,184
Investment income	70	106	119	197
Finance fees earned	18,180	15,608	36,341	32,217
Other income	49	—	64	5,002
Total Revenues	9,241,306	8,722,632	18,201,803	17,252,310
<b>EXPENSES</b>				
Losses and loss adjustment expenses	5,908,674	4,858,757	14,433,855	9,944,251
Policy acquisition costs	1,591,503	1,701,091	3,089,137	3,400,751
Salaries and employee benefits	1,964,725	1,279,849	3,313,368	2,661,433
Commissions to agents/brokers	44,994	40,636	86,883	81,055
Other operating expenses	1,082,236	633,705	1,896,735	1,226,252
Total Expenses	10,592,132	8,514,038	22,819,978	17,313,742
Income (loss) before taxes	(1,350,826 )	208,594	(4,618,175 )	(61,432 )
Income tax expense (benefit)	(460,091 )	57,564	(1,580,188 )	(13,475 )
Net Income (Loss)	\$(890,735 )	\$151,030	\$(3,037,987 )	\$(47,957 )

## PER SHARE DATA:

## Basic

Earnings (loss) per share	\$(0.17 )	\$0.03	\$(0.57 )	\$(0.01 )
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Weighted average shares	5,307,133	5,307,133	5,307,133	5,308,255
Diluted				
Earnings (loss) per share	\$(0.17	) \$0.03	\$(0.57	) \$(0.01
Weighted average shares	5,307,133	5,308,501	5,307,133	5,308,255

See notes to condensed consolidated financial statements (unaudited).

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## UNICO AMERICAN CORPORATION

## AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(UNAUDITED)

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Net income (loss)	\$(890,735)	\$151,030	\$(3,037,987)	\$(47,957)
Other changes in comprehensive income (loss):				
Changes in unrealized gains (losses) on securities classified as available-for-sale arising during the period	(7,628 )	10,963	(15,956 )	103,800
Income tax benefit (expense) related to changes in unrealized gains on securities classified as available-for-sale arising during the period	2,594	(3,728 )	5,425	(35,292 )
Comprehensive Income (Loss)	\$(895,769)	\$158,265	\$(3,048,518)	\$20,551

See notes to condensed consolidated financial statements (unaudited).



## UNICO AMERICAN CORPORATION

## AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Six Months Ended	
	June 30	
	<u>2017</u>	2016
Cash flows from operating activities:		
Net loss	\$(3,037,987 )	\$(47,957 )
Adjustments to reconcile net loss to net cash from operations:		
Depreciation and amortization	264,710	239,914
Bond amortization, net	(426,603 )	(8,567 )
Bad debt expense	15,420	104
Non-cash stock based compensation	11,552	11,552
Realized investment (gains) losses	(155 )	1,278
Changes in assets and liabilities:		
Net receivables and accrued investment income	(318,323 )	(825,695 )
Reinsurance recoverable	(2,790,506 )	460,247
Deferred policy acquisition costs	9,643	(261,710 )
Other assets	415,723	602,394
Unpaid losses and loss adjustment expenses	4,883,233	(106,128 )
Unearned premium	501,849	1,185,762
Advance premium and premium deposits	161,441	229,324
Accrued expenses and other liabilities	47,035	121,508
Income taxes current/deferred	(1,584,493 )	(17,853 )
Net Cash Provided (Used) by Operating Activities	(1,847,461 )	1,584,173
Cash flows from investing activities:		
Purchase of fixed maturity investments	(29,347,552)	(5,194,000 )
Proceeds from maturity of fixed maturity investments	25,218,000	300,000
Proceeds from sale of fixed maturity investments	1,050,155	744,722
Net decrease in short-term investments	5,111,829	8,681,962
Additions to property and equipment	(95,441 )	(522,465 )
Net Cash Provided by Investing Activities	1,936,991	4,010,219
Cash flows from financing activities:		
Repurchase of common stock	—	(89,582 )
Net Cash Used by Financing Activities	—	(89,582 )

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Net increase in cash and restricted cash	89,530	5,504,810
Cash and restricted cash at beginning of period	13,496,379	8,258,673
Cash and Restricted Cash at End of Period	\$13,585,909	\$13,763,483
Supplemental cash flow information		
Cash paid during the period for:		
Interest	—	—
Income taxes	\$8,800	\$8,774

See notes to condensed consolidated financial statements (unaudited).

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UNICO AMERICAN CORPORATION

AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

JUNE 30, 2017

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Unico American Corporation is an insurance holding company that underwrites property and casualty insurance through its insurance company subsidiary; provides property, casualty, and health insurance through its agency subsidiaries; and provides insurance premium financing and membership association services through its other subsidiaries. Unico American Corporation is referred to herein as the "Company" or "Unico" and such references include both the corporation and its subsidiaries, all of which are wholly owned. Unico was incorporated under the laws of Nevada in 1969.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the accounts of Unico American Corporation and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X for smaller reporting companies. Accordingly, the condensed consolidated financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2017, are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. Quarterly financial statements should be read in conjunction with the consolidated financial statements and related notes in the Company's 2016 Annual Report on Form 10-K as filed with the Securities and Exchange Commission. Certain reclassifications have been made to prior period amounts to conform to the current quarter's presentation.

Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect its reported amounts of assets and liabilities and its disclosure of any contingent assets and liabilities at the date of its financial statements, as well as its reported amounts of revenues and expenses during the reporting period. The most significant assumptions in the preparation of these condensed consolidated financial statements relate to losses and loss adjustment expenses. While every effort is made to ensure the integrity of such estimates, actual results may differ.

Fair Value of Financial Instruments

The Company employs a fair value hierarchy that prioritizes the inputs for valuation techniques used to measure fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). Financial assets and financial liabilities recorded on the Condensed Consolidated Balance Sheets at fair value are categorized based on the reliability of inputs for the valuation techniques. (See Note 8.)

The Company has used the following methods and assumptions in estimating its fair value disclosures:

- Fixed maturities:

1. Investment securities, excluding long-term certificates of deposit – Fair values are obtained from a national quotation service.
  2. Long-term certificates of deposit – The carrying amounts reported in the Condensed Consolidated Balance Sheets for these instruments approximate their fair values.
- Cash and restricted cash and short-term investments – The carrying amounts reported in the Condensed Consolidated Balance Sheets approximate their fair values given the short-term nature of these instruments.

- Receivables, net – The carrying amounts reported in the Condensed Consolidated Balance Sheets approximate their fair values given the short-term nature of these instruments.
- Accrued expenses and other liabilities – The carrying amounts reported in the Condensed Consolidated Balance Sheets approximate the fair values given the short-term nature of these instruments.

#### NOTE 2 – REPURCHASE OF COMMON STOCK – EFFECTS ON STOCKHOLDERS’ EQUITY

On December 19, 2008, the Board of Directors authorized a stock repurchase program to acquire from time to time up to an aggregate of 500,000 shares of the Company’s common stock. This program has no expiration date and may be terminated by the Board of Directors at any time. As of June 30, 2017, and December 31, 2016, the Company had remaining authority under the 2008 program to repurchase up to an aggregate of 188,655 shares of its common stock. The 2008 program is the only program under which there is authority to repurchase shares of the Company’s common stock. The Company did not repurchase any stock during the three or six months ended June 30, 2017. The Company repurchased 8,812 shares of stock during the six months ended June 30, 2016, in unsolicited transactions at a cost of \$89,582 of which \$4,331 was allocated to capital and \$85,251 was allocated to retained earnings; the Company did not repurchase any stock during the three months ended June 30, 2016. The Company has or will retire all repurchased stock.

#### NOTE 3 – EARNINGS (LOSS) PER SHARE

The following table represents the reconciliation of the Company's basic earnings (loss) per share and diluted earnings (loss) per share computations reported on the Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2017 and 2016:

	Three Months Ended		Six Months Ended	
	<u>June 30</u>		<u>June 30</u>	
	2017	2016	<u>2017</u>	<u>2016</u>
Basic Earnings (Loss) Per Share				
Net income (loss)	\$(890,735 )	\$151,030	\$(3,037,987)	\$(47,957 )
Weighted average shares outstanding	5,307,133	5,307,133	5,307,133	5,308,255
Basic earnings (loss) per share	\$(0.17 )	\$0.03	\$(0.57 )	\$(0.01 )
Diluted Earnings (Loss) Per Share				
Net income (loss)	\$(890,735 )	\$151,030	\$(3,037,987)	\$(47,957 )
Weighted average shares outstanding	5,307,133	5,307,133	5,307,133	5,308,255
Effect of dilutive securities	—	1,368	—	—
Diluted shares outstanding	5,307,133	5,308,501	5,307,133	5,308,255
Diluted earnings (loss) per share	\$(0.17 )	\$0.03	\$(0.57 )	\$(0.01 )

Basic earnings per share exclude the impact of common share equivalents and are based upon the weighted average common shares outstanding. Diluted earnings per share utilize the average market price per share when applying the treasury stock method in determining common share dilution. When outstanding stock options are dilutive, they are treated as common share equivalents for purposes of computing diluted earnings per share and represent the difference between basic and diluted weighted average shares outstanding. In loss periods, stock options are excluded from the calculation of diluted (loss) per share, as the inclusion of stock options would have an anti-dilutive effect. As of June 30, 2017 and 2016, the Company had 0 and 684 common share equivalents that were excluded in the six months diluted (loss) per share calculation, respectively.

#### NOTE 4 – RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-09, "Compensation - Stock Compensation (Topic 718), Scope of Modification Accounting." ASU 2017-09 provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. ASU 2017-09 will be effective for the Company beginning January 1, 2018, with early adoption permitted. The Company does not anticipate that ASU 2017-09 will have a material impact on its consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13 "Measurement of Credit Losses on Financial Instruments." ASU 2016-13 replaces the current incurred loss methodology for recognizing credit losses with a current expected credit loss model, which requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. ASU 2016-13 also requires enhanced disclosures for better understanding of significant estimates and judgments used in estimating credit losses. The Company is currently evaluating the effect ASU 2016-13 will have on the Company's consolidated financial statements, but expects the primary changes to be (i) the use of the expected credit loss model for its premium receivables and reinsurance recoverables and (ii) the presentation of credit losses within the available-for-sale fixed maturities portfolio through an allowance method rather than as a direct write-down. ASU 2016-13 will become effective for fiscal years beginning after December 31, 2019, but provides for an early adoption for fiscal years beginning after December 31, 2018. The Company has not determined when it will adopt ASU 2016-13.

In February 2016, the FASB issued ASU 2016-02 “Leases.” This ASU requires lessees to recognize on the balance sheet the assets and liabilities for the rights and obligations created by all leases, including those historically accounted for as operating leases. The Company is currently evaluating the effect ASU 2016-02 will have on the Company's consolidated financial statements. The guidance is effective for interim and annual periods beginning after December 31, 2018, and will be applied under a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18 “Statement of Cash Flows: Restricted Cash.” The ASU requires that a statement of cash flows explains the change during the period of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statements of cash flows. The Company early adopted this ASU as of December 31, 2016, and the ASU was applied using a retrospective approach for each period presented. Upon adoption of this ASU, the Company's consolidated statements of cash flows included restricted cash in the beginning-of-period and end-of-period total amounts for cash and restricted cash. The ASU did not have a material impact on the Company's consolidated financial statements, but the ASU required additional disclosures in “Note 10 – Cash and Restricted Cash” to these condensed consolidated financial statements.

In May 2015, the FASB issued ASU 2015-09 “Disclosures About Short-Duration Contracts.” The objective of this ASU is to increase transparency about significant estimates in unpaid losses and loss adjustment expenses and provide additional information about amount, timing and uncertainty of cash flows related to unpaid losses and loss adjustment expenses. ASU 2015-09 also requires entities to disclose information about significant changes in methodologies and assumptions used to calculate the liability for loss and loss expense reserves, including reasons for the change and the effects on the financial statements. ASU 2015-09 also requires entities to disclose a roll forward of the liability of loss and loss expense reserves for annual and interim reporting periods. The effective date of ASU 2015-09 is for annual reporting periods beginning after December 15, 2015, and interim reporting periods beginning after December 15, 2016. The Company adopted this ASU as of December 31, 2016. The ASU did not have a material impact on the Company's consolidated financial statements, but the ASU required additional disclosures in “Note 11 – Unpaid Losses and Loss Adjustment Expenses” to these condensed consolidated financial statements.

#### NOTE 5 – ACCOUNTING FOR INCOME TAXES

The Company and its wholly owned subsidiaries file consolidated federal and state income tax returns. Pursuant to a tax allocation agreement, the Company's subsidiaries, Crusader Insurance Company (“Crusader”) and American Acceptance Corporation (“AAC”) are allocated taxes or tax credits, in the case of losses, at current corporate rates based on their own taxable income or loss. The Company files income tax returns under U.S. federal and various state jurisdictions. The Company is subject to examination by U.S. federal income tax authorities for tax returns filed starting at taxable year 2013 and California state income tax authorities for tax returns filed starting at taxable year 2012. There are no ongoing examinations of income tax returns by federal or state tax authorities.

As of June 30, 2017, and December 31, 2016, the Company had no unrecognized tax benefits or liabilities. In addition, the Company had not accrued interest and penalties related to unrecognized tax benefits or liabilities. However, if interest and penalties would need to be accrued related to unrecognized tax benefits or liabilities, such amounts would be recognized as a component of federal income tax expense.

As a California insurance company, Crusader is obligated to pay a premium tax on gross premiums written in all states in which Crusader is admitted. Premium taxes are deferred and amortized as the related premiums are earned. The premium tax is in lieu of state franchise taxes and is not included in the provision for state taxes.



NOTE 6 – PROPERTY AND EQUIPMENT, NET

Property and equipment consist of the following:

	June 30 2017	December 31 2016
Building and leasehold improvements located in Calabasas, California	\$8,352,181	\$8,339,807
Furniture, fixtures and equipment	2,705,688	2,673,670
Computer software	220,226	169,177
Accumulated depreciation and amortization	(2,952,317 )	(2,687,607 )
Land located in Calabasas, California	1,787,485	1,787,485
Property and equipment, net	\$10,113,263	\$10,282,532

Depreciation on the Calabasas building, owned by Crusader, is computed using the straight line method over 39 years. Depreciation on furniture, fixtures, and equipment in the Calabasas building is computed using the straight line method over 3 to 15 years. Amortization of leasehold improvements in the Calabasas building is being computed using the shorter of the useful life of the leasehold improvements or the remaining years of the lease. Depreciation and amortization expense on all property and equipment for the three and six months ended June 30, 2017, was \$132,441 and \$264,710, respectively, and for the three and six months ended June 30, 2016, was \$124,631 and \$239,914, respectively.

For the three and six months ended June 30, 2017, the Calabasas building has generated rental revenue from non-affiliated tenants in the amount of \$57,900 and \$115,645, respectively, and for the three and six months ended June 30, 2016, rental revenue from non-affiliated tenants in the amount of \$56,628 and \$116,034, respectively. This rental revenue is included in “Other income” from insurance company operation in the Company’s Condensed Consolidated Statements of Operations.

The Calabasas building has incurred operating expenses (including depreciation) in the amount of \$180,621 and \$347,595 for the three and six months ended June 30, 2017, respectively, and \$164,360 and \$336,237 for the three and six months ended June 30, 2016, respectively. These operating expenses are included in “Other operating expenses” in the Company’s Condensed Consolidated Statements of Operations.

The total square footage of the Calabasas building is 46,884, including common areas. As of June 30, 2017, 10,292 square feet of the Calabasas building was leased to non-affiliated entities and 4,189 square feet was vacant and available to be leased to non-affiliated entities.

The Company capitalizes certain computer software costs purchased from outside vendors for internal use. These costs also include configuration and customization activities, coding, testing, and installation. Training costs and maintenance are expensed as incurred, while upgrade and enhancements are capitalized if it is probable that such expenditure will result in additional functionality. The capitalized costs are not depreciated until the software is placed into production. On January 1, 2017, the Company placed its new general ledger system into production. Accordingly, the capitalized costs associated with this system were moved from “Computer software under development” to “Computer software,” and the Company began depreciating these costs.

#### NOTE 7 – SEGMENT REPORTING

Accounting Standards Codification (“ASC”) Topic 280, “Segment Reporting,” establishes standards for the way information about operating segments is reported in financial statements. The Company has identified its insurance company operation as its primary reporting segment. Revenues from this segment comprised 93% and 92% of total revenues for the three and six months ended June 30, 2017, respectively, compared to 92% of total revenues for the three and six months ended June 30, 2016. The Company’s remaining operations constitute a variety of specialty insurance services, each with unique characteristics and individually insignificant to total revenues.

Revenues, income (loss) before income taxes, and assets by segment are as follows:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2017	2016	2017	2016
<b>Revenues</b>				
Insurance company operation	\$8,551,554	\$7,997,979	\$16,752,651	\$15,848,710
Other insurance operations	3,575,396	3,543,106	6,964,851	6,741,252
Intersegment eliminations (1)	(2,885,644)	(2,818,453)	(5,515,699)	(5,337,652)
Total other insurance operations	689,752	724,653	1,449,152	1,403,600
<b>Total revenues</b>	<b>\$9,241,306</b>	<b>\$8,722,632</b>	<b>\$18,201,803</b>	<b>\$17,252,310</b>
<b>Income (Loss) Before Income Taxes</b>				
Insurance company operation	\$(346,898)	\$304,736	\$(3,410,818)	\$558,489
Other insurance operations	(1,003,928)	(96,142)	(1,207,357)	(619,921)
Total income (loss) before income taxes	\$(1,350,826)	\$208,594	\$(4,618,175)	\$(61,432)

	June 30	December 31
	2017	2016
<b>Assets</b>		
Insurance company operation	\$128,728,314	\$124,325,620
Intersegment eliminations (2)	(2,669,587)	(1,579,820)
Total insurance company operation	126,058,727	122,745,800
Other insurance operations	14,720,070	15,476,405
<b>Total assets</b>	<b>\$140,778,797</b>	<b>\$138,222,205</b>

Intersegment revenue eliminations reflect rents paid by Unico to Crusader for space leased in the Calabasas (1) building and commissions paid by Crusader to Unifax Insurance Systems, Inc. ("Unifax"), a wholly owned subsidiary of Unico.

(2) Intersegment asset eliminations reflect the elimination of Crusader receivables from Unifax and Unifax payables to Crusader.

#### NOTE 8 – FAIR VALUE OF FINANCIAL INSTRUMENTS

In determining the fair value of its financial instruments, the Company employs a fair value hierarchy that prioritizes the inputs for the valuation techniques used to measure fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). Financial assets and financial liabilities recorded on the Condensed Consolidated Balance Sheets at fair value are categorized based on the reliability of inputs for the valuation techniques as follows:

Level 1 – Financial assets and financial liabilities whose values are based on unadjusted quoted prices in active markets for identical assets or liabilities as of the reporting date.

Level 2 – Financial assets and financial liabilities whose values are based on quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in non-active markets; or valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability as of the reporting date.

Level 3 – Financial assets and financial liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect the Company's estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities as of the reporting date.

The hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the fair value hierarchy level within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Level 1 or Level 2) or unobservable (Level 3). The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The following table presents information about the Company's consolidated financial instruments and their estimated fair values, which are measured on a recurring basis and are allocated among the three levels within the fair value hierarchy as of June 30, 2017, and December 31, 2016:

	Level 1	Level 2	Level 3	Total
June 30, 2017				
Financial instruments:				
Fixed maturity securities:				
U.S. treasury securities	\$11,601,032	\$—	\$ —	\$11,601,032
Corporate securities	—	15,942,022	—	15,942,022
Agency mortgage-backed securities	—	11,169,070	—	11,169,070
Certificates of deposit	—	45,162,000	—	45,162,000
Total fixed maturity securities	11,601,032	72,273,092	—	83,874,124
Cash and restricted cash	13,585,909	—	—	13,585,909
Short-term investments	4,093,049	999,725	—	5,092,774
Total financial instruments at fair value	\$29,279,990	\$73,272,817	\$ —	\$102,552,807

	Level 1	Level 2	Level 3	Total
December 31, 2016				
Financial instruments:				
Fixed maturity securities:				
U.S. treasury securities	\$19,103,925	\$—	\$ —	\$19,103,925
Certificates of deposit	—	61,280,000	—	61,280,000
Total fixed maturity securities	19,103,925	61,280,000	—	80,383,925
Cash and restricted cash	13,496,379	—	—	13,496,379
Short-term investments	10,204,603	—	—	10,204,603
Total financial instruments at fair value	\$42,804,907	\$61,280,000	\$ —	\$104,084,907

Fair value measurements are not adjusted for transaction costs. The Company recognizes transfers between levels at either the actual date of the event or a change in circumstances that caused the transfer. The Company did not have any transfers between Levels 1, 2 and 3 of the fair value hierarchy during the three and six months ended June 30, 2017 and 2016.

#### NOTE 9 – INVESTMENTS

A summary of investment income, net of investment expenses, and net realized gains and losses is as follows:

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	Three Months Ended		Six Months Ended	
	<u>June 30</u>		<u>June 30</u>	
	2017	2016	2017	2016
Fixed maturities	\$245,331	\$180,828	\$423,764	\$358,665
Short-term investments	43,977	31,622	77,779	65,876
Gross investment income	289,308	212,450	501,543	424,541
Less investment expenses	(25,250 )	—	(25,250 )	—
Net investment income	264,058	212,450	476,293	424,541
Net realized gains (losses)	155	—	155	(1,278 )
Net investment income, realized gains and losses	\$264,213	\$212,450	\$476,448	\$423,263

The amortized cost and estimated fair values of investments in fixed maturities by category are as follows:

	Amortized	Gross	Gross	Estimated
	Cost	Unrealized	Unrealized	Fair Value
		Gains	Losses	
June 30, 2017				
Available for sale:				
<u>Fixed maturities</u>				
Certificates of deposit	\$45,162,000	\$—	\$—	\$45,162,000
U.S. treasury securities	11,604,622	680	(4,270 )	11,601,032
Corporate securities	15,913,043	31,057	(2,078 )	15,942,022
Agency mortgage-backed securities	11,198,332	2,021	(31,283 )	11,169,070
Total fixed maturities	\$83,877,997	\$33,758	\$(37,631 )	\$83,874,124

		Gross	Gross	Estimated
	Amortized	Unrealized	Unrealized	Fair Value
	Cost	Gains	<u>Losses</u>	
December 31, 2016				
Available for sale:				
<u>Fixed maturities</u>				
Certificates of deposit	\$61,280,000	\$—	\$—	\$61,280,000
U.S. treasury securities	19,091,842	14,205	(2,122 )	19,103,925
Total fixed maturities	\$80,371,842	\$ 14,205	\$ (2,122 )	\$80,383,925

A summary of the unrealized gains (losses) on investments carried at fair value and the applicable deferred federal income taxes are shown below:

	June 30	December
	2017	31
		2016
Gross unrealized gains of fixed maturities	\$33,758	\$ 14,205
Gross unrealized (losses) of fixed maturities	(37,631 )	(2,122 )
Net unrealized gains (losses) on investments	(3,873 )	12,083
Deferred federal tax (expense) benefit	1,317	(4,108 )
Net unrealized gains (losses), net of deferred income taxes	\$(2,556 )	\$7,975

At June 30, 2017, the Company had ten fixed maturity securities with an unrealized loss of \$37,197 for a continuous period of less than 12 months and one fixed maturity security with an unrealized loss of \$434 for a continuous period of more than 12 months. At December 31, 2016, the Company had no fixed maturity securities with gross unrealized losses for a continuous period of less than 12 months and three fixed maturity securities with gross unrealized losses of \$2,122 for a continuous period of more than 12 months.

The Company closely monitors its investments. If an unrealized loss is determined to be other-than-temporary, it is written off as a realized loss through the Condensed Consolidated Statements of Operations. The Company's methodology of assessing other-than-temporary impairments is based on security-specific analysis as of the balance sheet date and considers various factors including the length of time to maturity and the extent to which the fair value has been less than the cost, the financial condition and the near-term prospects of the issuer, and whether the debtor is current on its contractually obligated interest and principal payments. The unrealized losses as of June 30, 2017, and December 31, 2016, were determined to be temporary.

Although the Company does not intend to sell its fixed maturity investments prior to maturity, the Company may sell investment securities from time to time in response to cash flow requirements, economic and/or market conditions.

During the three and six months ended June 30, 2017, the Company sold three fixed maturity investments and realized a net investment gain of \$155 on the sales. The Company sold three certificates of deposit during the six months ended June 30, 2016, and realized an investment loss of \$1,278 on the sales; the Company did not sell any securities during the three months ended June 30, 2016. Unrealized gains or losses from fixed maturities are reported as “Accumulated other comprehensive income,” which is a separate component of stockholders’ equity, net of any deferred tax effect.

The Company’s investment in certificates of deposit included \$45,012,000 and \$60,780,000 of brokered certificates of deposit as of June 30, 2017, and December 31, 2016, respectively. Brokered certificates of deposit provide the safety and security of a certificate of deposit combined with the convenience gained by one-stop shopping for rates at various institutions. This allows the Company to spread its investments across multiple institutions so that all of its certificate of deposit investments are insured by the Federal Deposit Insurance Corporation (“FDIC”). Brokered certificates of deposit are purchased through UnionBanc Investment Services, LLC, a registered broker-dealer, investment advisor, member of FINRA/SIPC, and a subsidiary of Union Bank, N.A. Brokered certificates of deposit are a direct obligation of the issuing depository institution, are bank products of the issuing depository institution, are held in the name of Union Bank as Custodian for the benefit of the Company, and are FDIC insured within permissible limits. All the Company’s brokered certificates of deposit are within the FDIC insured permissible limits.



The following securities from four different banks represent statutory deposits that are assigned to and held by the California State Treasurer and the Insurance Commissioner of the State of Nevada. These deposits are required for writing certain lines of business in California and for admission to transact insurance business in the state of Nevada:

	June 30 2017	December 31 2016
Certificates of deposit	\$500,000	\$500,000
Short-term investments	100,000	100,000
Total state held deposits	\$600,000	\$600,000

All the Company's brokered and non-brokered certificates of deposit are within the FDIC insured permissible limits. Due to nature of the Company's business, certain bank accounts may exceed FDIC insured permissible limits.

Short-term investments have an initial maturity of one year or less and consist of the following:

	June 30 2017	December 31 2016
U.S. treasury money market fund	\$1,038,729	\$8,542,292
U.S. treasury bills	1,848,938	—
Short-term bonds	999,725	—
Certificates of deposit	350,000	1,098,000
Bank money market accounts	853,619	562,548
Bank savings accounts	1,763	1,763
Total short-term investments	\$5,092,774	\$10,204,603

#### NOTE 10 – CASH AND RESTRICTED CASH

The following table provides a reconciliation of cash and restricted cash reported within the Condensed Consolidated Balance Sheets to the amounts shown in the Condensed Consolidated Statements of Cash Flows:

	June 30 2017	December 31 2016
Cash	\$212,116	\$122,586
Restricted cash	13,373,793	13,373,793
Cash and restricted cash	\$13,585,909	\$13,496,379

The restricted cash is represented by two cash deposits placed by Crusader with the Los Angeles Superior Court in lieu of appeal bonds. In December 2015, a judgment was finalized on a Crusader policy liability claim. Crusader is appealing the judgment. As a part of the appeal, Crusader deposited \$7,924,178 in cash with the Los Angeles Superior Court on December 28, 2015, in lieu of an appeal bond. This cash deposit was required to appeal the judgment. In March 2016, an additional judgment for plaintiff's attorney fees and costs on this Crusader policy liability claim was finalized. The Company is also appealing this additional judgment. That additional appeal required an additional \$5,449,615 cash deposit, which was made on March 21, 2016, in lieu of an appeal bond.

NOTE 11 – UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES

The following table provides an analysis of Crusader's loss and loss adjustment expense reserves, including a reconciliation of the beginning and ending balance sheet liability for the periods indicated:

	Six Months Ended June 30	
	2017	2016
Reserve for unpaid losses and loss adjustment expenses at January 1 – gross of reinsurance	\$47,055,787	\$49,093,571
Less reinsurance recoverable on unpaid losses and loss adjustment expenses	9,520,970	9,636,961
Reserve for unpaid losses and loss adjustment expenses at January 1 – net of reinsurance	37,534,817	39,456,610
Incurred losses and loss adjustment expenses:		
Provision for insured events of current year	12,064,708	10,327,095
Development of insured events of prior years	2,369,147	(382,844 )
Total incurred losses and loss adjustment expenses	14,433,855	9,944,251
Loss and loss adjustment expense payments:		
Attributable to insured events of the current year	2,700,347	1,900,477
Attributable to insured events of prior years	9,820,928	8,154,708
Total payments	12,521,275	10,055,185
Reserve for unpaid losses and loss adjustment expenses at June 30 – net of reinsurance	39,447,397	39,345,676
Reinsurance recoverable on unpaid losses and loss adjustment expenses	12,491,623	9,641,767
Reserve for unpaid losses and loss adjustment expenses at June 30 – gross of reinsurance	\$51,939,020	\$48,987,443

Some lines of insurance are commonly referred to as "long-tail" lines because of the extended time required before claims are ultimately settled. Lines of insurance in which claims are settled relatively quickly are called "short-tail" lines. It is generally more difficult to estimate loss reserves for long-tail lines because of the long period of time that elapses between the occurrence of a claim and its final disposition and the difficulty of estimating the settlement value of the claim. Crusader's short-tail lines consist of its property coverages, and its long-tail lines consist of its liability coverages. However, Crusader's long-tail liability claims tend to be settled relatively quicker than other long-tail lines not underwritten by Crusader, such as workers' compensation, professional liability, umbrella liability, and medical malpractice. Since trends develop over longer periods of time on long-tail lines of business, the Company generally gives credibility to those trends more slowly than for short-tail or less volatile lines of business.

The \$1,737,613 increase in the provision for insured events of current year for the six months ended June 30, 2017, compared to the provision for insured events of current year for the six months ended June 30, 2016, was due primarily to an aberrational increase in the frequency and severity of accident year 2017 short-tail property claims during the three months ended March 31, 2017.

The \$2,751,991 increase in the development of insured events of prior years for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, was primarily due to higher than expected long-tail liability claims

in accident years 2013, 2014, and 2016.

#### NOTE 12 – CONTINGENCIES

The Company, by virtue of the nature of the business conducted by it, becomes involved in numerous legal proceedings as either plaintiff or defendant. From time to time, the Company is required to resort to legal proceedings against vendors providing services to the Company or against customers or their agents to enforce collection of premiums, commissions, or fees. These routine items of litigation do not materially affect the Company and are handled on a routine basis by the Company through its counsel.

The Company establishes reserves for lawsuits, regulatory actions, and other contingencies for which the Company is able to estimate its potential exposure and believes a loss is probable. For loss contingencies believed to be reasonably possible, the Company discloses the nature of the loss contingency, an estimate of the possible loss, a range of loss, or a statement that such an estimate cannot be made.

Likewise, the Company is sometimes named as a cross-defendant in litigation, which is principally directed against an insured who was issued a policy of insurance directly or indirectly through the Company. Incidental actions related to disputes concerning the issuance or non-issuance of individual policies are sometimes brought by customers or others. These items are also handled on a routine basis by counsel, and they do not generally affect the operations of the Company. The Company vigorously defends itself unless a reasonable settlement appears appropriate.

In December 2015, a judgment was finalized on a Crusader policy liability claim. Crusader is appealing the judgment. As a part of the appeal, Crusader deposited \$7,924,178 in cash in lieu of an appeal bond with the Los Angeles Superior Court on December 28, 2015. This cash deposit was required to appeal the judgment. In March 2016, an additional judgment for plaintiff's attorney fees and costs on this Crusader policy liability claim was finalized. The Company is also appealing this additional judgment. That additional appeal required an additional cash deposit in lieu of an appeal bond of \$5,449,615. The additional cash deposit was made on March 21, 2016. These cash deposits for the appeals represent 150% of the judgments. Management believes the ultimate outcome of this litigation will be covered by Crusader's reinsurance up to reinsurance limits. Since this litigation was related to a Crusader claim in its normal course of business, management's best estimate for ultimate liability related to this litigation was included in Crusader's loss and loss adjustment expense reserves as of June 30, 2017, and December 31, 2016.

One of the Company's agents, which was appointed in 2008 to assist the Company in implementing its Trucking Program, failed to pay the net premium and policy fees due Unifax, the exclusive general agent for Crusader. The agent was initially late in paying its February 2009 production that was due to Unifax on April 15, 2009. In May 2009, as a result of the agent's failure to timely pay its balance due to Unifax, the Company terminated its agency agreement and assumed ownership and control of that agent's policy expirations written with the Company. The Company subsequently commenced legal proceedings against the agent corporation, its three principals (who personally guaranteed the agent's obligations) and another individual for the recovery of the balance due and any related recovery costs incurred. All related recovery costs have been expensed as incurred. The agent corporation and two of its principals filed bankruptcy. The corporation was adjudicated bankrupt. The Company obtained judgments, non-dischargeable in bankruptcy, for the full amount due from the two principals who filed bankruptcy. The other principal stipulated to a judgment of \$1,200,000. The claim against the fourth individual was resolved. The Company collected \$0 during the three and six months ended June 30, 2017 and 2016. As of June 30, 2017, and December 31, 2016, the agent's balance due to Unifax was \$1,181,272. As of June 30, 2017, and December 31, 2016, the Company's bad debt reserve associated with this matter was \$1,181,272, which represents 100% of the balance due to Unifax. Although the receivable is fully reserved for financial reporting purposes at June 30, 2017, the Company continues to pursue collection of the judgments from the three principals.

## ITEM 2 – MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

Unico American Corporation, referred to herein as the "Company" or "Unico," is an insurance holding company that underwrites property and casualty insurance through its insurance company subsidiary; provides property, casualty,

health and life insurance through its agency subsidiaries; provides insurance premium financing; and provides membership association services.

Total revenues for the three months ended June 30, 2017, were \$9,241,306 compared to \$8,722,632 for the three months ended June 30, 2016, an increase of \$518,674 (6%). Total revenues for the six months ended June 30, 2017, were \$18,201,803 compared to \$17,252,310 for the six months ended June 30, 2016, an increase of \$949,493 (6%). The Company had a net loss of \$890,735 for the three months ended June 30, 2017, compared to net income of \$151,030 for the three months ended June 30, 2016, a decrease of \$1,041,765 (690%). The Company had a net loss of \$3,037,987 for the six months ended June 30, 2017, compared to a net loss of \$47,957 for the six months ended June 30, 2016, an increase of \$2,990,030 (6,235%).

This overview discusses some of the relevant factors that management considers in evaluating the Company's performance, prospects and risks. It is not all inclusive and is meant to be read in conjunction with the entirety of the management discussion and analysis, the Company's consolidated financial statements and notes thereto, and all other items contained within the Company's 2016 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

Revenue and Income Generation

The Company receives its revenues primarily from earned premium derived from the insurance company operation, commission and fee income generated from the insurance agency operation, fee income from the premium finance operation, and investment income from cash generated primarily from the insurance company operation. The insurance company operation generated approximately 93% and 92% of total revenues for the three and six months ended June 30, 2017, respectively, compared to 92% of total revenues for the three and six months ended June 30, 2016. The Company's remaining operations constitute a variety of specialty insurance services, each with unique characteristics and individually not material to total revenues.

Insurance Company Operation

As of June 30, 2017, Crusader Insurance Company ("Crusader"), a wholly owned subsidiary of the Company, was licensed as an admitted insurance carrier in the states of Arizona, California, Nevada, Oregon, and Washington. From 2004 until June 2014, all of Crusader's business was written in the state of California. Crusader began writing business in the states of Arizona and Washington in June 2014 and May 2017, respectively.

In October 2016, A.M. Best Company reaffirmed Crusader's financial strength rating of A- (Excellent) and a rating outlook of "stable." In addition, A.M. Best Company assigned Crusader an Issuer Credit Rating of a- (Excellent).

The property and casualty insurance business is cyclical in nature, and the previous years have been characterized as a "soft market." The conditions of a soft market include premium rates that are stable or falling and insurance is readily available. Contrarily, "hard market" conditions occur during periods in which premium rates rise and coverage may be more difficult to find. The Company believes that the California property and casualty insurance market is intensely competitive but relatively stable.

Crusader's total direct written premium (written premium before premium ceded to reinsurers), as reported on Crusader's statutory financial statements, was produced geographically as follows:

	Three Months Ended June 30			Six Months Ended June 30		
	2017	<u>2016</u>	Increase (Decrease)	2017	2016	Increase (Decrease)
California	\$10,315,353	\$10,201,906	\$113,447	\$19,845,521	\$19,332,837	\$512,684
Arizona	49,961	68,905	(18,944 )	89,818	120,529	(30,711 )
Washington	6,444	—	6,444	6,444	—	6,444

Total direct written premium \$10,371,758 \$10,270,811 \$100,947 \$19,941,783 \$19,453,366 \$488,417

Written premium is a financial measure that is defined, under the statutory accounting practices prescribed or permitted by the California Department of Insurance, as the contractually determined amount charged by the insurance company to the policyholder for the effective period of the contract based on the expectation of risk, policy benefits, and expenses associated with the coverage provided by the terms of the policies. Written premium is a required statutory measure. Written premium is defined under GAAP in Accounting Standards Codification Topic 405, "Liabilities," as "premiums on all policies an entity has issued in a period." Earned premium represents the portion of written premium that is recognized as income in the financial statements for the period presented and earned on a pro-rata basis over the terms of the policies.

The following is a reconciliation of net written premium to net earned premium (written premium after premium ceded to reinsurers):

	Three Months Ended June 30		Six Months Ended June 30	
	2017	2016	2017	2016
Net written premium	\$8,682,550	\$8,754,768	\$16,625,393	\$16,460,358
Change in direct unearned premium	(479,307 )	(1,051,264 )	(501,849 )	(1,185,753 )
Change in ceded unearned premium	16,907	14,447	17,305	15,761
Net earned premium	\$8,220,150	\$7,717,951	\$16,140,849	\$15,290,366

The insurance company operation underwriting profitability is defined by pre-tax underwriting profit, which is calculated as net earned premium less losses and loss adjustment expenses and policy acquisition costs.



Crusader's underwriting profit (loss) before income taxes is as follows:

	Three Months Ended June 30			Six Months Ended June 30		
	2017	2016	Increase (Decrease)	2017	2016	Increase (Decrease)
Net written premium	\$8,682,550	\$8,754,768	\$(72,218 )	\$16,625,393	\$16,460,358	\$165,035
Change in net unearned premium	(462,400 )	(1,036,817)	574,417	(484,544 )	(1,169,992 )	685,448
Net earned premium	8,220,150	7,717,951	502,199	16,140,849	15,290,366	850,483
Less:						
Losses and loss adjustment expenses	5,908,674	4,858,757	1,049,917	14,433,855	9,944,251	4,489,604
Policy acquisition costs	1,591,503	1,701,091	(109,588 )	3,089,137	3,400,751	(311,614 )
Total underwriting expenses	7,500,177	6,559,848	940,329	17,522,992	13,345,002	4,177,990
Underwriting profit (loss) before income taxes	\$719,973	\$1,158,103	\$(438,130 )	\$(1,382,143 )	\$1,945,364	\$(3,327,507)

The following table provides an analysis of the losses and loss adjustment expenses:

	Three Months Ended June 30			Six Months Ended June 30		
	2017	2016	Increase (Decrease)	2017	2016	Increase (Decrease)
Losses and loss adjustment expenses:						
Provision for insured events of current year	\$5,567,142	\$5,603,427	\$(36,285 )	\$12,064,708	\$10,327,095	\$1,737,613
Development of insured events of prior years	341,532	(744,670 )	1,086,202	2,369,147	(382,844 )	2,751,991
Total losses and loss adjustment expenses	\$5,908,674	\$4,858,757	\$1,049,917	\$14,433,855	\$9,944,251	\$4,489,604

Losses and loss adjustment expenses were 72% and 89% of net earned premium for the three and six months ended June 30, 2017, respectively, compared to 63% and 65% of net earned premium for the three and six months ended June 30, 2016, respectively. For further analysis, refer to "Results of Operations."

#### Revenues from Other Insurance Operations

The Company's revenues from other insurance operations consist of commissions, fees, investment and other income. Excluding investment and other income, these operations accounted for approximately 7% and 8% of total revenues in the three and six months ended June 30, 2017, respectively, compared to approximately 8% of total revenues in the three and six months ended June 30, 2016.

#### Investments and Liquidity

The Company generated revenues from its total invested assets of \$88,970,771 (at amortized cost) and \$93,318,135 (at amortized cost) as of June 30, 2017 and 2016, respectively, and from two cash deposits placed with the Los Angeles Superior Court by Crusader in lieu of appeal bonds. These two deposits, totaling \$13,373,793, were made on December 28, 2015, for \$7,924,178, and on March 21, 2016, for \$5,449,615, and their respective balances were included in "Cash and restricted cash" on the Condensed Consolidated Balance Sheets and were not a part of the total invested assets as of June 30, 2017, and December 31, 2016.

Investment income included in insurance company operation and other insurance operations revenue increased \$51,608 (24%) and \$51,752 (12%) to \$264,058 and \$476,293 for the three and six months ended June 30, 2017, respectively, compared to \$212,450 and \$424,541 for the three and six months ended June 30, 2016, respectively. The increase in investment income was primarily a result of an increase in the Company's annualized yield on average invested assets to 1.1% and 1.0% for the three and six months ended June 30, 2017, respectively, from 0.8% for the three and six months ended June 30, 2016 (as defined in "Results of Operations").

The increase in the annualized yield on average invested assets is primarily a result of a decrease in lower yielding short-term investments and an increase in higher yielding fixed maturity investments as a result of investment into new classes of fixed maturity securities. Due to the current interest rate environment, a current target effective duration for the Company's investment portfolio is between 3.25 and 4.75 years. As of June 30, 2017, all of the Company's investments are in U.S. treasury securities, corporate fixed maturity securities, agency mortgage-backed securities, the Federal Deposit Insurance Corporation ("FDIC") insured certificates of deposit, money market funds, and a savings account. The Company's investments in U.S treasury securities, corporate fixed maturity securities, agency mortgage-backed securities, and money market funds are readily marketable. As of June 30, 2017, the weighted average maturity of the Company's investments is approximately 2.2 years.

**Liquidity and Capital Resources**

Crusader has a significant amount of cash as a result of its holdings of unearned premium reserves, its reserves for loss and loss adjustment expense payments, restricted cash, and its capital and surplus. Crusader's loss and loss adjustment expense payments are the most significant cash flow requirement of the Company. These payments are continually monitored and projected to ensure that the Company has the liquidity to cover these payments without the need to liquidate its investments. Cash, restricted cash, and investments (at amortized cost) of the Company at June 30, 2017, were \$102,556,680 compared to \$104,072,824 at December 31, 2016. Crusader's cash, restricted cash, and investments were 99% of the total cash and investments (at amortized cost) held by the Company as of June 30, 2017, and December 31, 2016.

The Company's investments, at amortized cost, were as follows:

	June 30 2017	December 31 2016
Fixed maturities:		
Certificates of deposit	\$45,162,000	\$61,280,000
U.S. treasury securities	11,604,622	19,091,842
Corporate securities	15,913,043	—
Agency mortgage-backed securities	11,198,332	—
Total fixed maturities	83,877,997	80,371,842
Short-term investments	5,092,774	10,204,603
Total investments	\$88,970,771	\$90,576,445

The decrease in total investments from December 31, 2016, to June 30, 2017, is due to usage of a portion of maturity proceeds for operations.

The short-term investments include U.S. treasury bills, a U.S. treasury money market fund, short-term bonds, certificates of deposit, bank money market accounts, and a bank savings account that are all highly rated and redeemable within one year.

The Company is required to classify its investment securities into one of three categories: held-to-maturity, available-for-sale, or trading securities. Although all of the Company's investment in fixed maturity securities are classified as available-for-sale, and, while the Company may sell investment securities from time to time in response to economic and market conditions, its investment guidelines place primary emphasis on buying and holding high-quality investments to maturity.

For a period beginning prior to fiscal 2015 and ending on March 24, 2017, the Company's investment guidelines on equity securities limited investments in equity securities to an aggregate maximum of \$2,000,000. The Company's investment guidelines on fixed maturities limited those investments to high-grade obligations with a maximum term of eight years. The maximum investment authorized in any one issuer was \$2,000,000. This dollar limitation excluded bond premiums paid in excess of par value and U.S. government or U.S. government guaranteed issues. When the Company invested in fixed maturity municipal securities, preference was given to issues that are pre-refunded and secured by U.S. treasury securities. The short-term investments were either U.S. government obligations, FDIC insured, or are in an institution with a Moody's rating of at least P2 and/or a Standard & Poor's rating of A1. All of the Company's fixed maturity investment securities were rated, readily marketable, and could be liquidated without any materially adverse financial impact.

On March 24, 2017, the Company's Board of Directors approved new investment guidelines. Those guidelines are similar to what the Company believes are general investment guidelines used by Crusader's peers.

Under the new investment guidelines, investments may only include U.S. treasury notes, U.S. government agency notes, mortgage-backed securities (including pass through securities and collateralized mortgage obligations) that are backed by agency and non-agency collateral, commercial mortgage-backed securities, U.S. corporate obligations, asset backed securities, (including but not limited to credit card, automobile and home equity backed securities), tax-exempt bonds, preferred stocks, common stocks, commercial paper, repurchase agreements (treasuries only), mutual funds, exchange traded funds, bank certificates of deposits, and time deposits. The new investment guidelines provide for certain investment limitations in each investment category.

Unless agreed to in advance in writing by Crusader, investments in the following types of securities are prohibited:

- Mortgage loans, except for mortgage backed securities issued by an agency of the U.S. government.
- Derivative mortgage-backed securities including interest only, principal only, and inverse floating rate securities. All fixed maturity real estate securities, except mortgage-backed securities (including pass through securities and collateralized mortgage obligations) that are backed by agency and non-agency collateral and commercial mortgage-backed securities.
- Options and futures contracts.
- All non-U.S. dollar denominated securities.
- Any security that would not be in compliance with the regulations of Crusader's state of domicile.

Historically, the Company managed Crusader's investments in-house. Effective April 1, 2017, an outside investment advisor began managing Crusader's investments. The advisor's role currently is limited to maintaining Crusader's portfolio within the new investment guidelines and providing investment accounting services to the Company. The investments will continue to be held by Crusader's current custodian, Union Bank Global Custody Services.

On December 19, 2008, the Board of Directors authorized a stock repurchase program to acquire from time to time up to an aggregate of 500,000 shares of the Company's common stock. This program has no expiration date and may be terminated by the Board of Directors at any time. As of June 30, 2017, and December 31, 2016, the Company had remaining authority under the 2008 program to repurchase up to an aggregate of 188,655 shares of its common stock. The 2008 program is the only program under which there is authority to repurchase shares of the Company's common stock. The Company did not repurchase any stock during the three or six months ended June 30, 2017. The Company repurchased 8,812 shares of stock during the six months ended June 30, 2016, in unsolicited transactions at a cost of \$89,582 of which \$4,331 was allocated to capital and \$85,251 was allocated to retained earnings; the Company did not repurchase any stock during the three months ended June 30, 2016. The Company has or will retire all repurchased stock.

The Company reported \$1,847,461 net cash used by operating activities for the six months ended June 30, 2017, compared to \$1,584,173 net cash provided by operating activities for the six months ended June 30, 2016. The change in cash flows from operating activities is primarily attributable to the increase in loss and loss adjustment expense payments. Other fluctuations in cash flows from operating activities relate to the timing of the collection and the payment of insurance-related receivables and payables. The variability of the Company's losses and loss adjustment expenses is primarily due to its small population of claims which may result in greater fluctuations in claim frequency and/or severity. Although the Condensed Consolidated Statements of Cash Flows reflect net cash used by operating activities, the Company does not anticipate future liquidity problems, and it continues to be well capitalized and adequately reserved.

Although material capital expenditures may also be funded through borrowings, the Company believes that its cash and short-term investments at June 30, 2017, net of statutory deposits of \$700,000, and California insurance company statutory dividend restrictions applicable to Crusader, plus the cash to be generated from operations, should be sufficient to meet its operating requirements during the next 12 months without the necessity of borrowing funds. Trust restrictions on cash and short-term investments were \$557,743 at June 30, 2017.

### **Results of Operations**

All comparisons made in this discussion are comparing the three and six months ended June 30, 2017, to the three and six months ended June 30, 2016, unless otherwise indicated.

For the three and six months ended June 30, 2017, total revenues were \$9,241,306 and \$18,201,803, respectively, an increase of \$518,674 (6%) and \$949,493 (6%), compared to total revenues of \$8,722,632 and \$17,252,310 for the three and six months ended June 30, 2016, respectively. For the three and six months ended June 30, 2017, the Company had a loss before taxes of \$1,350,826 and \$4,618,175, respectively, a decrease of \$1,559,420 (748%) and \$4,556,743 (7,418%), compared to income before taxes of \$208,594 and a loss before taxes of \$61,432 for the three and six months ended June 30, 2016, respectively. For the three and six months ended June 30, 2017, the Company had a net loss of \$890,735 and \$3,037,987, respectively, a decrease of \$1,041,765 (690%) and \$2,990,030 (6,235%), compared to net income of \$151,030 and a net loss of \$47,957 for the three and six months ended June 30, 2016, respectively.

The increase in revenues of \$518,674 (6%) for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, was due primarily to an increase in net earned premium of \$502,199 (7%). The increase in revenues of \$949,493 (6%) for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, was due primarily to an increase in net earned premium of \$850,483 (6%).

The decrease in income before tax of \$1,559,420 (748%) for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, was due primarily to the increase in loss and loss adjustment expenses of \$1,049,917 (22%), the increase in salaries and employee benefits of \$648,876 (54%), and the increase in other operating expenses of \$448,531 (71%) partially offset by the increase in net earned premium of \$502,199 (7%). The increase in loss before tax of \$4,556,743 (7,418%) for the six months ended June 30, 2017, compared to the six months ended June 30, 2016, was due primarily to the increase in loss and loss adjustment expenses of \$4,489,604 (45%), the increase in salaries and employee benefits of \$651,935 (24%), and the increase in other operating expenses of \$670,483 (55%) partially offset by the increase in net earned premium of \$850,483 (6%).

**Written premium** is a required statutory measure. Direct written premium reported on Crusader's statutory financial statements increased \$100,947 (1%) and \$488,417 (3%) to \$10,371,758 and \$19,941,783 for the three and six months ended June 30, 2017, respectively, compared to \$10,270,811 and \$19,453,366 for the three and six months ended June 30, 2016, respectively.

The property casualty insurance marketplace continues to be intensely competitive. While Crusader attempts to meet such competition with competitive prices, its emphasis is on service, promotion, and distribution. Crusader believes that rate adequacy is more important than premium growth and that underwriting profit (net earned premium less losses and loss adjustment expenses and policy acquisition costs) is its primary goal. As a result, in November 2016, Crusader filed for rate increases on several programs with the California Department of Insurance; those increases were approved on May 15, 2017, and implemented during the three months ended June 30, 2017.

Crusader believes that it can grow its sales and profitability by continuing to focus upon five areas of its operations: (1) product development, (2) improved service to retail brokers, (3) appointment of captive and independent retail agents, (4) geographical expansion, and (5) use of alternative marketing channels. While the Company's policy administration system continues to support the Company's existing operations, the Company believes it would realize more competitive parity with respect to product and service by switching or upgrading to a more contemporary platform. The Company is currently evaluating its alternatives.

**Earned premium** (before reinsurance) increased \$672,904 (7%) to \$9,892,451 and \$1,172,330 (6%) to \$19,439,934 for the three and six months ended June 30, 2017, respectively, compared to \$9,219,547 and \$18,267,604 for the three and six months ended June 30, 2016, respectively. The Company writes annual policies and, therefore, earns written premium ratably over the one-year policy term.

Ceded earned premium increased \$170,705 (11%) to \$1,672,301 and \$321,847 (11%) to \$3,299,085 for the three and six months ended June 30, 2017, respectively, compared to \$1,501,596 and \$2,977,238 for the three and six months ended June 30, 2016, respectively. Ceded earned premium as a percentage of direct earned premium was 17% for the three and six months ended June 30, 2017, and 16% for the three and six months ended June 30, 2016.

In calendar years 2017 and 2016, Crusader retained a participation in its excess of loss reinsurance treaties of 5% and 10%, respectively in its 1<sup>st</sup> layer (\$500,000 in excess of \$500,000), 0% in its 2<sup>nd</sup> layer (\$2,000,000 in excess of \$1,000,000), and 0% in its property and casualty clash treaty. In calendar year 2017 and 2016, Crusader retained a participation in its Catastrophe excess of loss reinsurance treaties of 5% in its 1<sup>st</sup> layer (\$9,000,000 in excess of \$1,000,000) and 0% in its 2<sup>nd</sup> layer (\$36,000,000 in excess of \$10,000,000).

The Company evaluates each of its ceded reinsurance contracts at its inception to determine if there is a sufficient risk transfer to allow the contract to be accounted for as reinsurance under GAAP. As of June 30, 2017, all such ceded contracts are accounted for as risk transfer reinsurance.



Crusader's direct, ceded and net earned premium are as follows:

	Three Months Ended June 30			Six Months Ended June 30		
	2017	2016	Increase	2017	2016	Increase
Direct earned premium	\$9,892,451	\$9,219,547	\$672,904	\$19,439,934	\$18,267,604	\$1,172,330
Ceded earned premium	1,672,301	1,501,596	170,705	3,299,085	2,977,238	321,847
Net earned premium	\$8,220,150	\$7,717,951	\$502,199	\$16,140,849	\$15,290,366	\$850,483
Ratio of ceded earned premium to direct earned premium	17	% 16	%	17	% 16	%

**Investment income**, included in insurance company operation and other insurance operations revenues, increased \$51,608 (24%) to \$264,058 and \$51,752 (12%) to \$476,293 for the three and six months ended June 30, 2017, respectively, compared to \$212,450 and \$424,541 for the three and six months ended June 30, 2016, respectively. The Company had realized gains of \$155 for the three and six months ended June 30, 2017, compared to no realized gains or losses and \$1,278 in realized losses for the three and six months ended June 30, 2016, respectively.

The increase in investment income was primarily a result of an increase in the Company's annualized yield on average invested assets to 1.1% and 1.0% for the three and six months ended June 30, 2017, respectively, from 0.8% for the three and six months ended June 30, 2016. The increase in the annualized yield on average invested assets is primarily a result of a decrease in lower yielding short-term investments and an increase in higher yielding fixed maturity investments and a result of investment into new classes of fixed maturity securities.

Investment income, excluding net realized investment losses, and average annualized yields on the Company's average invested assets are as follows:

	Three Months Ended June 30		Six Months Ended June 30		
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	
Average invested assets (1) - at amortized cost	\$89,505,068	\$92,984,269	\$89,773,607	\$95,580,833	
Investment income:					
Insurance company operation (2)	\$263,988	\$212,344	\$476,174	\$424,344	
Other insurance operations	70	106	119	197	
Total investment income	\$264,058	\$212,450	\$476,293	\$424,541	
Annualized yield on average invested assets (3)	1.1	% 0.8	% 1.0	% 0.8	%

(1) The average is based on the beginning and ending balances of the amortized cost of the invested assets for each respective year.

(2) Investment income from insurance company operation included \$25,745 and \$51,490 of interest on the cash deposits in lieu of appeal bonds for the three and six months ended June 30, 2017, respectively, compared to \$25,745 and \$50,745 for the three and six months ended June 30, 2016, respectively. Investment income from insurance company operation included \$25,250 of investment expense for the three and six months ended June 30, 2017, compared to \$0 for the three and six months ended June 30, 2016.

(3) Annualized yield on average invested assets did not include the interest on the cash deposits in lieu of appeal bonds.

The par value, amortized cost, estimated market value, and weighted average yield of fixed maturity investments by contractual maturity, are as follows:

	Par Value	Amortized <u>Cost</u>	<u>Fair Value</u>	Weighted <u>Average</u> <u>Yield</u>
Maturities by Year at June 30, 2017:				
Due in one year or less	\$34,660,000	\$34,657,103	\$34,654,938	1.0 %
Due after one year through five years	39,902,823	40,159,954	40,146,551	1.6 %
Due after five years through ten years	8,896,729	9,060,940	9,072,635	2.9 %
Total	\$83,459,552	\$83,877,997	\$83,874,124	1.5 %

	Par Value	Amortized <u>Cost</u>	<u>Fair Value</u>	Weighted <u>Average</u> <u>Yield</u>
Maturities by Year at December 31, 2016:				
Due in one year or less	\$52,282,000	\$52,273,745	\$52,286,222	0.8 %
Due after one year through five years	28,098,000	28,098,097	28,097,703	1.1 %
Due after five year				