INFINITY PROPERTY & CASUALTY CORP Form 10-O August 07, 2012 Table of Contents INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-O (Mark One) x Ouarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended June 30, 2012 OR 0 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from to Commission File No. 0-50167 INFINITY PROPERTY AND CASUALTY CORPORATION (Exact name of registrant as specified in its charter) Incorporated under 03-0483872 the Laws of Ohio (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.) 3700 Colonnade Parkway, Suite 600, Birmingham, Alabama 35243 (Address of principal executive offices and zip code) (205) 870-4000 (Registrant's telephone number, including area code) Not Applicable (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 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No⁻ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer " Accelerated filer Х Non-accelerated filer o (Do not check if smaller reporting company) Smaller reporting company " Indicate by check mark whether the registrant is a shell company (as defined by rule 12b-2 of the Exchange Act). Yes "No x As of July 31, 2012 there were 11,711,049 shares of the registrant's common stock outstanding.

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PART I FINANCIAL INFORMATION

ITEM 1

Financial Statements

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS

(in thousands, except per share data) (unaudited)

	Three mont 2012	hs ended June 2011	e 30, % Chan	ige	Six month 2012	IS	ended June 2011	: 3	0, % Chai	nge
		(as adjusted see Note 1)		C			(as adjust see Note			C
Revenues:										
Earned premium	\$294,118	\$251,584	16.9	%	\$571,266		\$490,565		16.5	%
Net investment income	9,600	10,619	(9.6)%	19,346		20,951		(7.7)%
Net realized gains on investments ¹	2,166	1,959	10.6	%	,		4,882		(50.7)%
Other income	98	48	104.6	%			100		267.1	%
Total revenues	305,983	264,209	15.8	%	593,385		516,498		14.9	%
Costs and Expenses:										
Losses and loss adjustment expenses	230,907	192,453	20.0	%	445,685		371,410		20.0	%
Commissions and other underwriting expenses	60,863	58,664	3.7	%	123,003		114,929		7.0	%
Interest expense	2,703	2,702	0.0	%	5,405		5,403		0.0	%
Corporate general and administrative expenses	2,084	2,186	(4.7)%	4,100		3,924		4.5	%
Other expenses	103	379	(72.8)%	347		399		(13.2)%
Total costs and expenses	296,660	256,385	15.7		578,540		496,066		16.6	%
Earnings before income taxes	9,323	7,825	19.1	%	14,845		20,432		(27.3)%
Provision for income taxes	2,369	1,000	136.9		3,597		3,376		6.5	%
Net Earnings	\$6,954	\$6,825	1.9	%	\$11,248		\$17,056		(34.1)%
Net Earnings per Common Share:					·					
Basic	\$0.59	\$0.56	5.4	%	\$0.96		\$1.39		(30.9)%
Diluted	0.58	0.54	7.4	%	0.94		1.35		(30.4)%
Average Number of Common Shares:										
Basic	11,709	12,280	(4.7)%	11,719		12,312		(4.8)%
Diluted	11,937	12,541	(4.8)%	11,993		12,596		(4.8)%
Cash Dividends per Common Share	\$0.225	\$0.180	25.0	%	\$0.450		\$0.360		25.0	%
¹ Net realized gains before impairment losses	\$2,584	\$2,181	18.5	%	\$3,470		\$5,728		(39.4)%
Total other-than-temporary impairment (OTTI) losses	(418)	(71)	487.2	%	(1,034)	(1,679)	(38.4)%
Non-credit portion in other comprehensive income	0	0	0.0	%	1		1,017		(99.9)%
OTTI losses reclassified from other comprehensive income	0	(151)	(100.0)%	(32)	(184)	(82.4)%
	(418)	(222)	88.2	%	(1,065)	(846)	26.0	%

Net impairment losses recognized in earnings Total net realized gains on investments \$2,166 \$1,959 10.6 % \$2,405 \$4,882 (50.7)% See <u>Condensed Notes to Consolidated Financial Statements</u>.

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands) (unaudited)

	Three mo 30,	Three months ended June 30,			Six mon 30,	ths	s ended June	
	2012		2011 (as adjuste see Note 1		2012		2011 (as adjust see Note	
Net earnings	\$6,954		\$6,825		\$11,248		\$17,056	
Other comprehensive income before tax:								
Net change in postretirement benefit liability	(6)	(16)	(11)	(32)
Unrealized gains on investments:								
Unrealized holding gains arising during the period	3,455		12,383		10,118		13,760	
Less: Reclassification adjustments for gains included in net income	(2,166)	(1,959)	(2,405)	(4,882)
Unrealized gains on investments, net	1,289		10,424		7,713		8,878	
Other comprehensive income, before tax	1,283		10,408		7,702		8,846	
Income tax expense related to components of other comprehensive income	(449)	(3,643)	(2,696)	(3,096)
Other comprehensive income, net of tax	834		6,765		5,006		5,750	
Comprehensive income	\$7,788		\$13,590		\$16,254		\$22,806	

See Condensed Notes to Consolidated Financial Statements.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

(in thousands, except share data)		December 31,
	June 30, 2012	2011
	(unaudited)	(as adjusted see Note 1)
Assets		
Investments:		
Fixed maturities – at fair value (amortized cost \$1,190,212 and \$1,144,687)	\$1,238,162	\$1,187,987
Equity securities – at fair value (cost \$26,535 and \$26,413)	40,116	36,930
Total investments	\$1,278,277	\$1,224,917
Cash and cash equivalents	69,314	83,767
Accrued investment income	10,863	10,761
Agents' balances and premium receivable, net of allowances for doubtful accounts of \$14,618 and \$13,497	427,084	382,621
Property and equipment, net of accumulated depreciation of \$41,270 and \$37,551	42,178	38,694
Prepaid reinsurance premium	2,545	2,131
Recoverables from reinsurers (includes \$543 and \$79 on paid losses and LAE)	14,341	14,719
Deferred policy acquisition costs	90,030	80,071
Current and deferred income taxes	9,875	10,728
Receivable for securities sold	0	1,152
Other assets	9,008	5,535
Goodwill	75,275	75,275
Total assets	\$2,028,791	\$1,930,371
Liabilities and Shareholders' Equity		
Liabilities:		
Unpaid losses and loss adjustment expenses	\$530,872	\$495,403
Unearned premium	536,103	474,528
Payable to reinsurers	0	45
Long-term debt (fair value \$206,146 and \$207,246)	194,853	194,810
Commissions payable	30,354	30,605
Payable for securities purchased	7,666	10,818
Other liabilities	61,783	62,373
Total liabilities	\$1,361,631	\$1,268,582
Commitments and contingencies (See Note 10)		
Shareholders' equity:		
Common stock, no par value (50,000,000 shares authorized; 21,402,732 and 21,331,006 shares issued)	\$21,425	\$21,358
Additional paid-in capital	358,821	355,911
Retained earnings	658,371	652,423
Accumulated other comprehensive income, net of tax	40,325	35,319
Treasury stock, at cost (9,681,666 and 9,524,369 shares)		(403,221)
Total shareholders' equity	\$667,160	\$661,789
Total liabilities and shareholders' equity	\$2,028,791	\$1,930,371
See Condensed Notes to Consolidated Financial Statements.		

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (in thousands)

(unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss), Net of Tax	Treasury Stock	Total
Balance at December 31, 2010	\$21,228	\$349,742	\$625,492	\$24,488	\$(359,766)	\$661,184
Cumulative effect of change in accounting principle		_	(6,157)		_	(6,157)
Net earnings			17,056		_	17,056
Net change in postretirement benefit liability		_	_	(21)	_	(21)
Change in unrealized gain on investment	s—			5,256	_	5,256
Change in non-credit component of impairment losses on fixed maturities		_	_	515	_	515
Comprehensive income Dividends paid to common shareholders		_	(4,448)	_	_	\$22,806 (4,448)
Shares issued and share-based compensation expense, including tax	71	3,073		_	_	3,145
benefit Acquisition of treasury stock	_				(17,146)	(17,146)
Balance at June 30, 2011, as adjusted Net earnings	\$21,299 \$—	\$352,816 \$—	\$631,942 \$24,778	\$30,238 \$—	\$(376,913) \$—	
Net change in postretirement benefit	Ψ	Ŷ	<i> </i>	(156)	Ŷ	(156)
liability				· · · · · ·		. ,
Change in unrealized gain on investment	s—			4,465		4,465
Change in non-credit component of impairment losses on fixed maturities	—	—	—	771	_	771
Comprehensive income Dividends paid to common shareholders		_	(4,297)	_	_	\$29,858 (4,297)
Shares issued and share-based compensation expense, including tax	58	3,095	_	_	_	3,154
benefit Acquisition of treasury stock		_			(26,308)	(26,308)
Balance at December 31, 2011, as adjusted	\$21,358	\$355,911	\$652,423	\$35,319	\$(403,221)	
Net earnings	\$—	\$—	\$11,248	\$—	\$—	\$11,248
Net change in postretirement benefit				(7)		(7)
liability Change in unrealized gain on investment						
Change in non-credit component of				4,180		4,180
impairment losses on fixed maturities	_	—		833		833
Comprehensive income Dividends paid to common shareholders			(5,300)	_	_	\$16,254 (5,300)

68	2,911			— 2,	,978			
	—			(8,562) (8	8,562)			
\$21,425	\$358,821	\$658,371	\$40,325	\$(411,783) \$	667,160			
See Condensed Notes to Consolidated Financial Statements.								
		<u> </u>	<u> </u>	<u> </u>	$ \begin{array}{c} - \\ \$21,425 \\ \$358,821 \\ \$658,371 \\ \$40,325 \\ \$(411,783) \\ \$ \end{array} $			

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

(unaudited)

(underfed)	Three mon 2012	nths ended June 30, 2011 (as adjusted See Note 1)
Operating Activities:		
Net earnings	\$6,954	\$6,825
Adjustments:		
Depreciation	1,791	2,281
Amortization	2,353	1,757
Net realized gains on investments	(2,166) (1,959)
Loss on disposal of property and equipment	357	1
Share-based compensation expense	968	776
Activity related to rabbi trust	(16) 3
Decrease in accrued investment income	505	177
Decrease (increase) in agents' balances and premium receivable	8,159	(5,428)
Decrease in reinsurance receivables	1,104	1,713
Decrease (increase) in deferred policy acquisition costs	1,076	(1,041)
Increase in other assets	(4,086) (10,495)
Increase in unpaid losses and loss adjustment expenses	16,942	9,581
(Decrease) increase in unearned premium	(5,502) 6,245
Decrease in payable to reinsurers	(185) 0
Increase (decrease) in other liabilities	5,948	(22,076)
Net cash provided by (used in) operating activities	34,201	(11,638)
Investing Activities:		
Purchases of and additional investments in:		
Fixed maturities	(131,418) (53,251)
Property and equipment	(6,943) (16,262)
Maturities and redemptions of fixed maturities	34,786	23,312
Sales of:		
Fixed maturities	86,724	48,016
Equity securities	0	2,994
Net cash (used in) provided by investing activities	(16,852) 4,809
Financing Activities:		
Proceeds from stock options exercised and employee stock purchases, including tax	350	278
benefit		
Acquisition of treasury stock	(7,037) (10,298)
Dividends paid to shareholders	(2,644) (2,216)
Net cash used in financing activities	(9,330) (12,236)
Net increase (decrease) in cash and cash equivalents	8,020	(19,066)
Cash and cash equivalents at beginning of period	61,295	55,521
Cash and cash equivalents at end of period	\$69,314	\$36,455
See Condensed Notes to Consolidated Financial Statements.		

INFINITY PROPERTY AND CASUALTY CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

(unaudited)

	Six month 2012	2	ded June 30, 2011 (as adjusted See Note 1)	
Operating Activities:				
Net earnings	\$11,248		\$17,056	
Adjustments:				
Depreciation	3,719	4	4,826	
Amortization	4,556	-	3,831	
Net realized gains on investments	(2,405) ((4,882)
Loss on disposal of property and equipment	382		202	
Share-based compensation expense	2,146		1,417	
Activity related to rabbi trust	35		18	
(Increase) decrease in accrued investment income	(102) 8	814	
Increase in agents' balances and premium receivable	(44,463) ((38,097)
(Increase) decrease in reinsurance receivables	(37)	1,411	
Increase in deferred policy acquisition costs	(9,959) ((8,752)
Increase in other assets	(5,319) ((9,990)
Increase in unpaid losses and loss adjustment expenses	35,469		5,276	
Increase in unearned premium	61,575		48,961	
Decrease in payable to reinsurers	(45) ((42)
Decrease in other liabilities	(997) ((14,479)
Net cash provided by operating activities	55,803	,	7,569	
Investing Activities:				
Purchases of and additional investments in:				
Fixed maturities	(255,436) ((195,863)
Property and equipment	(7,585) ((18,176)
Maturities and redemptions of fixed maturities	81,993	(90,665	
Sales of:				
Fixed maturities	123,542		100,871	
Equity securities	0		7,871	
Net cash used in investing activities	(57,487) ((14,632)
Financing Activities:				
Proceeds from stock options exercised and employee stock purchases, including tax	833		1,728	
benefit				
Acquisition of treasury stock	(8,303		(17,367)
Dividends paid to shareholders	(5,300		(4,448)
Net cash used in financing activities	(12,770		(20,087)
Net decrease in cash and cash equivalents	(14,453		(27,150)
Cash and cash equivalents at beginning of period	83,767		63,605	
Cash and cash equivalents at end of period	\$69,314		\$36,455	
See Condensed Notes to Consolidated Financial Statements.				

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS June 30, 2012 INDEX TO NOTES

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3.	Computation of Net Earnings Per Share	8.	Additional Information
4.	Fair Value	9.	Insurance Reserves
5.	Investments	10.	Commitments and Contingencies

Note 1 Reporting and Accounting Policies

Nature of Operations

We are a holding company that, through subsidiaries, provides personal automobile insurance with a concentration on nonstandard auto insurance. Although licensed to write insurance in all 50 states and the District of Columbia, we focus on select states that we believe offer the greatest opportunity for premium growth and profitability. Basis of Consolidation and Reporting

The accompanying consolidated financial statements are unaudited and should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2011. This Quarterly Report on Form 10-Q, including the Condensed Notes to Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations, focuses on our financial performance since the beginning of the year. These financial statements reflect certain adjustments necessary for a fair presentation of our results of operations and financial position. Such adjustments consist of normal, recurring accruals recorded to match expenses with their related revenue streams and the elimination of all significant inter-company transactions and balances. We have evaluated events that occurred after June 30, 2012 for recognition or disclosure in our financial statements and the notes to the financial statements.

Estimates

We based certain accounts and balances within these financial statements upon our estimates and assumptions. The amount of reserves for claims not yet paid, for example, is an item that we can only record by estimation. Unrealized capital gains and losses on investments are subject to market fluctuations, and we use judgment in the determination of whether unrealized losses on certain securities are temporary or other-than-temporary. Should actual results differ significantly from these estimates, the effect on our results of operations could be material. The results of operations for the periods presented may not be indicative of our results for the entire year. Recently Adopted Accounting Standards

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the Financial Accounting Standards Board ("FASB") issued an accounting standards update intended to reduce diversity in practice for the accounting of deferred policy acquisition costs. The guidance modifies the definition of acquisition costs to require that costs be directly related to the successful acquisition of a new or renewal insurance contract to be deferred. We adopted this standard as of January 1, 2012. Pursuant to the guidance, we elected to adopt this standard on a retrospective basis and recognized an adjustment to beginning retained earnings for the earliest period shown in the Consolidated Statements of Changes in Shareholders' Equity of \$6.2 million, net of taxes.

The following table illustrates the effect of adopting this standard on the Consolidated Balance Sheets (in millions):

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Condensed Notes to Consolidated Financial Statements

	December 31, 2011					
	As Reported	As Adjusted	Difference			
Deferred policy acquisition costs	\$89.9	\$80.1	\$(9.8)		
Current and deferred income taxes	7.3	10.7	3.4			
Total assets	1,936.8	1,930.4	(6.4)		
Shareholders' equity	668.2	661.8	(6.4)		

The following table illustrates the effect of adopting this standard on the Consolidated Statements of Earnings (in millions, except per share amounts):

	Three months ended June 30, 2011			Six months ended June 30, 201			
	As Reported	As Adjusted	Difference	As Reported	As Adjusted	Differen	ce
Commissions and other underwriting expenses	\$57.5	\$58.7	\$1.2	\$112.6	\$114.9	\$2.4	
Provision for income taxes	1.4	1.0	(0.4)	4.2	3.4	(0.8)
Net earnings	7.6	6.8	(0.8)	18.6	17.1	(1.5)
Net earnings per common share:							
Basic	\$0.62	\$0.56	\$(0.06)	\$1.51	\$1.39	\$(0.12)
Diluted	0.61	0.54	(0.07)	1.48	1.35	(0.13)

We also adjusted the Consolidated Statements of Cash Flows for these changes for the three and six months ended June 30, 2011.

Presentation of Comprehensive Income

In June and December 2011, the FASB issued guidance amending the presentation of comprehensive income and its components. We adopted this standard as of January 1, 2012. Under the new guidance, a reporting entity has the option to present comprehensive income in a single continuous statement or in two separate but consecutive statements, as we elected. The impact of adoption was not material to our results of operations or financial position.

Amendments to Fair Value Measurement and Disclosure Requirements

In May 2011, the FASB issued guidance that clarifies the application of existing fair value measurement and disclosure requirements and amends certain fair value measurement principles, requirements and disclosures. We adopted this standard as of January 1, 2012. The impact of adoption was not material to our results of operations or financial position. Additional disclosures required by this standard are located in <u>Note 4 to the Consolidated Financial Statements</u>.

Reclassifications

We have reclassified certain amounts in the prior period consolidated financial statements to conform to the current period

presentation. These reclassifications had no effect on total shareholders' equity, net cash flow or net earnings as previously

reported.

Schedules may not foot due to rounding.

Note 2 Share-Based Compensation

Restricted Stock Plan

We established the Restricted Stock Plan in 2002 and amended it on July 31, 2007. There are 500,000 shares of our common stock reserved for issuance under the Restricted Stock Plan, of which we have issued 278,843 shares as of June 30, 2012. We expense the fair value of shares issued under the Restricted Stock Plan over the vesting periods of the awards based on the market value of our stock on the date of grant.

On July 31, 2007, our Compensation Committee ("Committee") approved the grant of 72,234 shares of restricted stock to certain officers under the Restricted Stock Plan. These shares of restricted stock vested in full on July 31, 2011. On August 2, 2011, the Committee approved the grant of an additional 72,234 shares of restricted stock to certain officers under the

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Condensed Notes to Consolidated Financial Statements

Restricted Stock Plan. These shares will vest in full on August 2, 2014. During the vesting period, the shares of restricted stock will not have voting rights and will accrue dividends, which we will not pay until the shares have vested. We treat the restricted shares as issued and outstanding for calculation of diluted earnings per share only. Until fully vested, we will not consider the shares issued and outstanding for purposes of the basic earnings per share calculation.

Non-employee Directors' Stock Ownership Plan

In May 2005, our shareholders approved the Non-employee Directors' Stock Ownership Plan ("Directors' Plan"). The purpose of the Directors' Plan is to include our common stock as part of the compensation provided to our non-employee directors and to provide for stock ownership requirements for our non-employee directors. There are 200,000 shares of our common stock reserved for issuance under the Directors' Plan, of which we have issued 49,461 shares as of June 30, 2012. Under the terms of the Directors' Plan, we grant shares on or about June 1 of each year and we restrict these shares from sale or transfer by any recipient for six months from the date of grant. In June 2011, we issued 6,657 shares of our common stock, valued pursuant to the Directors' Plan at \$350,000, to our non-employee directors. We treat participants' shares as issued and outstanding for basic and diluted earnings per share calculations.

Employee Stock Purchase Plan

We established our Employee Stock Purchase Plan ("ESPP") in 2004 and amended and restated it on August 3, 2010. Under the ESPP, all eligible full-time employees may purchase shares of our common stock at a 15% discount to the current market price. Employees may allocate up to 25% of their base salary with a maximum annual participation amount of \$25,000. If a participant sells any shares purchased under the ESPP within one year, we preclude that employee from participating in the ESPP for one year from the date of sale. The source of shares issued to participants is treasury shares or authorized but previously unissued shares. The maximum number of shares that we may issue under the ESPP may not exceed 1,000,000, of which we have issued 50,436 as of June 30, 2012. Our ESPP is qualified under Section 423 of the Internal Revenue Code of 1986, as amended. We treat participants' shares as issued and outstanding for basic and diluted earnings per share calculations.

Performance Share Plan

Our shareholders approved the Performance Share Plan ("PSP") on May 20, 2008 and an amended and restated PSP on May 26, 2010. The purpose of the PSP is to align further the interest of management with our long-term shareholders by including performance-based compensation, payable in shares of common stock, as a component of an executive's annual compensation. The Committee administers the PSP and will (i) establish the performance goals, which may include but are not limited to, combined ratio, premium growth, growth within certain specific geographic areas and earnings per share or return on equity over the course of the upcoming three year period, (ii) determine the PSP participants, (iii) set the performance share units to be awarded to such participants, and (iv) set the rate at which performance share units will convert to shares of common stock based upon attainment of the performance goals. The number of shares of common stock that we may issue under the PSP is limited to 500,000 shares. In April 2012 and 2011, we issued 49,098 and 32,957 shares, respectively, under the PSP.

Stock Option Plan

We amended our Stock Option Plan ("SOP") to prohibit any future grant of stock options from the plan after May 20, 2008. We amended the plan again on August 2, 2011. We have granted no options since 2004. We generally granted options with an exercise price equal to the closing price of our stock at the date of grant and these options have a 10-year contractual life. All of the options under the SOP have fully vested. Subject to specific limitations contained in the SOP, our Board of Directors has the ability to amend, suspend or terminate the plan at any time without shareholder approval. The SOP will continue in effect until the exercise or expiration of all options granted under the

plan.

As permitted by the Stock Compensation topic of the FASB Accounting Standards Codification, we used the modified Black-Scholes model with the assumptions noted below to estimate the value of employee stock options on the date of grant. Expected volatilities are based on historical volatilities of our stock. We selected the expected option life to be 7.5 years, which represents the midpoint between the last vesting date and the end of the contractual term. The risk-free interest rate for periods within the contractual life of the options is based on the yield on 10-year Treasury notes in effect at the time of grant. The dividend yield was based on expected dividends at the time of grant. We estimated the weighted-average grant date fair values of options granted during 2004 and 2003 using the modified Black-Scholes valuation model and the following weighted-average assumptions:

Condensed Notes to Consolidated Financial Statements

Weighted-average grant date fair value	2004 Grants \$13.87		2003 Grants \$5.97	
Dividend yield	0.7	%	1.4	%
Expected volatility	33.0	%	33.0	%
Risk-free interest rate	4.3	%	4.0	%
Expected life	7.5	years	7.5	years
Weighted-average grant exercise price	\$33.56	-	\$16.11	-
Outstanding at June 30, 2012	79,050		99,305	
The following table describes estivity for our Steel Ontion Plane				

The following table describes activity for our Stock Option Plan:

	Number of Options	Weighted-Average Exercise Price	Weighted- e Average Remaining Term (in years)	Aggregate Intrinsic Value (a) (in millions)
Outstanding at December 31, 2011	192,455	\$ 23.40		
Granted	0	0		
Exercised	(14,100)	\$ 16.00		
Forfeited	0	0		
Outstanding at June 30, 2012	178,355	\$ 23.98	1.08	\$6.0
Vested at June 30, 2012	178,355	\$ 23.98	1.08	\$6.0
Exercisable at June 30, 2012	178,355	\$ 23.98	1.08	\$6.0

(a) We calculated the intrinsic value for the stock options based on the difference between the exercise price of the underlying awards and our closing stock price as of the reporting date.

Cash received from options exercised for the six months ended June 30, 2012 and 2011 was approximately \$0.2 million and \$0.8 million, respectively. The actual tax benefit realized for the tax deductions from options exercised totaled \$0.2 million and \$0.5 million for the six months ended June 30, 2012 and June 30, 2011, respectively. The total intrinsic value of options exercised during the six months ended June 30, 2012 and 2011 was approximately \$0.5 million and \$1.8 million, respectively.

We have a policy of issuing new stock for the exercise of stock options.

The amount of total compensation cost, by plan, for share-based compensation arrangements was as follows (in thousands):

	Three mon	ths ended Ju	une 30,	Six months ended June 30,					
	2012		2011		2012		2011		
	Expense Tax		Expense Tox		Expense	, Tax	Expense . Tax		
	Recognize	d Banafit	Recognize	d Benefit	Recognize	d Bonefit	Recognized		
	in Income	Denent	in Income		in Income		in Income	Denent	
Restricted Stock Plan	n \$298	\$104	\$199	\$70	\$595	\$208	\$398	\$139	
Directors' Plan	300	105	350	123	300	105	350	123	
ESPP	15	0	9	0	26	0	19	0	
PSP	371	130	227	79	1,250	438	669	234	

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Total	\$984	\$339	\$785	\$271	\$2,172	\$751	\$1,436	\$496				
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Condensed Notes to Consolidated Financial Statements

Note 3 Computation of Net Earnings per Share

The following table illustrates the computation of our basic and diluted net earnings per common share (in thousands, except per share figures):

Three months	ended June 30,	Six months end	led June 30,
2012	2011	2012	2011
\$6,954	\$6,825	\$11,248	\$17,056
11,709	12,280	11,719	12,312
\$0.59	\$0.56	\$0.96	\$1.39
11,709	12,280	11,719	12,312
23	72	22	72
99	112	105	127
106	77	148	84
11,937	12,541	11,993	12,596
\$0.58	\$0.54	\$0.94	\$1.35
	2012 \$6,954 11,709 \$0.59 11,709 23 99 106 11,937	\$6,954 \$6,825 11,709 12,280 \$0.59 \$0.56 11,709 12,280 23 72 99 112 106 77 11,937 12,541	2012 2011 2012 \$6,954\$6,825\$11,248 $11,709$ $12,280$ $11,719$ \$0.59\$0.56\$0.96 $11,709$ $12,280$ $11,719$ 23 72 22 99 112 105 106 77 148 $11,937$ $12,541$ $11,993$

Note 4 Fair Value

Fair values of instruments are based on:

(i) quoted prices in active markets for identical assets (Level 1),

quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in

(ii) markets that are not active and model-derived valuations in which all significant inputs are observable in active markets (Level 2) or

(iii) valuations derived from valuation techniques in which one or more significant inputs are unobservable in the marketplace (Level 3).

The following table presents for each of the fair value hierarchy levels our assets and liabilities for which we report fair value on a recurring basis at June 30, 2012 (in thousands):

	Fair Value			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$69,314	\$0	\$0	\$69,314
Fixed maturity securities:				
U.S. government	105,737	380	3,899	110,016
Government-sponsored enterprises	0	70,446	0	70,446
State and municipal	0	426,699	2,750	429,449
Mortgage-backed securities:				
Residential	0	239,678	7,188	246,866
Commercial	0	13,845	0	13,845
Total mortgage-backed securities	\$0	\$253,522	\$7,188	\$260,711
Collateralized mortgage obligations	0	24,597	486	25,084
Asset-backed securities	0	69,620	1,361	70,981
Corporates	0	261,508	9,966	271,475
Total fixed maturities	\$105,737	\$1,106,774	\$25,651	\$1,238,162
Equity securities	40,116	0	0	40,116

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Total cash and investments Percentage of total cash and investments Long-term debt	\$215,167 16.0 \$0	%	\$1,106,774 82.1 \$206,146	%	\$25,651 1.9 \$0	%	\$1,347,591 100.0 \$206,146	%		
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Condensed Notes to Consolidated Financial Statements

Level 1 includes cash and cash equivalents, U.S. Treasury securities, an exchange-traded fund and equities invested in a rabbi trust. Level 2 includes securities whose fair value was determined using observable market inputs. Level 3 securities are comprised of (i) securities for which there is no active or inactive market for similar instruments, (ii) securities whose fair value is determined based on unobservable inputs and (iii) securities, other than those backed by the U.S. Government, that are not rated by a nationally recognized statistical rating organization ("NRSRO"). We recognize transfers between levels at the beginning of the reporting period.

A third party nationally recognized pricing service provides the fair value of securities in Level 2. We periodically review the third party pricing methodologies and test for significant differences between the market price used to value the security and recent sales activity.

The following table presents the changes in the Level 3 fair value category (in thousands):

The following wole present	Three mon				cutogory (ii		nousunus).				
	U.S. Governmen	nt	State and Municipal	Mortgage- Backed Securities	Collateraliz Mortgage Obligations		Corporate	es	ABS	Total	
Balance at beginning of period Total gains or (losses),	\$3,897		\$0	\$0	\$ 499		\$9,644		\$0	\$14,040	
unrealized or realized Included in net earnings	0		0	0	0		(404)	0	(404)
Included in other comprehensive income	2		2,750	32	2		672		1	3,459	
Purchases	0		0	7,156	0		0		1,360	8,516	
Sales	0		0	0	0		0		0	0	
Settlements	0		0	0	(14)	(915)	0	(929)
Transfers in	0		0	0	0		969		0	969	
Transfers out	0		0	0	0		0		0	0	
Balance at end of period	\$3,899		\$2,750	\$7,188	\$486		\$9,966		\$1,361	\$25,651	
	Six months	e	ended June	,							
	U.S. Governmen		State and Municipal	Mortgage- Backed Securities	Collateraliz Mortgage Obligations		Corporate	es	ABS	Total	
Balance at beginning of period	\$4,438		\$0	\$0	\$ 509		\$10,426		\$0	\$15,374	
Total gains or (losses), unrealized or realized Included in net earnings	0		0	0	0		(986)	0	(986)
Included in other				-	0		(900)	0	(900)
comprehensive income	()		2,750	32	4		1,277		1	3,981	
Purchases	0		0	7,156	0		0		1,360	8,516	
Sales	0		0	0	0			·	0	(253)
Settlements	()		0	0	(26)	())	0	(1,747)
Transfers in	0		0	0	0		1,836		0	1,836	
Transfers out	0		0	0	0		(1,070)	0	(1,070)

Balance at end of period \$3,899 \$2,750 \$7,188 \$486 \$9,966 \$1,361 \$25,651 Of the \$25.7 million fair value of securities in Level 3, which consists of 18 securities, we priced 6 based on non-binding broker quotes. We manually calculated the price of 2 securities, which have a combined fair value of \$0.9 million. Quantitative information about the significant unobservable inputs used in the fair value measurement of these manually priced securities at June 30, 2012 is as follows (in millions):

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Condensed Notes to Consolidated Financial Statements

	Fair Value	Valuation Technique	Unobservable Input	Value Used
Corporate bond	\$0.1	Recovery rate ¹	Probability of default	100%
Corporate bond	0.8	Discounted cash flow	Comparable credit rating	Ba1
Total	\$0.9			

¹ Recovery rate for senior unsecured bonds as indicated in Moody's Investor's Service Annual Default Study: Corporate Default and Recovery Rates, 1920-2011.

The significant unobservable inputs used in the fair value measurement of our manually-priced corporate bonds are a probability of default assumption and an assigned credit rating. Significant changes in either of these inputs in isolation could result in a significant change in fair value measurement. Generally, a reduction in probability of default would increase security valuation. A change in the credit rating assumption would change the yield spread associated with that bond, and thus the yield used in discounting the cash flows to arrive at the security's valuation. We transferred approximately \$1.1 million of securities in Level 3 at December 31, 2011 to Level 2 during the six months ended June 30, 2012 because we obtained a price for those securities from a nationally recognized pricing service. We transferred approximately \$1.8 million of securities into Level 3 from Level 2 during the six months ended June 30, 2012 because we could not obtain a price from a third party nationally recognized pricing service or because a rating by a NRSRO was not available. There were no transfers between Levels 1 and 2 during the six months ended June 30, 2012.

The gains or losses included in net earnings are included in the line item net realized gains on investments in the Consolidated Statements of Earnings. We recognize the net gains or losses included in other comprehensive income in the line item unrealized gains (losses) on investments, net in the Consolidated Statements of Comprehensive Income and the line item change in unrealized gain on investments or the line item change in non-credit component of impairment losses on fixed maturities in the Consolidated Statements of Changes in Shareholders' Equity.

The following table presents the carrying value and estimated fair value of our financial instruments (in thousands):

	June 30, 2012		December 31, 2011			
	Carrying	Fair	Carrying	Fair		
	Value	Value	Value	Value		
Assets:						
Cash and cash equivalents	\$69,314	\$69,314	\$83,767	\$83,767		
Available-for-sale securities						
Fixed maturities	1,238,162	1,238,162	1,187,987	1,187,987		
Equity securities	40,116	40,116	36,930	36,930		
Total cash and investments	\$1,347,591	\$1,347,591	\$1,308,684	\$1,308,684		
Liabilities:						
Long-term debt	\$194,853	\$206,146	\$194,810	\$207,246		

See <u>Note 5 to the Consolidated Financial Statements</u> for additional information on investments and <u>Note 6</u> for additional information on long-term debt.

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Condensed Notes to Consolidated Financial Statements

Note 5 Investments

We consider all fixed maturity and equity securities available-for-sale and report them at fair value with the net unrealized gains or losses reported after-tax (net of any valuation allowance) as a component of other comprehensive income. The proceeds from sales of securities for the three months ended June 30, 2012 and 2011 were \$86.7 million and \$51.0 million, respectively. The proceeds from sales of securities for the six months ended June 30, 2012 and 2011 were \$123.5 million and \$108.7 million, respectively. The proceeds for the three and six months ended June 30, 2011 were net of \$0.9 million of receivable for securities sold during the second quarter of 2011 that had not settled at June 30, 2011.

Gains or losses on securities are determined on a specific identification basis.

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Condensed Notes to Consolidated Financial Statements

Summarized information for the major categories of our investment portfolio follows (in thousands):

	June 30, 2012				OTTI		
	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses		Recognized in Accumulated OCI		Fair Value
Fixed maturities: U.S. government	\$107,315	\$2,701	\$0		\$0		\$110,016
Government-sponsored enterprises	69,039	1,407	0		ФО 0		70,446
State and municipal	409,721	19,800	(72)	0		429,449
Mortgage-backed securities:	109,721	19,000	(12	'	0		129,119
Residential	235,520	11,346	0		0		246,866
Commercial	13,099	760	(13)	0		13,845
Total mortgage-backed securities	\$248,619	\$12,106	\$(13)	\$0		\$260,711
Collateralized mortgage obligations	24,618	588	(33)	(89)	25,084
Asset-backed securities	70,782	426	(228)	0	-	70,981
Corporates	260,118	11,547	(190)	0		271,475
Total fixed maturities	\$1,190,212	\$48,575	\$(536)	\$(89)	\$1,238,162
Equity securities	26,535	13,584	(2)	0		40,116
Total	\$1,216,747	\$62,159	\$(539)	\$(89)	\$1,278,277
	December 31,	2011					
	December 31, Amortized Cost or Cost	2011 Gross Unrealized Gains	Gross Unrealized Losses		OTTI Recognized i Accumulated OCI		Fair Value
Fixed maturities:	Amortized	Gross Unrealized	Unrealized Losses		Recognized i Accumulated OCI		Fair Value
U.S. government	Amortized Cost or Cost \$124,378	Gross Unrealized Gains \$3,428	Unrealized Losses \$(8)	Recognized i Accumulated OCI \$0		\$127,798
U.S. government Government-sponsored enterprises	Amortized Cost or Cost	Gross Unrealized Gains \$3,428 958	Unrealized Losses \$(8 (9))	Recognized i Accumulated OCI \$0 0	1	\$127,798 56,170
U.S. government Government-sponsored enterprises State and municipal	Amortized Cost or Cost \$124,378	Gross Unrealized Gains \$3,428	Unrealized Losses \$(8))))	Recognized i Accumulated OCI \$0	1	\$127,798
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities:	Amortized Cost or Cost \$124,378 55,220 391,436	Gross Unrealized Gains \$3,428 958 18,016	Unrealized Losses \$(8 (9 (63)))	Recognized i Accumulated OCI \$0 0 0	1	\$127,798 56,170 409,388
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential	Amortized Cost or Cost \$124,378 55,220 391,436 225,506	Gross Unrealized Gains \$3,428 958 18,016 10,878	Unrealized Losses \$(8 (9 (63 (14)))))))))))))))))))))))))))))))))))))))	Recognized i Accumulated OCI \$0 0 0 0	1	\$127,798 56,170 409,388 236,370
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751	Gross Unrealized Gains \$3,428 958 18,016 10,878 760	Unrealized Losses \$(8 (9 (63 (14 (142)))))	Recognized i Accumulated OCI \$0 0 0 0	1	\$127,798 56,170 409,388 236,370 20,369
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638	Unrealized Losses \$(8 (9 (63) (14 (142 \$(156))))))))	Recognized i Accumulated OCI \$0 0 0 0 \$0	1	\$127,798 56,170 409,388 236,370 20,369 \$256,739
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities Collateralized mortgage obligations	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257 27,447	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638 757	Unrealized Losses \$(8 (9 (63) (14 (142) \$(156) (9))))	Recognized i Accumulated OCI \$0 0 0 0 \$0 (93	1	\$127,798 56,170 409,388 236,370 20,369 \$256,739 28,103
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities Collateralized mortgage obligations Asset-backed securities	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257 27,447 48,403	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638 757 368	Unrealized Losses \$(8 (9 (63 (14 (142 \$(156 (9 (143)))))	Recognized i Accumulated OCI \$0 0 0 0 \$0 (93 0	1	\$127,798 56,170 409,388 236,370 20,369 \$256,739 28,103 48,628
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities Collateralized mortgage obligations Asset-backed securities Corporates	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257 27,447 48,403 252,546	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638 757 368 9,688	Unrealized Losses \$(8 (9 (63) (14 (142) \$(156) (9) (143) (1,004)))))	Recognized in Accumulated OCI \$0 0 0 0 0 \$0 (93 0 (68	1)	\$127,798 56,170 409,388 236,370 20,369 \$256,739 28,103 48,628 261,162
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities Collateralized mortgage obligations Asset-backed securities Corporates Total fixed maturities	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257 27,447 48,403 252,546 \$1,144,687	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638 757 368 9,688 \$44,853	Unrealized Losses \$(8 (9 (63) (14 (142) \$(156) (9 (143) (1,004) \$(1,391)))))	Recognized i Accumulated OCI \$0 0 0 0 \$0 (93 0 (68 \$(161	1)	\$127,798 56,170 409,388 236,370 20,369 \$256,739 28,103 48,628 261,162 \$1,187,987
U.S. government Government-sponsored enterprises State and municipal Mortgage-backed securities: Residential Commercial Total mortgage-backed securities Collateralized mortgage obligations Asset-backed securities Corporates	Amortized Cost or Cost \$124,378 55,220 391,436 225,506 19,751 \$245,257 27,447 48,403 252,546	Gross Unrealized Gains \$3,428 958 18,016 10,878 760 \$11,638 757 368 9,688	Unrealized Losses \$(8 (9 (63) (14 (142) \$(156) (9) (143) (1,004)))))	Recognized i Accumulated OCI \$0 0 0 0 0 \$0 (93 0 (68 \$(161 0	1)))	\$127,798 56,170 409,388 236,370 20,369 \$256,739 28,103 48,628 261,162

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Condensed Notes to Consolidated Financial Statements

The following table sets forth the amount of unrealized loss by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	Less than 1 Number of Securities with Unrealized Losses	Fair	Gross Unreali Losses	zed	Unreali Losses % of Co	as	12 Month Number of Securities with Unrealize Losses	Fair Value	Gross Unrealized Losses		Unrealiz Losses a % of Co	as
June 30, 2012												
Fixed maturities:												
U.S. government	0	\$0	\$0		0.0	%	0	\$0	\$0		0.0	%
Government-sponsored enterprises	0	0	0		0.0	%	0	0	0		0.0	%
State and municipal	7	7,103	(65)	0.9	%	1	570	(7)	1.2	%
Mortgage-backed												
securities:												
Residential	0	0	0		0.0		0	0	0		0.0	%
Commercial	1	1,238	(6)	0.5	%	2	412	(7)	1.7	%
Total mortgage-backed securities	1	\$1,238	\$(6)	0.5	%	2	\$412	\$(7)	1.7	%
Collateralized mortgage	e 4	3,540	(31)	0.9	%	2	679	(92)	11.9	%
obligations										ĺ		
Asset-backed securities		10,929	(85)			3	5,198	(142)	2.7	%
Corporates	22	19,410	(190)			0	0	0		0.0	%
Total fixed maturities	39	\$42,219	\$(378)			8	\$6,858	\$(248)	3.5	%
Equity securities	0	0	0	、	0.0	%		0	0	`	0.0	%
Total	39	\$42,219	\$(378)	0.9	%	8	\$6,858	\$(248)	3.5	%
	Less than 1	2 Months					12 Months	s or More				
	Number of						Number of					
	of Securities	Eair	Gross		Unrealiz	ed	Securities	Foir	Gross		Unrealiz	zed
	with	Value	Unrealiz	ed			with	Value	Unrealize	ed	Losses a	is
	Unrealized		Losses		% of Co	st	Unrealized		Losses		% of Co	ost
	Losses						Losses	4				
December 31, 2011	200000						200000					
Fixed maturities:												
U.S. government	1	\$557	\$(8)	1.4	%	0	\$0	\$0		0.0	%
Government-sponsored enterprises	1	5,032	(9)	0.2	%	0	0	0		0.0	%
State and municipal	5	7,841	(36)	0.5	%	2	2,885	(28)	0.9	%
Mortgage-backed securities:	5	7,011	(50)	0.5	70	2	2,005	(20	,	0.9	70
Residential	1	10,481	(14)	0.1	%	0	0	0		0.0	%

Commercial Total mortgage-backed securities	2 3	1,926 \$12,407	(7 \$(21))	0.4 0.2	% %		4,505 \$4,505	(135 \$(135	,	2.9 2.9	% %
Collateralized mortgage obligations	4	2,714	(9)	0.3	%	1	509	(93)	15.5	%
Asset-backed securities	6	13,653	(143)	1.0	%	1	433	0		0.1	%
Corporates	43	44,695	(1,057)	2.3	%	1	721	(15)	2.0	%
Total fixed maturities	63	\$86,899	\$(1,282)	1.5	%	10	\$9,053	\$(271)	2.9	%
Equity securities	0	0	0		0.0	%	0	0	0		0.0	%
Total	63	\$86,899	\$(1,282)	1.5	%	10	\$9,053	\$(271)	2.9	%
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Condensed Notes to Consolidated Financial Statements

The table above excludes an unrealized loss on equities invested in a rabbi trust of \$2.5 thousand at June 30, 2012 and an unrealized loss of \$37.7 thousand at December 31, 2011.

The determination of whether unrealized losses are "other-than-temporary" requires judgment based on subjective as well as objective factors. Factors we considered and resources we used in our determination include:

the intent to sell the security;

whether it is more likely than not that there will be a requirement to sell the security before our anticipated recovery; whether the unrealized loss is credit-driven or a result of changes in market interest rates;

the length of time the security's fair value has been below our cost;

the extent to which fair value is less than cost basis;

historical operating, balance sheet and cash flow data contained in issuer SEC filings;

issuer news releases;

near-term prospects for improvement in the issuer and/or its industry;

industry research and communications with industry specialists and

third-party research and credit rating reports.

We regularly evaluate for potential impairment each security position that has any of the following: a fair value of less than 95% of its book value, an unrealized loss that equals or exceeds \$100,000 or one or more impairment charges recorded in the past. In addition, we review positions held related to an issuer of a previously impaired security.

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Condensed Notes to Consolidated Financial Statements

The following table summarizes those securities, excluding the rabbi trust, with unrealized gains or losses:

	June 30, 2012		December 2011	31,
Number of positions held with unrealized:				
Gains	672		583	
Losses	47		73	
Number of positions held that individually exceed unrealized:				
Gains of \$500,000	5		5	
Losses of \$500,000	0		0	
Percentage of positions held with unrealized:				
Gains that were investment grade	82	%	83	%
Losses that were investment grade	77	%	73	%
Percentage of fair value held with unrealized:				
Gains that were investment grade	95	%	95	%
Losses that were investment grade	93	%	91	%

The following table sets forth the amount of unrealized loss, excluding the rabbi trust, by age and severity at June 30, 2012 (in thousands):

Age of Unrealized Losses:	Fair Value of Securities with Unrealized Losses	Total Gross Unrealized Losses	Less Than 5%* 5% - 10%*				Greater Than 10%*		
Less than or equal to:									
Three months	\$20,241	\$(86)	\$(86)	\$0		\$0	
Six months	13,040	(155)	(116)	(39)	0	
Nine months	5,545	(95)	(95)	0		0	
Twelve months	3,393	(42)	(12)	0		(30)
Greater than twelve months	6,858	(248)	(159)	0		(89)
Total	\$49,077	\$(626)	\$(467)	\$(39)	\$(120)

* As a percentage of amortized cost or cost.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

Condensed Notes to Consolidated Financial Statements

The change in unrealized gains (losses) on marketable securities included the following (in thousands):

	Pre-tax Fixed Maturities	Equity Securities	Tax Effects	Net
Six months ended June 30, 2012				
Unrealized holding gains (losses) on securities arising during the period	\$7,053	\$3,065	\$(3,541) \$6,577
Realized (gains) losses on securities sold	(3,470) 0	1,214	(2,255)
Impairment loss recognized in earnings ⁽¹⁾	1,065	0	(373) 692
Change in unrealized gains (losses) on marketable securities, net	\$4,649	\$3,065	\$(2,700) \$5,014
Six months ended June 30, 2011				
Unrealized holding gains (losses) on securities arising during the period	\$11,472	\$2,288	\$(4,816) \$8,944
Realized (gains) losses on securities sold	(2,980) (2,748)	2,005	(3,723)
Impairment loss recognized in earnings ⁽¹⁾	846	0	(296) 550
Change in unrealized gains (losses) on marketable securities, net	\$9,338	\$(459)	\$(3,107)) \$5,771

(1) Tax excludes valuation reserve

For fixed maturity securities that are other-than-temporarily impaired, we assess our intent to sell and the likelihood that we will be required to sell the security before recovery of our amortized cost. If a fixed maturity security is considered other-than-temporarily impaired but we do not intend to and are not more than likely to be required to sell the security before our recovery to amortized cost, we separate the amount of the impairment into a credit loss component and the amount due to all other factors. The excess of the amortized cost over the present value of the expected cash flows determines the credit loss component of an impairment charge on a fixed maturity security. The present value is determined using the best estimate of cash flows discounted at (1) the effective interest rate implicit at the date of acquisition for non-structured securities or (2) the book yield for structured securities. The techniques and assumptions for determining the best estimate of cash flows vary depending on the type of security. We recognize the credit loss component of an impairment charge in net earnings and the non-credit component in accumulated other comprehensive income. If we intend to sell or will, more likely than not, be required to sell a security, we treat the entire amount of the impairment as a credit loss.

The following table is a progression of credit losses on fixed maturity securities that were bifurcated between a credit and non-credit component (in thousands):

	Six months en	nded June 30,	
	2012	2011	
Beginning balance	\$1,728	\$1,828	
Additions for:			
Previously impaired securities	0	36	
Newly impaired securities	9	692	
Reductions for:			
Securities sold and paid down	(296) (446)
Securities that no longer have a non-credit component	(735) 0	

Ending balance\$706\$2,109The table below sets forth the scheduled maturities of fixed maturity securities at June 30, 2012, based on their fair
values (in thousands). We report securities that do not have a single maturity date at average maturity. Actual
maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

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Condensed Notes to Consolidated Financial Statements

	Fair Value				Amortized Cost
Maturity	Securities with Unrealized Gains	Securities with Unrealized Losses	Securities with No Unrealized Gains or Losses	All Fixed Maturity Securities	All Fixed Maturity Securities
One year or less	\$40,726	\$411	\$0	\$41,137	\$63,855
After one year through five years	420,791	19,650	1,750	442,191	513,192
After five years through ten years	339,259	6,684	1,097	347,040	210,858
After ten years	50,682	337	0	51,018	58,289
Mortgage-backed, asset-backed an collateralized mortgage obligations	^d 334,780	21,995	0	356,775	344,019
	\$1,186,237	\$49,077	\$2,847	\$1,238,162	\$1,190,212

Note 6 Long-Term Debt

In February 2004, we issued \$200 million principal of senior notes due February 2014 (the "Senior Notes"). The Senior Notes accrue interest at an effective yield of 5.55% and bear a coupon of 5.5%, payable semiannually. At the time we issued the Senior Notes, we capitalized \$2.1 million of debt issuance costs, which we are amortizing over the term of the Senior Notes. During 2009, we repurchased \$5.0 million of our debt, bringing the outstanding principal to \$195.0 million. We calculated the June 30, 2012 fair value of \$206.1 million using a 160 basis point spread to the two-year U.S. Treasury Note of 0.303%.

In August 2011, we renewed our agreement for a \$50 million three-year revolving credit facility (the "Credit Agreement") that requires us to meet certain financial and other covenants. We are currently in compliance with all covenants under the Credit Agreement. At June 30, 2012, there were no borrowings outstanding under the Credit Agreement.

Note 7 Income Taxes

The following table reconciles our income taxes at statutory rates to our effective provision for income taxes (in thousands):

	Three month	s end	ded June 30,		Six months e	l June 30,		
	2012		2011		2012		2011	
Earnings before income taxes	\$9,323		\$7,825		\$14,845		\$20,432	
Income taxes at statutory rates	\$3,263		\$2,739		\$5,196		\$7,151	
Effect of:								
Dividends-received deduction	(42)	(32)	(79)	(67)
Tax-exempt interest	(814)	(885)	(1,644)	(1,760)
Adjustment to valuation allowance	(80)	(810)	80		(1,944)
Other	41		(12)	44		(3)
Provision for income taxes	\$2,369		\$1,000		\$3,597		\$3,376	
GAAP effective tax rate	25.4	%	12.8	%	24.2	%	16.5	%

During the six months ended June 30, 2011, we decreased our tax valuation allowance by \$1.9 million due to both a decrease in the reserve for other-than-temporary impaired securities and utilization of our capital loss carryforward.

Note 8 Additional Information

Supplemental Cash Flow Information

We made the following payments that we do not separately disclose in the Consolidated Statements of Cash Flows (in thousands):

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Condensed Notes to Consolidated Financial Statements

	Three months er	nded June 30,	Six months ended June 30,			
	2012	2011	2012	2011		
Income tax payments	\$5,000	\$9,203	\$5,000	\$9,203		
Interest payments on debt	0	0	5,363	5,363		

Negative Cash Book Balances

Negative cash book balances, included in the line item "Other liabilities" in the Consolidated Balance Sheets, were \$6.0 million and \$5.9 million, respectively at June 30, 2012 and December 31, 2011.

Sale of Shell Company

In April 2012, we entered into a definitive agreement to sell an inactive shell insurance subsidiary to an unaffiliated third party. The sale is expected to close by September 30, 2012, pending regulatory approval. In the future, we intend to sell or dissolve other inactive shell companies. The primary reason for the sale of these shell companies is to reduce the administrative costs to maintain licenses in companies not needed to support our insurance operations.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

Condensed Notes to Consolidated Financial Statements

Note 9 Insurance Reserves

Insurance reserves include liabilities for unpaid losses, both known and estimated for incurred but not reported ("IBNR"), and unpaid loss adjustment expenses ("LAE"). The following table provides an analysis of changes in the liability for unpaid losses and LAE on a GAAP basis (in thousands):

5 1	Three months	s ended June 30,	Six months e	Six months ended June 30,			
	2012	2011	2012	2011			
Balance at Beginning of Period							
Unpaid losses on known claims	\$194,048	\$181,980	\$181,972	\$180,334			
IBNR losses	179,343	158,956	177,645	164,140			
LAE	140,539	132,592	135,787	133,359			
Total unpaid losses and LAE	513,930	473,527	495,403	477,833			
Reinsurance recoverables	(15,704) (16,115) (14,640) (16,521)		
Unpaid losses and LAE, net of reinsurance	498,226	457,413	480,764	461,312			
recoverables	490,220	437,413	400,704	401,312			
Current Activity							
Loss and LAE incurred:							
Current accident year	229,014	189,007	443,882	371,387			
Prior accident years	1,893	3,446	1,803	23			
Total loss and LAE incurred	230,907	192,453	445,685	371,410			
Loss and LAE payments:							
Current accident year	(133,255) (110,874) (202,517) (169,927)		
Prior accident years	(78,804) (70,764) (206,858) (194,567)		
Total loss and LAE payments	(212,059) (181,637) (409,375) (364,494)		
Balance at End of Period							
Unpaid losses and LAE, net of reinsurance	517,074	468,228	517,074	468,228			
recoverables	517,074	400,220	517,074	400,220			
Add back reinsurance recoverables	13,798	14,880	13,798	14,880			
Total unpaid losses and LAE	\$530,872	\$483,108	\$530,872	\$483,108			
Unpaid losses on known claims	\$202,622	\$188,189	\$202,622	\$188,189			
IBNR losses	182,630	160,992	182,630	160,992			
LAE	145,620	133,928	145,620	133,928			
Total unpaid losses and LAE	\$530,872	\$483,108	\$530,872	\$483,108			

Bodily injury coverage in California and personal injury protection coverage in Florida related to accident years 2010 and 2011 were the primary sources of the \$1.9 million and \$1.8 million of unfavorable reserve development during the three and six months ended June 30, 2012, respectively.

Increases in severities on both bodily injury coverage in several of our Focus States as well as personal injury protection coverage in Florida, both related to accident year 2010, were the primary source of the \$3.4 million of unfavorable development during the three months ended June 30, 2011.

Note 10 Commitments and Contingencies Commitments

There have been no material changes from the commitments discussed in the Form 10-K for the year ended December 31, 2011. For a description of our previously reported commitments, refer to Note 14 Commitments and Contingencies in the Form 10-K for the year ended December 31, 2011.

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Condensed Notes to Consolidated Financial Statements

Contingencies

There have been no material changes from the contingencies discussed in the Form 10-K for the year ended December 31, 2011. For a description of our previously reported contingencies, refer to Note 14 Commitments and Contingencies, in the Form 10-K for the year ended December 31, 2011.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain "forward-looking statements" which anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. We make these statements subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements in this report not dealing with historical results or current facts are forward-looking and we base them on estimates, assumptions and projections. Statements which include the words "assumes," "believes," "seeks," "expects," "may," "should," "intends," "likely "targets," "plans," "anticipates," "estimates" or the negative version of those words and similar statements of a future or forward-looking nature identify forward-looking statements. Examples of such forward-looking statements include statements relating to expectations concerning market conditions, premium growth, earnings, investment performance, expected losses, rate changes and loss experience.

The primary events or circumstances that could cause actual results to differ materially from what we expect include determinations with respect to reserve adequacy, realized gains or losses on the investment portfolio (including other-than-temporary impairments for credit losses), rising bodily injury loss cost trends, undesired business mix or risk profile for new business, elevated unemployment rates and the proliferation of illegal immigration legislation in key Focus States. We undertake no obligation to publicly update or revise any of the forward-looking statements. For a more detailed discussion of some of the foregoing risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements see "Risk Factors" contained in Part I, Item 1A of our Annual Report on Form 10-K for the twelve months ended December 31, 2011.

OVERVIEW

We continued to generate premium growth in the second quarter of 2012, although at a slower rate than the first quarter of 2012. This quarter marks the eleventh consecutive quarter that we have experienced growth in written premiums. This increase is a result of multiple factors, including a shift in business mix towards policies offering broader coverage, rate decreases taken in 2011 in certain states and competitors' rate increases in certain states. Premiums fell in three of the seven Focus States during the second quarter of 2012 as a result of our efforts to improve profitability through rate increases and more restrictive underwriting. See Results of Operations – Underwriting – Premium for a more detailed discussion of our gross written premium growth.

Net earnings and diluted earnings per share for the three months ended June 30, 2012 were \$7.0 million and \$0.58, respectively, compared to \$6.8 million and \$0.54, respectively, for the three months ended June 30, 2011. Net earnings and diluted earnings per share for the six months ended June 30, 2012 were \$11.2 million and \$0.94, respectively, compared to \$17.1 million and \$1.35, respectively, for the six months ended June 30, 2011. The decrease in diluted earnings per share for the six months ended June 30, 2012 is primarily due to an increase in unfavorable development recognized in 2012 coupled with a decline in realized gains on investments.

We had a net realized gain on investments of \$2.2 million for the three months ended June 30, 2012 and a net realized gain of \$2.0 million for the three months ended June 30, 2011. We had a net realized gain on investments of \$2.4 million for the six months ended June 30, 2012 and a net realized gain of \$4.9 million for the six months ended June 30, 2012 and a net realized gain of \$4.9 million for the six months ended June 30, 2012 and a net realized gain of \$4.9 million for the six months ended June 30, 2011. Included in the net realized gain for the second quarter of 2012 is \$0.4 million of other-than-temporary impairments on fixed income securities compared to \$0.2 million of impairments on fixed income securities during the second quarter of 2011. Included in the net realized gain for the six months ended June 30, 2012 is \$1.1 million of other-than-temporary impairments on fixed income securities compared to \$0.8 million of impairments on fixed income securities for the six months ended June 30, 2011.

Included in net earnings for the three months ended June 30, 2012 and 2011 were \$1.2 million (\$1.9 million pre-tax) of unfavorable development on prior accident year loss and LAE reserves and \$2.2 million (\$3.4 million pre-tax) of unfavorable development on prior accident year loss and LAE reserves, respectively. Included in net earnings for the six months ended June 30, 2012 and 2011 were \$1.2 million (\$1.8 million pre-tax) of unfavorable development on prior accident year \$1.2 million (\$1.8 million pre-tax) of unfavorable development on prior accident year \$1.2 million (\$1.8 million pre-tax) of unfavorable development on prior accident year \$1.2 million (\$1.8 million pre-tax) of unfavorable development on prior accident year loss and LAE reserves and \$15.0 thousand (\$23.0 thousand pre-tax) of unfavorable development

on prior accident year loss and LAE reserves, respectively. The following table displays combined ratio results by accident year developed through June 30, 2012.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

Management's Discussion and Analysis of Financial Condition and Results of Operations

	Accident Year Combined RatioHDeveloped Through(Prior Accident Year Favorable / (Unfavorable) Development				(\$ in millions) Prior Accident Year Favorable / (Unfavorable) Development			ear	
Accident	Mar 20	11	June ?	011	Dec 20	111	Mar 2	012	June 2	012	Q2 20	12	YTD	2012	Q2 201	_	YTD	
Year						<i>J</i> 11		.012	June 2	012	Q2 20	12		2012	Q2 201	. 4	2012	
	(as adjı	uste	d see N	ote 1)													
Prior															\$(0.4)	\$(0.3)
2004	85.0	%	85.0	%	84.9	%	84.9	%	85.0	%	0.0	%	0.0	%	(0.1)	(0.1)
2005	87.9	%	87.9	%	87.8	%	87.8	%	87.8	%	0.0	%	0.0	%	0.1		0.2	
2006	90.6	%	90.6	%	90.4	%	90.3	%	90.3	%	0.0	%	0.1	%	0.1		1.2	
2007	92.9	%	92.7	%	92.7	%	92.5	%	92.5	%	0.0	%	0.2	%	0.4		2.2	
2008	91.9	%	91.7	%	91.7	%	91.6	%	91.5	%	0.1	%	0.2	%	0.6		1.8	
2009	92.9	%	92.9	%	92.9	%	92.7	%	92.6	%	0.0	%	0.3	%	0.3		2.3	
2010	98.1	%	98.7	%	99.4	%	99.8	%	99.6	%	0.2	%	(0.2)%	1.8		(1.4)
2011	99.8	%	99.1	%	97.6	%	97.9	%	98.3	%	(0.5)%	(0.8)%	(4.8)	(7.7)
2012 YTD							99.9	%	99.2	%								
															¢ (1 0	``	¢ (1 0	``

\$(1.9) \$(1.8)

Recent accident years are less developed than prior years and must be interpreted with caution. However, the upward trend in the 2010 through 2012 accident period combined ratios compared to prior periods reflects an increase in new business during 2010 through 2012. Our new business combined ratios typically run 20 to 30 points higher than renewal business combined ratios due to higher commission and acquisition expenses as well as typically higher loss ratios. See Results of Operations – Underwriting – Profitability for a more detailed discussion of our underwriting results.

Our book value per share increased 1.6% from \$56.05 at December 31, 2011 to \$56.92 at June 30, 2012. This increase was primarily due to earnings, net of shareholder dividends, and the increase in unrealized gains on investments for the six months ended June 30, 2012.

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RESULTS OF OPERATIONS

Underwriting

Premium

Our insurance subsidiaries provide personal automobile insurance products with a concentration on nonstandard auto insurance. While there is no industry-recognized definition of nonstandard auto insurance, we believe that it is generally understood to mean coverage for drivers who, because of their driving record, age or vehicle type, represent higher than normal risks and pay higher rates for comparable coverage. We also write commercial vehicle insurance and insurance for classic collectible automobiles ("Classic Collector").

We offer three primary products to individual drivers: the Low Cost product, which offers the most restrictive coverage, the Value Added product, which offers broader coverage and higher limits, and the Premier product, which we designed to offer the broadest coverage for standard and preferred risk drivers.

We are licensed to write insurance in all 50 states and the District of Columbia, but we focus our operations in targeted urban areas ("Urban Zones") identified within selected Focus States that we believe offer the greatest opportunity for premium growth and profitability.

We classify the states in which we operate into three categories:

"Focus States" – We have identified Urban Zones in these states, which include Arizona, California, Florida, Georgia, Nevada, Pennsylvania and Texas.

"Maintenance States" – We are maintaining our writings in these states, which include Alabama, Colorado,

Illinois, South Carolina and Tennessee. We believe each state offers us an opportunity for underwriting profit. "Other States" – Includes eight states where we maintain a renewal book of personal auto business.

We further classify territories within the Focus States into two categories:

"Urban Zones" – include the following urban areas:

Arizona – Phoenix and Tucson

California - Bay Area, Los Angeles, Sacramento, San Diego, and San Joaquin Valley

Florida - Jacksonville, Miami, Orlando, Sarasota and Tampa

Georgia – Atlanta

Nevada – Las Vegas

Pennsylvania – Allentown and Philadelphia

Texas - Dallas, Fort Worth, Houston and San Antonio

"Non-urban Zones" – include all remaining areas in the Focus States located outside of a designated Urban Zone. We continually evaluate our market opportunities; thus, the Focus States, Urban Zones, Maintenance States and Other States may change over time as new market opportunities arise, as the allocation of resources changes or as regulatory environments change. At the beginning of 2012, we reclassified Illinois from a Focus State to a Maintenance State due to its low premium volume and underwriting profits. In the tables below, we have restated 2011 premium, policies in force and combined ratios to be consistent with the 2012 definition of Urban Zones, Focus States, Maintenance States and Other States.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q Management's Discussion and Analysis of Financial Condition and Results of Operations

Our net earned premium was as follows (\$ in thousands):

our net euried premium was as ronows (\$	Three month	s ended June 30,			
	2012	2011	Change	% Change	
Net earned premium			e	e	
Gross written premium					
Personal Auto					
Focus States					
Urban Zones	\$223,087	\$203,184	\$19,903	9.8	%
Non-urban Zones	35,136	27,136	8,000	29.5	%
Total Focus States	258,224	230,320	27,904	12.1	%
Maintenance States	7,160	7,445	(285) (3.8)%
Other States	1,712	1,837	(124) (6.8)%
Total Personal Auto	267,096	239,602	27,494	11.5	%
Commercial Vehicle	19,479	16,491	2,988	18.1	%
Classic Collector	3,793	3,287	505	15.4	%
Total gross written premium	290,368	259,380	30,988	11.9	%
Ceded reinsurance	(1,987) (1,656) (332) 20.0	%
Net written premium	288,380	257,724	30,656	11.9	%
Change in unearned premium	5,737	(6,141) 11,878	(193.4)%
Net earned premium	\$294,118	\$251,584	\$42,534	16.9	%
	~				
		ended June 30,	CI		
	Six months e 2012	ended June 30, 2011	Change	% Change	
Net earned premium			Change	% Change	
Gross written premium			Change	% Change	
Gross written premium Personal Auto			Change	% Change	
Gross written premium Personal Auto Focus States	2012	2011	-		C.
Gross written premium Personal Auto Focus States Urban Zones	2012 \$496,632	2011 \$426,522	\$70,110	16.4	%
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones	2012 \$496,632 76,100	2011 \$426,522 58,637	\$70,110 17,463	16.4 29.8	%
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States	2012 \$496,632 76,100 572,732	2011 \$426,522 58,637 485,159	\$70,110 17,463 87,573	16.4 29.8 18.1	% %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States	2012 \$496,632 76,100 572,732 15,352	2011 \$426,522 58,637 485,159 15,645	\$70,110 17,463 87,573 (293	16.4 29.8 18.1) (1.9	% %)%
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States	2012 \$496,632 76,100 572,732 15,352 3,645	2011 \$426,522 58,637 485,159 15,645 3,906	\$70,110 17,463 87,573 (293 (261	16.4 29.8 18.1) (1.9) (6.7	% %)%)%
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto	2012 \$496,632 76,100 572,732 15,352 3,645 591,729	2011 \$426,522 58,637 485,159 15,645 3,906 504,709	\$70,110 17,463 87,573 (293 (261 87,020	16.4 29.8 18.1) (1.9) (6.7 17.2	% %)%)%
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340	\$70,110 17,463 87,573 (293 (261 87,020 5,924	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3	% %)% % %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle Classic Collector	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264 6,285	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340 5,446	\$70,110 17,463 87,573 (293 (261 87,020 5,924 839	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3 15.4	% %)% % % %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle Classic Collector Total gross written premium	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264 6,285 636,278	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340 5,446 542,495	\$70,110 17,463 87,573 (293 (261 87,020 5,924 839 93,783	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3 15.4 17.3	% %)% % % %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle Classic Collector Total gross written premium Ceded reinsurance	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264 6,285 636,278 (3,739	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340 5,446 542,495) (3,235	\$70,110 17,463 87,573 (293 (261 87,020 5,924 839 93,783) (505	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3 15.4 17.3) 15.6	%)%)% % % %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle Classic Collector Total gross written premium Ceded reinsurance Net written premium	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264 6,285 636,278 (3,739 632,539	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340 5,446 542,495) (3,235 539,261	\$70,110 17,463 87,573 (293 (261 87,020 5,924 839 93,783) (505 93,278	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3 15.4 17.3) 15.6 17.3	%)%)% % % %
Gross written premium Personal Auto Focus States Urban Zones Non-urban Zones Total Focus States Maintenance States Other States Total Personal Auto Commercial Vehicle Classic Collector Total gross written premium Ceded reinsurance	2012 \$496,632 76,100 572,732 15,352 3,645 591,729 38,264 6,285 636,278 (3,739	2011 \$426,522 58,637 485,159 15,645 3,906 504,709 32,340 5,446 542,495) (3,235	\$70,110 17,463 87,573 (293 (261 87,020 5,924 839 93,783) (505	16.4 29.8 18.1) (1.9) (6.7 17.2 18.3 15.4 17.3) 15.6	%)%)% % % %

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following table summarizes our policies in force:

	At June 30,				
	2012	2011	Change	% Change	
Policies in Force					
Personal Auto					
Focus States					
Urban Zones	757,428	691,191	66,237	9.6	%
Non-urban Zones	105,721	83,824	21,897	26.1	%
Total Focus States	863,149	775,015	88,134	11.4	%
Maintenance States	26,987	28,876	(1,889	(6.5)%
Other States	3,747	4,528	(781)	(17.2)%
Total Personal Auto	893,883	808,419	85,464	10.6	%
Commercial Vehicle	37,979	34,295	3,684	10.7	%
Classic Collector	37,014	34,841	2,173	6.2	%
Total policies in force	968,876	877,555	91,321	10.4	%

Gross written premium grew 11.9% and 17.3% during the second quarter and first six months of 2012, respectively, compared with the same periods of 2011. During the first six months of 2012, Infinity implemented rate revisions in various states with an overall rate increase of 3.3%. Excluding the effect of rate changes in California, our largest state, the overall rate increase was 5.6%. Policies in force at June 30, 2012 increased 10.4% compared with the same period in 2011. Gross written premium grew more than policies in force due to a shift in overall business mix toward policies offering broader coverage and higher average premium as well as growth in Florida business, which has a higher average premium per policy than our other states.

During the second quarter and first six months of 2012, personal auto insurance gross written premium in our Focus States grew 12.1% and 18.1%, respectively, when compared with the same periods of 2011. The increase in gross written premium in both periods is primarily due to growth in California and Florida.

California gross written premium grew 2.3% and 8.9%, respectively, during the second quarter and first six months of 2012. Rate actions taken by competitors and a shift in business mix to policies offering broader coverage and higher average premium have stimulated premium growth in the state. Growth in the second quarter slowed due to tightened underwriting standards in the state.

Florida gross written premium grew 72.4% and 70.9%, respectively, during the second quarter and first six months of 2012. This growth is primarily a result of higher business retention and competitor rate increases.

Declines of 28.0% and 12.4% in Texas, respectively, during the second quarter and first six months of 2012 partially offset the growth in California and Florida. The decline in Texas gross written premium is primarily due to actions taken to improve profitability in the state.

Gross written premium in the Maintenance States declined 3.8% and 1.9%, respectively, during the second quarter and first six months of 2012 primarily due to a decline in Illinois premium.

Our Commercial Vehicle gross written premium grew 18.1% and 18.3%, respectively, during the second quarter and first six months of 2012. This growth is primarily due to higher average premium and better retention for this product. Gross written premium in our Classic Collector product grew 15.4% and 15.4%, respectively, during the second quarter and first six months of 2012. This growth is primarily due to growth in Florida and Texas resulting from an increase in the number of agencies actively producing business for this product.

<u>Table of Contents</u> INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q Management's Discussion and Analysis of Financial Condition and Results of Operations

Profitability

A key operating performance measure of insurance companies is underwriting profitability, as opposed to overall profitability or net earnings. We measure underwriting profitability by the combined ratio. When the combined ratio is under 100%, we consider underwriting results profitable; when the ratio is over 100%, we consider underwriting results unprofitable. The combined ratio does not reflect investment income, other income, interest expense, corporate general and administrative expenses, other expenses or federal income taxes.

While we report financial results in accordance with GAAP for shareholder and other users' purposes, we report it on a statutory basis for insurance regulatory purposes. We evaluate underwriting profitability based on a combined ratio calculated using statutory accounting principles. The statutory combined ratio represents the sum of the following ratios: (i) losses and LAE incurred as a percentage of net earned premium and (ii) underwriting expenses incurred, net of fees, as a percentage of net written premium. Certain expenses are treated differently under statutory and GAAP accounting principles. Under GAAP, commissions, premium taxes and other variable costs incurred in connection with writing new and renewal business are capitalized as deferred policy acquisition costs and amortized on a pro rata basis over the period in which the related premium is earned; on a statutory basis these items are expensed as incurred. Additionally, bad debt charge-offs on agent balances and premium receivables are included only in the GAAP combined ratios.

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INFINITY PROPERTY AND CASUALTY CORPORATION 10-Q

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following table presents the statutory and GAAP combined ratios:

U	Three	months end	led June 30	О,								
	2012				2011				% Poir	nt Change		
	Loss & LAE Ratio	² Underw Ratio	ritingombi Ratio	ned	Loss & LAE Ratio	² Underw Ratio	vritingombi Ratio	nec	Loss & LAE Ratio	Underv Ratio	vritin©omb Ratio	ined
Personal Auto:												
Focus States:												
Urban Zones	79.7	%17.9	% 97.6	%	75.8	%21.3	% 97.0	%	3.9	% (3.4)%0.5	%
Non-urban Zones	75.4	%17.7	% 93.2	%	79.3	%20.5	% 99.8	%	(3.9)%(2.8)%(6.7)%
Total Focus States	79.1	%17.9	% 97.0	%	76.2	%21.2	% 97.4	%	2.9	% (3.3)%(0.4)%
Maintenance States	80.7	%22.5	% 103.3	%	83.2	%26.6	% 109.8	%	(2.5)%(4.1)%(6.6)%
Other States	NM	NM	NM		NM	NM	NM		NM	NM	NM	
Subtotal	79.5	%18.0	% 97.5	%	76.4	%21.4	% 97.8	%	3.2	% (3.4)%(0.3)%
Commercial Vehicle	e62.2	%18.7	% 80.8	%	75.6	%18.3	% 93.9	%	(13.5)%0.3	% (13.1)%
Classic Collector	75.2	%34.0	% 109.2	%	69.6	%36.8	% 106.4	%	5.6	% (2.8)%2.8	%
Total statutory ratio	s78.6	%18.4	% 97.0	%	76.6	%21.1	% 97.7	%	2.0	% (2.7)%(0.7)%
Total statutory ratio	s											
excluding	79.5	%18.4	% 97.9	%	77.5	%21.1	% 98.5	%	2.1	% (2.7)%(0.6)%
development												
GAAP ratios	78.5	%20.7	% 99.2	%	76.5	%23.3	% 99.8	%	2.0	% (2.6)%(0.6)%
GAAP ratios												
excluding	79.4	%20.7	% 100.1	%	77.4	%23.3	% 100.7	%	2.1	% (2.6)%(0.6)%
development												
	Six mo	onths ended	June 30,									

	2012 Loss & LAE Ratio	& Underv Ratio	vritingomb Ratio	ined	2011 Loss & LAE Ratio	t Underv Ratio	vritingomb Ratio	inec	Loss &	t Change Underv Ratio	writin©omb Ratio	
Personal Auto:												
Focus States:												
Urban Zones	78.6	%18.8	% 97.4	%	75.5	%21.4	% 96.9	%	3.1	% (2.6)%0.5	%
Non-urban Zones	79.1	%18.6	% 97.7	%	78.1	%20.1	% 98.1	%	1.1	% (1.5)%(0.4)%
Total Focus States	78.7	%18.7	% 97.5	%	75.8	%21.2	% 97.1	%	2.9	% (2.5)%0.4	%