

ATLANTIC AMERICAN CORP
Form 10-Q
August 12, 2015

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-3722

ATLANTIC AMERICAN CORPORATION
(Exact name of registrant as specified in its charter)

Georgia 58-1027114
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

4370 Peachtree Road, N.E., 30319
Atlanta, Georgia (Zip Code)
(Address of principal executive offices)

(404) 266-5500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)
Smaller reporting company

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

Yes No

The total number of shares of the registrant's Common Stock, \$1 par value, outstanding on August 6, 2015 was 20,592,690.

ATLANTIC AMERICAN CORPORATION

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PART I. FINANCIAL INFORMATION

Item 1. Financial StatementsATLANTIC AMERICAN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except per share data)

ASSETS

	Unaudited	
	June 30, 2015	December 31, 2014
Cash and cash equivalents	\$ 32,927	\$ 16,375
Investments:		
Fixed maturities (cost: \$197,833 and \$207,568)	198,220	214,888
Common and non-redeemable preferred stocks (cost: \$11,969 and \$11,969)	22,713	18,924
Other invested assets (cost: \$2,382 and \$2,995)	2,382	2,995
Policy loans	2,161	2,202
Real estate	38	38
Investment in unconsolidated trusts	1,238	1,238
Total investments	226,752	240,285
Receivables:		
Reinsurance	13,752	14,348
Insurance premiums and other (net of allowance for doubtful accounts: \$443 and \$439)	18,195	10,728
Deferred acquisition costs	27,447	26,981
Other assets	5,608	5,747
Intangibles	2,544	2,544
Total assets	\$ 327,225	\$ 317,008

LIABILITIES AND SHAREHOLDERS' EQUITY

Insurance reserves and policyholder funds:		
Future policy benefits	\$ 71,108	\$ 70,845
Unearned premiums	32,276	24,544
Losses and claims	64,812	66,625
Other policy liabilities	1,379	2,080
Total insurance reserves and policyholder funds	169,575	164,094
Accounts payable and accrued expenses	18,032	13,586
Deferred income taxes, net	338	1,395
Junior subordinated debenture obligations, net	33,738	33,738
Total liabilities	221,683	212,813
Commitments and contingencies (Note 7)		
Shareholders' equity:		
Preferred stock, \$1 par, 4,000,000 shares authorized; Series D preferred, 55,000 shares issued and outstanding; \$5,500 redemption value	55	55
Common stock, \$1 par, 50,000,000 shares authorized; shares issued: 22,400,894; shares outstanding: 20,609,013 and 20,600,039	22,401	22,401
Additional paid-in capital	56,613	56,491

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Retained earnings	25,291	21,866
Accumulated other comprehensive income	7,235	9,279
Unearned stock grant compensation	(514)	(460)
Treasury stock, at cost: 1,791,881 and 1,800,855 shares	(5,539)	(5,437)
Total shareholders' equity	105,542	104,195
Total liabilities and shareholders' equity	\$ 327,225	\$ 317,008

The accompanying notes are an integral part of these consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited; Dollars in thousands, except per share data)

	Three Months		Six Months Ended	
	Ended June 30, 2015	2014	June 30, 2015	2014
Revenue:				
Insurance premiums	\$38,104	\$38,456	\$75,490	\$76,874
Investment income	2,494	2,599	5,091	5,197
Realized investment gains, net	4,148	485	5,099	593
Other income	26	46	41	82
Total revenue	44,772	41,586	85,721	82,746
Benefits and expenses:				
Insurance benefits and losses incurred	26,383	27,069	51,624	53,897
Commissions and underwriting expenses	10,487	10,074	21,208	19,981
Interest expense	354	434	703	863
Other expense	3,359	3,023	6,987	6,026
Total benefits and expenses	40,583	40,600	80,522	80,767
Income before income taxes	4,189	986	5,199	1,979
Income tax expense	844	109	1,163	282
Net income	3,345	877	4,036	1,697
Preferred stock dividends	(100)	(118)	(199)	(236)
Net income applicable to common shareholders	\$3,245	\$759	\$3,837	\$1,461
Earnings per common share (basic)	\$.16	\$.04	\$.19	\$.07
Earnings per common share (diluted)	\$.15	\$.04	\$.18	\$.07

The accompanying notes are an integral part of these consolidated financial statements.

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ATLANTIC AMERICAN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited; Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	\$3,345	\$877	\$4,036	\$1,697
Other comprehensive income (loss):				
<u>Available-for-sale securities:</u>				
Gross unrealized holding gain (loss) arising in the period	(3,766)	8,290	1,955	9,730
Related income tax effect	1,318	(2,902)	(685)	(3,406)
Less: reclassification adjustment for net realized gains included in net income (1)	(4,148)	(485)	(5,099)	(593)
Related income tax effect (2)	1,452	170	1,785	208
Net effect on other comprehensive income (loss)	(5,144)	5,073	(2,044)	5,939
Total comprehensive income (loss)	\$(1,799)	\$5,950	\$1,992	\$7,636

(1) Realized gains on available-for-sale securities recognized in realized investment gains, net on the accompanying condensed consolidated statements of operations.

(2) Income tax effect on reclassification adjustment for net realized gains included in income tax expense on the accompanying condensed consolidated statements of operations.

The accompanying notes are an integral part of these consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited; Dollars in thousands)

<u>Six Months Ended June 30,</u>	Preferred	Common	Additional	Retained	Accumulated Other	Unearned	Treasury	Total
<u>2015</u>	Stock	Stock	Paid-In Capital	Earnings	Comprehensive Income	Grant Compensation	Stock	
Balance, December 31, 2014	\$ 55	\$ 22,401	\$ 56,491	\$ 21,866	\$ 9,279	\$ (460)	\$(5,437)	\$ 104,195
Net income	-	-	-	4,036	-	-	-	4,036
Other comprehensive loss, net of tax	-	-	-	-	(2,044)	-	-	(2,044)
Dividends on common stock	-	-	-	(412)	-	-	-	(412)
Dividends accrued on preferred stock	-	-	-	(199)	-	-	-	(199)
Restricted stock grants	-	-	106	-	-	(184)	78	-
Amortization of unearned compensation	-	-	-	-	-	130	-	130
Purchase of shares for treasury	-	-	-	-	-	-	(191)	(191)
Issuance of shares under stock plans	-	-	16	-	-	-	11	27
Balance, June 30, 2015	\$ 55	\$ 22,401	\$ 56,613	\$ 25,291	\$ 7,235	\$ (514)	\$(5,539)	\$ 105,542
<u>Six Months Ended June 30,</u>								
<u>2014</u>								
Balance, December 31, 2013	\$ 65	\$ 22,401	\$ 57,103	\$ 18,738	\$ 6,204	\$ (485)	\$(3,099)	\$ 100,927
Net income	-	-	-	1,697	-	-	-	1,697
Other comprehensive income, net of tax	-	-	-	-	5,939	-	-	5,939
Dividends on common stock	-	-	-	(422)	-	-	-	(422)
Dividends accrued on preferred stock	-	-	-	(236)	-	-	-	(236)
Restricted stock grants	-	-	101	-	-	(177)	76	-
Amortization of unearned compensation	-	-	-	-	-	186	-	186
Purchase of shares for treasury	-	-	-	-	-	-	(1,513)	(1,513)
Issuance of shares under stock plans	-	-	35	-	-	-	24	59
Balance, June 30, 2014	\$ 65	\$ 22,401	\$ 57,239	\$ 19,777	\$ 12,143	\$ (476)	\$(4,512)	\$ 106,637

The accompanying notes are an integral part of these consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; Dollars in thousands)

	Six Months Ended June 30,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$4,036	\$1,697
Adjustments to reconcile net income to net cash used in operating activities:		
Amortization of deferred acquisition costs	5,352	5,484
Acquisition costs deferred	(5,818)	(5,159)
Realized investment gains, net	(5,099)	(593)
Increase in insurance reserves	5,481	9,424
Compensation expense related to share awards	130	186
Depreciation and amortization	567	424
Deferred income tax expense	44	153
Increase in receivables, net	(6,871)	(8,940)
Increase (decrease) in other liabilities	290	(3,080)
Other, net	(31)	(132)
Net cash used in operating activities	(1,919)	(536)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from investments sold, called or matured	73,596	27,200
Investments purchased	(54,374)	(27,379)
Additions to property and equipment	(175)	(2,752)
Net cash provided by (used in) investing activities	19,047	(2,931)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of dividends on common stock	(412)	(422)
Proceeds from shares issued under stock plans	27	59
Purchase of shares for treasury	(191)	(1,513)
Net cash used in financing activities	(576)	(1,876)
Net increase (decrease) in cash and cash equivalents	16,552	(5,343)
Cash and cash equivalents at beginning of period	16,375	33,102
Cash and cash equivalents at end of period	\$32,927	\$27,759
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$703	\$866
Cash paid for income taxes	\$465	\$442

The accompanying notes are an integral part of these consolidated financial statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited; Dollars in thousands, except per share amounts)

Note 1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of Atlantic American Corporation (the “Parent”) and its subsidiaries (collectively with the Parent, the “Company”). All significant intercompany accounts and transactions have been eliminated in consolidation. The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for audited annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. The unaudited condensed consolidated financial statements included herein and these related notes should be read in conjunction with the Company’s consolidated financial statements, and the notes thereto, included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 (the “2014 Annual Report”). The Company’s financial condition and results of operations as of and for the three month and six month periods ended June 30, 2015 are not necessarily indicative of the financial condition or results of operations that may be expected for the year ending December 31, 2015 or for any other future period.

The Company’s significant accounting policies have not changed materially from those set out in the Company’s 2014 Annual Report.

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

Note 2. Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-09, Disclosures about Short-Duration Contracts (“ASU 2015-09”). The main objective of ASU 2015-09 is to enhance disclosures about the liability for unpaid claims and claim adjustment expenses, specifically the development of claims, the frequency and severity of claims, and expanded disclosures about reserves that are discounted. ASU 2015-09 will also require insurance entities to disclose information about significant changes in methodologies and assumptions used to calculate the liability for unpaid claims and claim adjustment expenses, including reasons for the change and effects on the financial statements. The amendments in ASU 2015-09 are effective for annual periods beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016. Since ASU 2015-09 is a disclosure only update, the Company does not expect its adoption to have a material impact on the Company’s financial condition or results of operations.

Note 3. Segment Information

The Company’s primary operating subsidiaries, American Southern Insurance Company and American Safety Insurance Company (together known as “American Southern”) and Bankers Fidelity Life Insurance Company and Bankers Fidelity Assurance Company (together known as “Bankers Fidelity”) operate in two principal business units, each focusing on specific products. American Southern operates in the property and casualty insurance market, while Bankers Fidelity operates in the life and health insurance market. Each business unit is managed independently and is evaluated on its individual performance. The following sets forth the revenue and income before income taxes for each business unit for the three month and six month periods ended June 30, 2015 and 2014.

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Revenues	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2015	2014	2015	2014
American Southern	\$15,664	\$14,147	\$30,436	\$28,348
Bankers Fidelity	28,820	27,293	54,890	54,131
Corporate and Other	288	146	395	267
Total revenue	\$44,772	\$41,586	\$85,721	\$82,746

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	Three Months Ended		Six Months Ended	
Income Before Income Taxes	June 30, 2015	2014	June 30, 2015	2014
American Southern	\$1,824	\$1,138	\$3,673	\$2,195
Bankers Fidelity	3,900	1,134	5,090	2,782
Corporate and Other	(1,535)	(1,286)	(3,564)	(2,998)
Income before income taxes	\$4,189	\$986	\$5,199	\$1,979

Note 4. Junior Subordinated Debentures

The Company has two unconsolidated Connecticut statutory business trusts, which exist for the exclusive purposes of: (i) issuing trust preferred securities (“Trust Preferred Securities”) representing undivided beneficial interests in the assets of the trusts; (ii) investing the gross proceeds of the Trust Preferred Securities in junior subordinated deferrable interest debentures (“Junior Subordinated Debentures”) of Atlantic American; and (iii) engaging in those activities necessary or incidental thereto.

The financial structure of each of Atlantic American Statutory Trust I and II as of June 30, 2015 was as follows:

	Atlantic American Statutory Trust I	Atlantic American Statutory Trust II
JUNIOR SUBORDINATED DEBENTURES ^{(1) (2)}		
Principal amount owed	\$ 18,042	\$ 23,196
Balance June 30, 2015	\$ 18,042	\$ 23,196
Less: Treasury debt ⁽³⁾	-	(7,500)
Net balance June 30, 2015	\$ 18,042	\$ 15,696
Net balance December 31, 2014	\$ 18,042	\$ 15,696
Coupon rate	LIBOR + 4.00%	LIBOR + 4.10%
Interest payable	Quarterly December 4,	Quarterly May 15,
Maturity date	2032	2033
Redeemable by issuer	Yes	Yes
TRUST PREFERRED SECURITIES		
Issuance date	December 4, 2002	May 15, 2003
Securities issued	17,500	22,500
Liquidation preference per security	\$ 1	\$ 1
Liquidation value	17,500	22,500
Coupon rate	LIBOR + 4.00%	LIBOR + 4.10%
Distribution payable	Quarterly Atlantic American	Quarterly Atlantic American
Distribution guaranteed by ⁽⁴⁾	Corporation	Corporation

⁽¹⁾For each of the respective debentures, the Company has the right at any time, and from time to time, to defer payments of interest on the Junior Subordinated Debentures for a period not exceeding 20 consecutive quarters up

to the debentures' respective maturity dates. During any such period, interest will continue to accrue and the Company may not declare or pay any cash dividends or distributions on, or purchase, the Company's common stock nor make any principal, interest or premium payments on or repurchase any debt securities that rank equally with or junior to the Junior Subordinated Debentures. The Company has the right at any time to dissolve each of the trusts and cause the Junior Subordinated Debentures to be distributed to the holders of the Trust Preferred Securities.

(2) The Junior Subordinated Debentures are unsecured and rank junior and subordinate in right of payment to all senior debt of the Parent and are effectively subordinated to all existing and future liabilities of its subsidiaries.

(3) On August 4, 2014, the Company acquired \$7,500 of the Junior Subordinated Debentures.

The Parent has guaranteed, on a subordinated basis, all of the obligations under the Trust Preferred Securities,
(4) including payment of the redemption price and any accumulated and unpaid distributions to the extent of available funds and upon dissolution, winding up or liquidation.

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Table of ContentsNote 5. Earnings Per Common Share

A reconciliation of the numerator and denominator used in the earnings per common share calculations is as follows:

	Three Months Ended June 30, 2015		
	Income	Shares (In thousands)	Per Share Amount
Basic Earnings Per Common Share:			
Net income	\$3,345	20,573	
Less preferred stock dividends	(100)	-	
Net income applicable to common shareholders	3,245	20,573	\$.16
Diluted Earnings Per Common Share:			
Effect of Series D preferred stock	100	1,378	
Net income applicable to common shareholders	\$3,345	21,951	\$.15
	Three Months Ended June 30, 2014		
	Income	Shares (In thousands)	Per Share Amount
Basic and Diluted Earnings Per Common Share:			
Net income	\$877	20,816	
Less preferred stock dividends	(118)	-	
Net income applicable to common shareholders	\$759	20,816	\$.04
	Six Months Ended June 30, 2015		
	Income	Shares (In thousands)	Per Share Amount
Basic Earnings Per Common Share:			
Net income	\$4,036	20,582	
Less preferred stock dividends	(199)	-	
Net income applicable to common shareholders	3,837	20,582	\$.19
Diluted Earnings Per Common Share:			
Effect of Series D preferred stock	199	1,378	
Net income applicable to common shareholders	\$4,036	21,960	\$.18
	Six Months Ended June 30, 2014		
	Income	Shares (In thousands)	Per Share Amount
Basic and Diluted Earnings Per Common Share:			
Net income	\$1,697	20,944	
Less preferred stock dividends	(236)	-	
Net income applicable to common shareholders	\$1,461	20,944	\$.07

The assumed conversion of the Company's Series D preferred stock was excluded from the earnings per common share calculation for the three month and six month periods ended June 30, 2014 since its impact would have been antidilutive.

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A reconciliation of the differences between income taxes computed at the federal statutory income tax rate and income tax expense is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Federal income tax provision at statutory rate of 35%	\$1,466	\$345	\$1,820	\$693
Dividends-received deduction	(27)	(30)	(54)	(61)
Small life insurance company deduction	(605)	(45)	(623)	(161)
Other permanent differences	10	9	20	19
Change in asset valuation allowance due to change in judgment relating to realizability of deferred tax assets	-	(170)	-	(208)
Income tax expense	\$844	\$109	\$1,163	\$282

The components of income tax expense were:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Current - Federal	\$1,108	\$66	\$1,119	\$129
Deferred - Federal	(264)	213	44	361
Change in deferred tax asset valuation allowance	-	(170)	-	(208)
Total	\$844	\$109	\$1,163	\$282

The primary differences between the effective tax rate and the federal statutory income tax rate for the three month and six month periods ended June 30, 2015 resulted from the dividends-received deduction (“DRD”) and the small life insurance company deduction (“SLD”). The current estimated DRD is adjusted as underlying factors change and can vary from estimates based on, but not limited to, actual distributions from investments as well as the amount of the Company’s taxable income. The SLD varies in amount and is determined at a rate of 60 percent of the tentative life insurance company taxable income (“LICTI”). The SLD for any taxable year is reduced (but not below zero) by 15 percent of the tentative LICTI for such taxable year as it exceeds \$3,000 and is ultimately phased out at \$15,000.

The primary differences between the effective tax rate and the federal statutory income tax rate for the three month and six month periods ended June 30, 2014 resulted from the DRD, the SLD and the change in deferred tax asset valuation allowance. The change in deferred tax asset valuation allowance was due to the utilization of certain capital loss carryforward benefits that had been previously reduced to zero through an existing valuation allowance reserve. All unused capital loss carryforwards expired at the end of 2014.

Note 7. Commitments and Contingencies

From time to time, the Company is, and expects to continue to be, involved in various claims and lawsuits incidental to and in the ordinary course of its businesses. In the opinion of management, any such known claims are not expected to have a material effect on the financial condition or results of operations of the Company.

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The following tables set forth the carrying value, gross unrealized gains, gross unrealized losses and amortized cost of the Company's investments, aggregated by type and industry, as of June 30, 2015 and December 31, 2014.

Investments were comprised of the following:

	June 30, 2015			
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
Fixed maturities:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies and authorities	\$26,506	\$ 334	\$ 538	\$26,710
Obligations of states and political subdivisions	24,642	544	848	24,946
Corporate securities:				
Utilities and telecom	17,655	1,575	317	16,397
Financial services	48,434	1,995	930	47,369
Other business – diversified	59,255	917	1,728	60,066
Other consumer – diversified	21,282	160	780	21,902
Total corporate securities	146,626	4,647	3,755	145,734
Redeemable preferred stocks:				
Financial services	253	3	-	250
Other consumer – diversified	193	-	-	193
Total redeemable preferred stocks	446	3	-	443
Total fixed maturities	198,220	5,528	5,141	197,833
Equity securities:				
Common and non-redeemable preferred stocks:				
Utilities and telecom	1,398	434	-	964
Financial services	6,020	692	16	5,344
Other business – diversified	205	158	-	47
Other consumer – diversified	15,090	9,476	-	5,614
Total equity securities	22,713	10,760	16	11,969
Other invested assets	2,382	-	-	2,382
Policy loans	2,161	-	-	2,161
Real estate	38	-	-	38
Investments in unconsolidated trusts	1,238	-	-	1,238
Total investments	\$226,752	\$ 16,288	\$ 5,157	\$215,621

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	December 31, 2014			
	Carrying	Gross	Gross	Amortized
	Value	Unrealized	Unrealized	Cost
		Gains	Losses	
Fixed maturities:				
Bonds:				
U.S. Treasury securities and obligations of U.S. Government agencies and authorities	\$33,898	\$ 1,459	\$ 30	\$ 32,469
Obligations of states and political subdivisions	11,459	681	-	10,778
Corporate securities:				
Utilities and telecom	13,980	2,355	-	11,625
Financial services	59,224	3,404	588	56,408
Other business – diversified	70,139	2,076	1,830	69,893
Other consumer – diversified	25,388	332	547	25,603
Total corporate securities	168,731	8,167	2,965	163,529
Redeemable preferred stocks:				
Financial services	608	8	-	600
Other consumer – diversified	192	-	-	192
Total redeemable preferred stocks	800	8	-	792
Total fixed maturities	214,888	10,315	2,995	207,568
Equity securities:				
Common and non-redeemable preferred stocks:				
Utilities and telecom	1,403	439	-	964
Financial services	6,083	739	-	5,344
Other business – diversified	226	179	-	47
Other consumer – diversified	11,212	5,598	-	5,614
Total equity securities	18,924	6,955	-	11,969
Other invested assets	2,995	-	-	2,995
Policy loans	2,202	-	-	2,202
Real estate	38	-	-	38
Investments in unconsolidated trusts	1,238	-	-	1,238
Total investments	\$240,285	\$ 17,270	\$ 2,995	\$ 226,010

The carrying value and amortized cost of the Company's investments in fixed maturities at June 30, 2015 by contractual maturity were as follows. Actual maturities may differ from contractual maturities because issuers may call or prepay obligations with or without call or prepayment penalties.

	June 30, 2015	
	Carrying	Amortized
	Value	Cost
Due in one year or less	\$3,190	\$3,119
Due after one year through five years	19,258	18,616
Due after five years through ten years	86,031	86,435
Due after ten years	88,632	88,668
Varying maturities	1,109	995
Totals	\$198,220	\$ 197,833

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The following table sets forth the carrying value, amortized cost, and net unrealized gains (losses) of the Company's investments aggregated by industry as of June 30, 2015 and December 31, 2014.

	June 30, 2015			December 31, 2014		
	Carrying Value	Amortized Cost	Unrealized Gains (Losses)	Carrying Value	Amortized Cost	Unrealized Gains
U.S. Treasury securities and obligations of U.S. Government agencies and authorities	\$26,506	\$ 26,710	\$ (204)	\$33,898	\$ 32,469	\$ 1,429
Obligations of states and political subdivisions	24,642	24,946	(304)	11,459	10,778	681
Utilities and telecom	19,053	17,361	1,692	15,383	12,589	2,794
Financial services	54,707	52,963	1,744	65,915	62,352	3,563
Other business – diversified	59,460	60,113	(653)	70,365	69,940	425
Other consumer – diversified	36,565	27,709	8,856	36,792	31,409	5,383
Other investments	5,819	5,819	-	6,473	6,473	-
Investments	\$226,752	\$ 215,621	\$ 11,131	\$240,285	\$ 226,010	\$ 14,275

The following tables present the Company's unrealized loss aging for securities by type and length of time the security was in a continuous unrealized loss position as of June 30, 2015 and December 31, 2014.

	June 30, 2015					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. Government agencies and authorities	\$15,390	\$ 537	\$503	\$ 1	\$15,893	\$ 538
Obligations of states and political subdivisions	19,491	848	-	-	19,491	848
Corporate securities	70,215	2,065	11,923	1,690	82,138	3,755
Common and non-redeemable preferred stocks	1,000	16	-	-	1,000	16
Total temporarily impaired securities	\$106,096	\$ 3,466	\$12,426	\$ 1,691	\$118,522	\$ 5,157

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	December 31, 2014					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. Government agencies and authorities	\$3,695	\$ 7	\$2,692	\$ 23	\$6,387	\$ 30
Corporate securities	43,996	1,604	9,293	1,361	53,289	2,965
Total temporarily impaired securities	\$47,691	\$ 1,611	\$11,985	\$ 1,384	\$59,676	\$ 2,995

The evaluation for an other than temporary impairment is a quantitative and qualitative process, which is subject to risks and uncertainties in the determination of whether declines in the fair value of investments are other than temporary. Potential risks and uncertainties include, among other things, changes in general economic conditions, an issuer's financial condition or near term recovery prospects and the effects of changes in interest rates. In evaluating a potential impairment, the Company considers, among other factors, management's intent and ability to hold the securities until price recovery, the nature of the investment and the expectation of prospects for the issuer and its industry, the status of an issuer's continued satisfaction of its obligations in accordance with their contractual terms, and management's expectation as to the issuer's ability and intent to continue to do so, as well as ratings actions that may affect the issuer's credit status.

As of June 30, 2015, securities in an unrealized loss position primarily included certain of the Company's investments in fixed maturities within the other diversified business, other diversified consumer and financial services sectors as well as obligations of U.S. Government agencies and state municipal bonds. Securities in an unrealized loss position reported in the other diversified business sector included gross unrealized losses of \$908 related to investments in fixed maturities in the oil and gas industry. The Company does not currently intend to sell nor does it expect to be required to sell any of the securities in an unrealized loss position. Based upon the Company's expected continuation of receipt of contractually required principal and interest payments and its intent and ability to retain the securities until price recovery, as well as the Company's evaluation of other relevant factors, including those described above, the Company has deemed these securities to be temporarily impaired as of June 30, 2015.

The following describes the fair value hierarchy and provides information as to the extent to which the Company uses fair value to measure the value of its financial instruments and information about the inputs used to value those financial instruments. The fair value hierarchy prioritizes the inputs in the valuation techniques used to measure fair value into three broad levels.

Level 1 Observable inputs that reflect quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date. The Company's financial instruments valued using Level 1 criteria include cash equivalents and exchange traded common stocks.

Level 2 Observable inputs, other than quoted prices included in Level 1, for an asset or liability or prices for similar assets or liabilities. The Company's financial instruments valued using Level 2 criteria include significantly all of its fixed maturities, which consist of U.S. Treasury securities and U.S. Government securities, obligations of states and political subdivisions, and certain corporate fixed maturities, as well as its non-redeemable preferred stocks. In determining fair value measurements using Level 2 criteria, the Company utilizes various external pricing sources.

Level 3 Valuations that are derived from techniques in which one or more of the significant inputs are unobservable (including assumptions about risk). Fair value is based on criteria that use assumptions or other data that are not readily observable from objective sources. The Company's financial instruments valued using Level 3 criteria consist of a limited number of fixed maturities. As of June 30, 2015 and December 31, 2014, the value of the

Company's fixed maturities valued using Level 3 criteria was \$2,207 and \$2,214, respectively. The use of different criteria or assumptions regarding data may have yielded materially different valuations.

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As of June 30, 2015, financial instruments carried at fair value were measured on a recurring basis as summarized below:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>Assets:</u>				
Fixed maturities	\$ -	\$ 196,013	\$ 2,207	\$ 198,220
Equity securities	17,003	5,710	-	22,713
Cash equivalents	29,558	-	-	29,558
Total	\$ 46,561	\$ 201,723	\$ 2,207	\$ 250,491

As of December 31, 2014, financial instruments carried at fair value were measured on a recurring basis as summarized below:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>Assets:</u>				
Fixed maturities	\$ -	\$ 212,674	\$ 2,214	\$ 214,888
Equity securities	13,148	5,776	-	18,924
Cash equivalents	15,009	-	-	15,009
Total	\$ 28,157	\$ 218,450	\$ 2,214	\$ 248,821

The following is a roll-forward of the Company's financial instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three month and six month periods ended June 30, 2015.

	Fixed Maturities
Balance, December 31, 2014	\$ 2,214
Total unrealized gains included in other comprehensive income	50
Balance, March 31, 2015	2,264
Total unrealized losses included in other comprehensive income	(57)
Balance, June 30, 2015	\$ 2,207

The Company's fixed maturities valued using Level 3 inputs consist solely of issuances of pooled debt obligations of multiple, smaller financial services companies. They are not actively traded and valuation techniques used to measure fair value are based on future estimated cash flows (based on current cash flows) discounted at reasonable estimated rates of interest. There are no assumed prepayments and/or default probability assumptions as a majority of these instruments contain certain U.S. government agency strips to support repayment of the principal. Other qualitative

and quantitative information received from the original underwriter of the pooled offerings is also considered, as applicable.

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The estimated fair values have been determined by the Company using available market information from various market sources and appropriate valuation methodologies as of the respective dates. However, considerable judgment is necessary to interpret market data and to develop the estimates of fair value. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, the estimates presented herein are not necessarily indicative of the amounts which the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The following table sets forth the carrying amount, estimated fair value and level within the fair value hierarchy of the Company's financial instruments as of June 30, 2015 and December 31, 2014.

		June 30, 2015		December 31, 2014	
	Level in Fair Value Hierarchy (1)	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<u>Assets:</u>					
Cash and cash equivalents	Level 1	\$32,927	\$32,927	\$16,375	\$16,375
Fixed maturities	(1)	198,220	198,220	214,888	214,888
Equity securities	(1)	22,713	22,713	18,924	18,924
Other invested assets	Level 3	2,382	2,382	2,995	2,995
Policy loans	Level 2	2,161	2,161	2,202	2,202
Real estate	Level 2	38	38	38	38
Investment in unconsolidated trusts	Level 2	1,238	1,238	1,238	1,238
<u>Liabilities:</u>					
Junior Subordinated Debentures, net	Level 2	33,738	33,738	33,738	33,738

(1) See Note 8 for a description of the fair value hierarchy as well as a disclosure of levels for classes of these financial assets.

Note 10. Accumulated Other Comprehensive Income

The following table sets forth the balance of each component of accumulated other comprehensive income as of June 30, 2015 and December 31, 2014, and the changes in the balance of each component thereof during the six month period ended June 30, 2015, net of taxes.

	Unrealized Gains on Available-for- Sale Securities
Balance, December 31, 2014	\$ 9,279
Other comprehensive income before reclassifications	1,270
Amounts reclassified from accumulated other comprehensive income	(3,314)
Net current-period other comprehensive loss	(2,044)
Balance, June 30, 2015	\$ 7,235

Table of ContentsItem 2.MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

The following is management's discussion and analysis of the financial condition and results of operations of Atlantic American Corporation ("Atlantic American" or the "Parent") and its subsidiaries (collectively with the Parent, the "Company") as of and for the three month and six month periods ended June 30, 2015. This discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto included elsewhere herein, as well as with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Atlantic American is an insurance holding company whose operations are conducted primarily through its insurance subsidiaries: American Southern Insurance Company and American Safety Insurance Company (together known as "American Southern") and Bankers Fidelity Life Insurance Company and Bankers Fidelity Assurance Company (together known as "Bankers Fidelity"). Each operating company is managed separately, offers different products and is evaluated on its individual performance.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect reported amounts and related disclosures. Actual results could differ significantly from those estimates. The Company has identified certain estimates that involve a higher degree of judgment and are subject to a significant degree of variability. The Company's critical accounting policies and the resultant estimates considered most significant by management are disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. During the six month period ended June 30, 2015, there were no changes to the critical accounting policies or related estimates from those disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Overall Corporate Results

The following presents the Company's revenue, expenses and net income for the three month and six month periods ended June 30, 2015 and the comparable periods in 2014:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
	(In thousands)			
Insurance premiums	\$38,104	\$38,456	\$75,490	\$76,874
Investment income	2,494	2,599	5,091	5,197
Realized investment gains, net	4,148	485	5,099	593
Other income	26	46	41	82
Total revenue	44,772	41,586	85,721	82,746
Insurance benefits and losses incurred	26,383	27,069	51,624	53,897
Commissions and underwriting expenses	10,487	10,074	21,208	19,981
Other expense	3,359	3,023	6,987	6,026
Interest expense	354	434	703	863
Total benefits and expenses	40,583	40,600	80,522	80,767
Income before income taxes	\$4,189	\$986	\$5,199	\$1,979

Net income	\$3,345	\$877	\$4,036	\$1,697
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Management also considers and evaluates performance by analyzing the non-GAAP measure operating income, and believes it is a useful metric for investors, potential investors, securities analysts and others because it isolates the “core” operating results of the Company before considering certain items that are either beyond the control of management (such as taxes, which are subject to timing, regulatory and rate changes depending on the timing of the associated revenues and expenses) or are not expected to regularly impact the Company’s operational results (such as any realized investment gains, which are not a part of the Company’s primary operations and are, to an extent, subject to discretion in terms of timing of realization).

A reconciliation of net income to operating income for the three month and six month periods ended June 30, 2015 and the comparable periods in 2014 is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
Reconciliation of Net Income to non-GAAP Measurement	2015	2014	2015	2014
	(In thousands)			
Net income	\$3,345	\$877	\$4,036	\$1,697
Income tax expense	844	109	1,163	282
Realized investment gains, net	(4,148)	(485)	(5,099)	(593)
Operating income	\$41	\$501	\$100	\$1,386

On a consolidated basis, the Company had net income of \$3.3 million, or \$0.15 per diluted share, for the three month period ended June 30, 2015, compared to net income of \$0.9 million, or \$0.04 per diluted share, for the three month period ended June 30, 2014. The Company had net income of \$4.0 million, or \$0.18 per diluted share, for the six month period ended June 30, 2015, compared to net income of \$1.7 million, or \$0.07 per diluted share, for the six month period ended June 30, 2014. Premium revenue for the three month period ended June 30, 2015 decreased \$0.4 million, or 0.9%, to \$38.1 million from \$38.5 million in the three month period ended June 30, 2014. For the six month period ended June 30, 2015, premium revenue decreased \$1.4 million, or 1.8%, to \$75.5 million from \$76.9 million in the comparable 2014 period. The decrease in premium revenue for the three month and six month periods ended June 30, 2015 was due primarily to a decrease in Medicare supplement business in the life and health operations resulting from a decline in both first year and renewal premiums. The increase in net income for the three month and six month periods ended June 30, 2015 was due to an increase in realized investment gains. Operating income decreased \$0.5 million in the three month period ended June 30, 2015, and \$1.3 million during the six month period ended June 30, 2015, from the comparable periods in 2014. The decrease in operating income for the three month and six month periods ended June 30, 2015 was primarily attributable to less favorable loss experience and a decrease in premium revenue in the life and health operations coupled with a decline in investment income from lower average yields on the Company’s investments in fixed maturities. Also contributing to the decrease in operating income for the six month period ended June 30, 2015 was an increase in other expense of \$0.7 million in the first quarter of 2015 due to increased legal and consulting fees. Partially offsetting the decrease in operating income for the three month and six month periods ended June 30, 2015 was the reduction in interest expense from the decrease in the average outstanding balance of the Company’s junior subordinated deferrable interest debentures (“Junior Subordinated Debentures”) as well as increased profitability in the property and casualty operations.