

KINGSWAY FINANCIAL SERVICES INC  
Form 10-Q  
May 08, 2014

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

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FORM 10-Q  
(Mark One)

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

March 31, 2014

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

For the quarterly period ended March 31, 2014

Commission File Number: 001-15204

Kingsway Financial Services Inc.  
(Exact name of registrant as specified in its charter)

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Ontario, Canada

(State or other jurisdiction of  
incorporation or organization)

Not Applicable (I.R.S. Employer  
Identification No.)

45 St. Clair Avenue West, Suite 400 Toronto, Ontario M4V 1K9

(Address of principal executive offices and zip code)

1-416-848-1171

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T ( 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The number of shares outstanding of the registrant's common stock as of May 8, 2014 was 16,429,761.

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KINGSWAY FINANCIAL SERVICES INC.

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## KINGSWAY FINANCIAL SERVICES INC.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## Consolidated Balance Sheets

(in thousands, except per share data)

	March 31, 2014 (unaudited)	December 31, 2013
Assets		
Investments:		
Fixed maturities, at fair value (amortized cost of \$50,778 and \$53,455, respectively)	\$51,456	\$54,151
Equity investments, at fair value (cost of \$5,103 and \$3,554, respectively)	9,982	7,137
Limited liability investments	4,701	4,406
Other investments, at cost which approximates fair value	2,000	3,000
Short-term investments, at cost which approximates fair value	401	501
Total investments	68,540	69,195
Cash and cash equivalents	72,080	98,589
Investment in investee	7,661	—
Accrued investment income	1,096	614
Premiums receivable, net of allowance for doubtful accounts of \$1,839 and \$2,123, respectively	32,609	32,035
Service fee receivable, net of allowance for doubtful accounts of \$245 and \$0, respectively	22,622	19,012
Other receivables, net of allowance for doubtful accounts of \$1,061 and \$1,062, respectively	5,106	4,097
Reinsurance recoverable	7,569	10,335
Prepaid reinsurance premiums	148	6,816
Deferred acquisition costs, net	12,559	12,392
Property and equipment, net of accumulated depreciation of \$15,894 and \$15,848, respectively	1,671	1,662
Goodwill	10,588	10,588
Intangible assets, net of accumulated amortization of \$18,997 and \$18,583, respectively	48,504	48,918
Other assets	3,525	4,039
Asset held for sale	6,347	6,347
Total Assets	\$300,625	\$324,639
Liabilities and Shareholders' Equity		
Liabilities:		
Unpaid loss and loss adjustment expenses:		
Property and casualty	\$77,285	\$84,534
Vehicle service agreements	3,128	3,128
Total unpaid loss and loss adjustment expenses	80,413	87,662
Unearned premiums	40,979	48,577
Reinsurance payable	145	1,033
LROC preferred units, at fair value	14,291	14,854
Senior unsecured debentures, at fair value	—	14,356

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Subordinated debt, at fair value	28,471	28,471
Deferred income tax liability	4,456	4,173
Deferred service fees	49,262	48,788
Income taxes payable	921	2,984
Accrued expenses and other liabilities	37,538	36,821
Total Liabilities	\$256,476	\$287,719
Shareholders' Equity:		
Class A preferred stock, no par value; unlimited number authorized; 262,876 and zero issued and outstanding at March 31, 2014 and December 31, 2013, respectively	\$6,402	\$—
Common stock, no par value; unlimited number authorized; 16,429,761 and 16,429,761 issued and outstanding at March 31, 2014 and December 31, 2013, respectively	—	—
Additional paid-in capital	325,427	324,803
Accumulated deficit	(300,640	) (298,930
Accumulated other comprehensive income	10,973	9,601
Shareholders' equity attributable to common shareholders	42,162	35,474
Noncontrolling interests in consolidated subsidiaries	1,987	1,446
Total Shareholders' Equity	44,149	36,920
Total Liabilities and Shareholders' Equity	\$300,625	\$324,639
See accompanying notes to unaudited consolidated financial statements.		

## KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Operations  
(in thousands, except per share data)  
(Unaudited)

	Three months ended March 31,	
	2014	2013
Revenues:		
Net premiums earned	\$31,920	\$28,068
Service fee and commission income	14,724	13,124
Net investment income	413	580
Net realized gains (losses)	39	(1,409)
Other income	2,071	2,218
Total revenues	49,167	42,581
Expenses:		
Loss and loss adjustment expenses	21,061	21,831
Commissions and premium taxes	6,553	6,712
Cost of services sold	856	—
General and administrative expenses	18,524	19,604
Restructuring expense	20	780
Interest expense	1,433	1,833
Amortization of intangible assets	414	558
Contingent consideration expense	267	155
Total expenses	49,128	51,473
Income (loss) before gain (loss) on change in fair value of debt, loss on disposal of subsidiary, loss on buy-back of debt, equity in net income of investee and income tax expense (benefit)	39	(8,892)
Gain (loss) on change in fair value of debt	563	(8,951)
Loss on disposal of subsidiary	(1,242)	—
Loss on buy-back of debt	—	(24)
Equity in net income of investee	—	255
Loss before income tax expense (benefit)	(640)	(17,612)
Income tax expense (benefit)	366	(276)
Net loss	(1,006)	(17,336)
Less: net income attributable to noncontrolling interests in consolidated subsidiaries	653	95
Less: dividends on preferred stock	53	—
Net loss attributable to common shareholders	\$(1,712)	\$(17,431)
Loss per share – net loss attributable to common shareholders:		
Basic:	\$ (0.10)	\$ (1.33)
Diluted:	(0.10)	(1.33)
Weighted average shares outstanding (in ‘000s):		
Basic:	16,430	13,149
Diluted:	16,430	13,149

See accompanying notes to unaudited consolidated financial statements.

## KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Comprehensive Income (Loss)  
(in thousands)  
(unaudited)

	Three months ended March 31,		
	2014	2013	
Net loss	\$(1,006	) \$(17,336	)
Other comprehensive income (loss), net of taxes <sup>(1)</sup> :			
Unrealized gains (losses) on fixed maturities and equity investments:			
Unrealized gains (losses) arising during the period	1,226	(503	)
Reclassification adjustment for amounts included in net loss	52	248	
Foreign currency translation adjustments	(18	) 1	
Equity in other comprehensive loss of investee	—	(105	)
Other comprehensive income (loss)	1,260	(359	)
Comprehensive income (loss)	254	(17,695	)
Less: comprehensive income attributable to noncontrolling interests in consolidated subsidiaries	541	66	
Comprehensive loss attributable to common shareholders	\$(287	) \$(17,761	)

(1) Net of income tax expense (benefit) of \$0 and \$0 for the three months ended March 31, 2014 and March 31, 2013, respectively.

See accompanying notes to unaudited consolidated financial statements

## KINGSWAY FINANCIAL SERVICES INC.

## Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Three months ended March 31,	
	2014	2013
Cash provided by (used in):		
Operating activities:		
Net loss	\$(1,006	) \$(17,336
Adjustments to reconcile net loss to net cash used in operating activities:		
Equity in net income of investee	—	(255
Equity in net income of limited liability investments	(22	) (50
Depreciation and amortization	693	1,002
Contingent consideration expense	267	155
Stock based compensation expense, net of forfeitures	624	—
Net realized (gains) losses	(39	) 1,409
(Gain) loss on change in fair value of debt	(563	) 8,951
Deferred income taxes	459	(416
Amortization of fixed maturities premiums and discounts	206	1,270
Loss on disposal of subsidiary	1,242	—
Realized loss on buy-back of debt	—	24
Changes in operating assets and liabilities:		
Premiums and service fee receivable	(4,184	) (6,086
Reinsurance recoverable	2,766	(6,108
Prepaid reinsurance premiums	6,668	(2,922
Deferred acquisition costs	(167	) 1,417
Unpaid loss and loss adjustment expenses	(7,249	) (5,360
Unearned premiums	(7,598	) 7,069
Reinsurance payable	(888	) 5,681
Deferred service fees	474	(174
Other, net	(623	) 470
Net cash used in operating activities	(8,940	) (11,259
Investing activities:		
Proceeds from sales and maturities of fixed maturities	5,100	9,348
Proceeds from sales of equity investments	71	175
Proceeds from sales of investment in investee	—	13,638
Purchase of fixed maturities	(5,878	) (879
Purchase of equity investments	(1,593	) (23
Net acquisition of limited liability investments	(263	) 99
Proceeds from other investments	1,000	—
Net purchases of short-term investments	(103	) (325
Acquisition of investee	(7,661	) —
Net purchases of property and equipment	(288	) (183
Net cash (used in) provided by investing activities	(9,615	) 21,850
Financing activities:		
Proceeds from issuance of preferred stock, net	6,402	—
Redemption of senior unsecured debentures	(14,356	) (583
Net cash used in financing activities	(7,954	) (583
Net (decrease) increase in cash and cash equivalents	(26,509	) 10,008
Cash and cash equivalents at beginning of period	98,589	80,813



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Cash and cash equivalents at end of period	\$72,080	\$90,821
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See accompanying notes to unaudited consolidated financial statements.

KINGSWAY FINANCIAL SERVICES INC.

Notes to Consolidated Financial Statements (Unaudited) March 31, 2014

**NOTE 1 BUSINESS**

Kingsway Financial Services Inc. (the "Company" or "Kingsway") was incorporated under the Business Corporations Act (Ontario) on September 19, 1989. Kingsway is a Canadian holding company with operating subsidiaries located in the United States. The Company operates as a merchant bank primarily engaged, through its subsidiaries, in the property and casualty insurance business.

**NOTE 2 BASIS OF PRESENTATION**

The accompanying unaudited consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements of the Company. In the opinion of management, all adjustments necessary for a fair presentation have been included and are of a normal recurring nature. Interim results are not necessarily indicative of the results that may be expected for the year.

The accompanying unaudited consolidated interim financial statements and footnotes should be read in conjunction with the audited consolidated financial statements and footnotes included within our Annual Report on Form 10-K ("2013 Annual Report") for the year ended December 31, 2013.

The unaudited consolidated interim financial statements include the accounts of the Company and its subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect application of policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from these estimates. Estimates and their underlying assumptions are reviewed on an ongoing basis. Changes in estimates are recorded in the accounting period in which they are determined. The critical accounting estimates and assumptions in the accompanying unaudited consolidated interim financial statements include the provision for unpaid loss and loss adjustment expenses, valuation of fixed maturities and equity investments, valuation of deferred income taxes, valuation of intangible assets, goodwill recoverability, deferred acquisition costs, fair value assumptions for debt obligations and contingent consideration.

The fair values of the Company's investments in fixed maturities and equity investments, LROC preferred units, senior unsecured debentures, subordinated debt and contingent consideration are estimated using a fair value hierarchy to categorize the inputs it uses in valuation techniques. Fair values for other investments approximate their unpaid principal balance. The carrying amounts reported in the consolidated balance sheets approximate fair values for cash, short-term investments and certain other assets and other liabilities because of their short-term nature.

The Company's financial results contained herein are reported in U.S. dollars unless otherwise indicated.

**NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

There have been no material changes to our significant accounting policies as reported in our 2013 Annual Report.

**NOTE 4 RECENTLY ISSUED ACCOUNTING STANDARDS**

In July 2012, the FASB issued ASU 2012-02, Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment ("ASU 2012-02"). ASU 2012-02 provides entities with an option to first assess qualitative factors to determine whether events or circumstances indicate that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity concludes that it is more than 50% likely that an indefinite-lived intangible asset is not impaired, no further analysis is required. However, if an entity concludes otherwise, it would be required to determine the fair value of the indefinite-lived intangible asset to measure the amount of actual impairment, if any, as currently required under US GAAP. Effective January 1, 2013, the Company adopted ASU 2012-02 and the adoption did not have an impact on the consolidated financial statements. There have been no triggering events that would suggest possible impairment or that it is more-likely-than-not that the fair values of indefinite-lived intangible assets are less than their carrying amounts.

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ("ASU 2013-02"), which is intended to improve the reporting of reclassifications out of accumulated other comprehensive income. The ASU requires an entity to report, either on the face of the income statement or in the notes to the financial statements, the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in the income

KINGSWAY FINANCIAL SERVICES INC.

Notes to Consolidated Financial Statements (Unaudited) March 31, 2014

statement if the amount being reclassified is required to be reclassified in its entirety to net income. For other amounts that are not required to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other required disclosures that provide additional detail about those amounts. Effective January 1, 2013, the Company adopted ASU 2013-02. Except for the new disclosure requirements, the adoption of the standard did not have an impact on the consolidated financial statements. The required disclosures are included in Note 17, "Accumulated Other Comprehensive Income."

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists ("ASU 2013-11"). ASU 2013-11 amends ASC Topic 740, Income Taxes, to provide guidance and reduce diversity in practice on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. Effective January 1, 2014, the Company adopted ASU 2013-11. Except for the new disclosure requirements, the adoption of the standard did not have an impact on the consolidated financial statements.

#### NOTE 5 ACQUISITION AND DISPOSITION

##### (a) Acquisition

Trinity Warranty Solutions LLC:

Effective May 22, 2013, the Company's subsidiary, Trinity Warranty Solutions LLC ("Trinity"), acquired certain intangible assets and liabilities of Trinity Warranty Corp. for total consideration consisting of approximately \$1.1 million in cash and future contingent payments. As further discussed in Note 18, "Segmented Information," Trinity is included in the Insurance Services segment. Trinity is based in Illinois and is a provider of warranty products and maintenance support to consumers and businesses in the heating, ventilation, air conditioning ("HVAC") and refrigeration industry.

This acquisition was accounted for as a business combination using the purchase method of accounting. The purchase price was allocated to the assets purchased and liabilities assumed based upon their estimated fair values at the date of acquisition. During the fourth quarter of 2013, the Company completed its fair value analysis on the assets acquired and liabilities assumed. Goodwill of \$1.1 million was recognized in addition to \$0.5 million of a separately identifiable intangible asset for customer-related relationships. Refer to Note 9, "Intangible Assets," for further disclosure on intangible assets related to this acquisition. The fair value analysis performed resulted in the establishment of a \$0.6 million liability effective May 22, 2013 related to present value of future contingent payments. The maximum the Company can pay in future contingent payments is \$2.4 million, on an undiscounted basis. The contingent payments are payable annually beginning in 2014 through 2023, are subject to the achievement of certain targets and may be adjusted in future periods based on actual performance achieved. As of March 31, 2014, the recorded value of the contingent payment liability is \$0.8 million, which is included in accrued expenses and other liabilities on the consolidated balance sheets.

##### (b) Disposition

Effective March 31, 2014, the Company's wholly owned subsidiary, 1347 Property Insurance Holdings, Inc. ("PIH"), formerly known as Maison Insurance Holdings, Inc., completed an initial public offering of its common stock. Total consideration to the Company as a result of this transaction was \$7.7 million, consisting of a 28.7% interest in the common shares of PIH. As a result of the disposal, the Company recognized a loss of \$1.2 million for the three months ended March 31, 2014. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. Refer to Note 7, "Investment in Investee," for further disclosure on the Company's investment in PIH at March 31, 2014.



## KINGSWAY FINANCIAL SERVICES INC.

Notes to Consolidated Financial Statements (Unaudited) March 31, 2014

## NOTE 6 INVESTMENTS

The amortized cost, gross unrealized gains and losses, and estimated fair value of the Company's investments in fixed maturities and equity investments at March 31, 2014 and December 31, 2013 are summarized in the tables shown below:

(in thousands)	March 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed maturities:				
U.S. government, government agencies and authorities	\$ 15,255	\$ 531	\$ 21	\$ 15,765
Canadian government	4,417	—	161	4,256
States municipalities and political subdivisions	6,118	138	—	6,256
Mortgage-backed	1,952	16	1	1,967
Asset-backed securities and collateralized mortgage obligations	4,489	4	2	4,491
Corporate	18,547	184	10	18,721
Total fixed maturities	50,778	873	195	51,456
Equity investments:				
Common stock	5,103	4,972	93	9,982
Total fixed maturities and equity investments	\$ 55,881	\$ 5,845	\$ 288	\$ 61,438
(in thousands)	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed maturities:				
U.S. government, government agencies and authorities	\$ 17,777	\$ 591	\$ 30	\$ 18,338
Canadian government	4,235	—	153	4,082
States municipalities and political subdivisions	6,126	105	—	6,231
Mortgage-backed	1,993	15	2	2,006
Asset-backed securities and collateralized mortgage obligations	3,996	1	3	3,994
Corporate	19,328	183	11	19,500
Total fixed maturities	53,455	895	199	54,151
Equity investments:				
Common stock	3,554	3,623	40	7,137
Total fixed maturities and equity investments	\$ 57,009	\$ 4,518	\$ 239	\$ 61,288

The table below summarizes the Company's fixed maturities at March 31, 2014 by contractual maturity periods. Actual results may differ as issuers may have the right to call or prepay obligations, with or without penalties, prior to the contractual maturity of these obligations.