

VITTECOQ GERARD R  
Form 4  
April 02, 2007

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VITTECOQ GERARD R

(Last) (First) (Middle)

76, ROUTE DE FRONTENEX, P.  
O. BOX 6000, CH-1211

(Street)

GENEVA 6 SWITZERLAND

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common				(A) or (D) Price	70,303 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	(2)	04/02/2007		A(3)	2,000	(4) (4)	Common 2,000	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITTECOQ GERARD R 76, ROUTE DE FRONTENEX P. O. BOX 6000, CH-1211 GENEVA 6 SWITZERLAND			Group President	

## Signatures

Gerard R. Vittecoq; L.J.  
Huxtable, POA

04/02/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Included in this amount are 31,312 shares in EIP.
- (2) Security converts to common stock on a one-for-one basis.
- (3) Restricted stock awarded pursuant to Caterpillar Inc. 2006 Long-Term Incentive Plan.
- (4) The restriction on the stock will be lifted 1/3 after 3 yrs.; 1/3 after 4 yrs. and 1/3 after 5 yrs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. SPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">Total \$19,102,067 \$517,592 \$(284,528) \$(12,995) \$19,322,136 \$220,069

A summary of the amortized cost and fair value of the Company's available for sale investments in fixed-maturity securities by contractual maturity as of September 30, 2011 and December 31, 2010 is shown below:



Remaining Time to Maturity	September 30, 2011		December 31, 2010	
	Amortized		Amortized	
	Cost	Fair Value	Cost	Fair Value
	(unaudited)			
Less than one year	\$ 301,268	\$ 303,207	\$ 263,098	\$ 253,385
One to five years	6,495,249	6,671,967	6,868,952	6,997,694
Five to ten years	9,506,527	9,615,351	7,132,079	7,118,405
More than 10 years	1,285,954	1,361,117	2,012,923	1,969,617
Total	\$ 17,588,998	\$ 17,951,642	\$ 16,277,052	\$ 16,339,101

The actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay obligations with or without penalties.

#### Held to Maturity Securities

The amortized cost and fair value of investments in held to maturity fixed-maturity securities as of September 30, 2011 and December 31, 2010 are summarized as follows:

Category	September 30, 2011		Gross Unrealized Losses		Fair Value	Unrealized Gains/ (Losses)
	Cost or Amortized Cost	Gross Unrealized Gains	Less than	More than		
			12 Months	12 Months		
			(unaudited)			
U.S. Treasury securities	\$606,234	\$165,047	\$-	\$-	\$771,281	\$165,047

  

Category	December 31, 2010		Gross Unrealized Losses		Fair Value	Unrealized Gains/ (Losses)
	Cost or Amortized Cost	Gross Unrealized Gains	Less than	More than		
			12 Months	12 Months		
U.S. Treasury securities	\$605,424	\$974	\$-	\$-	\$606,398	\$974

All held to maturity securities are held in trust pursuant to the New York State Insurance Department's minimum funds requirement.

Contractual maturities of all held to maturity securities are greater than ten years.

## Investment Income

Major categories of the Company's net investment income are summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(unaudited)		(unaudited)	
<b>Income</b>				
Fixed-maturity securities	\$ 170,083	\$ 140,953	\$ 526,583	\$ 395,676
Equity securities	44,089	41,176	114,387	100,702
Cash and cash equivalents	2,552	61	4,775	4,878
Other	8	13	(3,307 )	34
<b>Total</b>	<b>216,732</b>	<b>182,203</b>	<b>642,438</b>	<b>501,290</b>
<b>Expenses</b>				
Investment expenses	44,693	27,524	132,265	65,408
<b>Net investment income</b>	<b>\$ 172,039</b>	<b>\$ 154,679</b>	<b>\$ 510,173</b>	<b>\$ 435,882</b>

Proceeds from the sale and maturity of fixed-maturity securities were \$3,034,295 and \$2,616,788 for the nine months ended September 30, 2011 and 2010.

Proceeds from the sale of equity securities were \$1,362,700 and \$1,202,909 for the nine months ended September 30, 2011 and 2010, respectively.

The Company's gross realized gains and losses on investments are summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
<b>Fixed-maturity securities</b>				
Gross realized gains	\$ 51,805	\$ 37,601	\$ 139,107	\$ 133,598
Gross realized losses	-	-	(1,983 )	(18,562 )
	51,805	37,601	137,124	115,036
<b>Equity securities</b>				
Gross realized gains	11,558	64,210	147,375	148,462
Gross realized losses	-	(17,757 )	(60,704 )	(34,695 )
	11,558	46,453	86,671	113,767
<b>Cash and short term investments</b>				
(1)	133,211	-	133,211	-
<b>Net realized gains</b>	<b>\$ 196,574</b>	<b>\$ 84,054</b>	<b>\$ 357,006</b>	<b>\$ 228,803</b>

(1) Realized gain on cash and short term investments is a partial recovery from the FDIC of an amount previously written off in 2009 due to the failure of Waterfield Bank.



## Impairment Review

The Company regularly reviews its fixed-maturity securities and equity securities portfolios to evaluate the necessity of recording impairment losses for other-than-temporary declines (“OTTI”) in the fair value of investments. In evaluating potential impairment, management considers, among other criteria: (i) the current fair value compared to amortized cost or cost, as appropriate; (ii) the length of time the security’s fair value has been below amortized cost or cost; (iii) specific credit issues related to the issuer such as changes in credit rating, reduction or elimination of dividends or non-payment of scheduled interest payments; (iv) management’s intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in value to cost; and (v) current economic conditions.

OTTI losses are recorded in the condensed consolidated statement of operations and comprehensive income as net realized losses on investments and result in a permanent reduction of the cost basis of the underlying investment. The determination of OTTI is a subjective process and different judgments and assumptions could affect the timing of loss realization. There are 42 securities at September 30, 2011 that account for the gross unrealized loss. The Company determined that none of the unrealized losses were deemed to be OTTI for its portfolio of fixed maturity investments and equity securities for the nine months ended September 30, 2011 and 2010. Significant factors influencing the Company’s determination that unrealized losses were temporary included the magnitude of the unrealized losses in relation to each security’s cost, the nature of the investment and management’s intent and ability to retain the investment for a period of time sufficient to allow for anticipated recovery of fair value to the Company’s cost basis.

The Company held securities with unrealized losses representing declines that were considered temporary at September 30, 2011 as follows:

Category	Less than 12 months		No. of Positions Held	September 30, 2011			Total	
	Fair Value	Unrealized Losses		12 months or more		Aggregate Fair Value	Unrealized Losses	
				Fair Value	Unrealized Losses			No. of Positions Held
<b>Fixed-Maturity Securities:</b>								
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$-	\$-	-	\$-	\$-	-	\$-	\$-
Political subdivisions of States, Territories and Possessions	-	-	-	-	-	-	-	-
Corporate and other bonds industrial and miscellaneous	4,131,740	(221,751)	1	375,140	(24,860)	22	4,506,880	(246,611)
<b>Total fixed-maturity securities</b>	<b>\$4,131,740</b>	<b>\$(221,751)</b>	<b>1</b>	<b>\$375,140</b>	<b>\$(24,860)</b>	<b>22</b>	<b>\$4,506,880</b>	<b>\$(246,611)</b>

Explanation of Responses:

Equity Securities:								
Preferred stocks	\$719,322	\$(91,915 )	6	\$-	\$ -	-	\$719,322	\$(91,915 )
Common stocks	947,280	(119,873)	13	-	-	-	947,280	(119,873)
Total equity securities								
	\$1,666,602	\$(211,788)	19	\$-	\$ -	-	\$1,666,602	\$(211,788)
Total								
	\$5,798,342	\$(433,539)	20	\$375,140	\$(24,860 )	22	\$6,173,482	\$(458,399)

15



Note 4 – Fair Value Measurements

The Company follows GAAP guidance regarding fair value measurements. The valuation technique used to fair value the financial instruments is the market approach which uses prices and other relevant information generated by market transactions involving identical or comparable assets.

This guidance establishes a three-level hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the assets or liabilities fall within different levels of the hierarchy, the classification is based on the lowest level input that is significant to the fair value measurement of the asset or liability. Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded, including during period of market disruption, and the reliability and transparency of the assumptions used to determine fair value. The hierarchy requires the use of observable market data when available. The levels of the hierarchy and those investments included in each are as follows:

Level 1—Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities traded in active markets. Included are those investments traded on an active exchange, such as the NASDAQ Global Select Market, U.S. Treasury securities and obligations of U.S. government agencies, together with municipal bonds, corporate debt securities that are generally investment grade.

Level 2—Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability and market-corroborated inputs.

Level 3—Inputs to the valuation methodology are unobservable for the asset or liability and are significant to the fair value measurement. Material assumptions and factors considered in pricing investment securities and other assets may include appraisals, projected cash flows, market clearing activity or liquidity circumstances in the security or similar securities that may have occurred since the prior pricing period. Included in this valuation methodology are the real estate assets owned by the Company that are utilized in its operations.

The availability of observable inputs varies and is affected by a wide variety of factors. When the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires significantly more judgment. The degree of judgment exercised by management in determining fair value is greatest for investments categorized as Level 3. For investments in this category, the Company considers prices and inputs that are current as of the measurement date. In periods of market dislocation, as characterized by current market conditions, the observability of prices and inputs may be reduced for many instruments. This condition could cause a security to be reclassified between levels.

The Company's investments are allocated among pricing input levels at September 30, 2011 and December 31, 2010 as follows:

(\$ in thousands)	Level 1	September 30, 2011		Total
		Level 2	Level 3	
		(unaudited)		
Fixed-maturity investments available for sale				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 549	\$ -	\$ -	\$ 549
Political subdivisions of States, Territories and Possessions	5,044	1,378	-	6,422
Corporate and other bonds industrial and miscellaneous	10,453	528	-	10,981
Total fixed maturities	16,046	1,906	-	17,952
Equity investments	4,143	-	-	4,143
Short term investments	-	-	-	-
Total investments	\$ 20,189	\$ 1,906	\$ -	\$ 22,095

(\$ in thousands)	Level 1	December 31, 2010		Total
		Level 2	Level 3	
Fixed-maturity investments				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 1,043	\$ -	\$ -	\$ 1,043
Political subdivisions of States, Territories and Possessions	5,351	1,908	-	7,259
Corporate and other bonds industrial and miscellaneous	8,037	-	-	8,037
Total fixed maturities	14,431	1,908	-	16,339
Equity investments	2,983	-	-	2,983
Total investments	\$ 17,414	\$ 1,908	\$ -	\$ 19,322

## Note 5 – Fair Value of Financial Instruments

GAAP requires all entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized in the balance sheet, for which it is practicable to estimate fair value. The Company uses the following methods and assumptions in estimating its fair value disclosures for financial instruments:

Equity and fixed income investments: Fair value disclosures for investments are included in “Note 3 - Investments.”

Cash and cash equivalents: The carrying values of cash and cash equivalents approximate their fair values because of the short maturity of these instruments.

Premiums receivable, reinsurance receivables: The carrying values reported in the accompanying condensed consolidated balance sheets for these financial instruments approximate their fair values due to the short term nature of the assets.

Notes receivable: The carrying amount of notes receivable related to the sale of businesses approximates fair value because of the recently negotiated interest rates based on term of the loan, risk and guaranty.

Real Estate: The fair value of the land and building included in property and equipment, which is used in the Company’s operations, approximates the carrying value. The fair value was based on an appraisal prepared using the sales comparison approach.

Reinsurance balances payable: The carrying value reported in the condensed consolidated balance sheets for these financial instruments approximates fair value.

Notes payable (including related parties): The Company estimates that the carrying amount of notes payable approximates fair value because of the recently negotiated interest rates based on term of the loan, risk and guaranty.

The estimated fair values of the Company’s financial instruments are as follows:

	September 30, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
		(unaudited)		
Fixed-maturity investments held to maturity	\$606,234	\$771,281	\$605,424	\$606,398
Cash and cash equivalents	3,031,068	3,031,068	326,620	326,620
Premiums receivable	6,038,333	6,038,333	5,001,886	5,001,886
Receivables - reinsurance contracts	685,316	685,316	1,174,729	1,174,729
Reinsurance receivables	25,643,556	25,643,556	20,720,194	20,720,194
Notes receivable-sale of business	400,417	400,417	705,019	705,019
Real estate, net of accumulated depreciation	1,515,916	1,510,000	1,437,787	1,510,000
Reinsurance balances payable	2,922,815	2,922,815	1,106,897	1,106,897
Notes payable (including related parties)	747,000	747,000	1,460,997	1,460,997

## Note 6 – Notes Receivable-Sale of Businesses

## Retail Business

New York Stores: On April 17, 2009, the Company’s wholly-owned subsidiaries that owned and operated 16 Retail Business locations in New York State sold substantially all of their assets, including their book of business (the “New York Assets”). The purchase price for the New York Assets was approximately \$2,337,000, of which approximately \$1,786,000 was paid at closing. Promissory notes in the aggregate original principal amount of approximately \$551,000 (the “New York Notes”) were also delivered at the closing. On April 1, 2011 the purchaser of the New York Assets paid in advance the balance of the New York Notes in the amount of \$138,762.

Pennsylvania Stores: Effective June 30, 2009, the Company sold all of the outstanding stock of the subsidiary that operated the three remaining Pennsylvania stores (the “Pennsylvania Stock”). The purchase price for the Pennsylvania Stock was approximately \$397,000 which was paid by delivery of two promissory notes (the “Pennsylvania Notes”), one in the approximate principal amount of \$238,000 and payable with interest at the rate of 9.375% per annum in 120 equal monthly installments, and the other in the approximate principal amount of \$159,000 and payable with interest at the rate of 6% per annum in 60 monthly installments commencing August 10, 2011 (with interest only being payable prior to such date). Effective August 10, 2011, the Pennsylvania Notes were restructured into one note with a principal balance of \$361,625. The restructured note provides for interest at the rate of 8.63% per annum and is payable in 102 equal monthly installments of \$5,015. There was no gain or loss recorded on the restructuring of the Pennsylvania Notes.

## Franchise Business

Effective May 1, 2009, the Company sold all of the outstanding stock of the subsidiaries that operated the DCAP franchise business (collectively, the “Franchise Stock”). The purchase price for the Franchise Stock was \$200,000 which was paid by delivery of a promissory note in such principal amount (the “Franchise Note”). As of March 31, 2011, the terms of the Franchise Note called for installments of \$50,000 on May 15, 2009, \$50,000 on May 1, 2010, both of which were paid, and \$100,000 plus accrued interest on May 1, 2011 and provides for interest at the rate of 5.25% per annum. On May 1, 2011, the Franchise Note was amended. Under the amended Franchise Note, the payment due on May 1, 2011 was reduced to a principal payment only of \$75,000. The remaining balance of \$25,000 plus accrued interest of \$12,797 is due on May 1, 2012. A principal of the buyer is the son-in-law of Morton L. Certilman, one of the Company’s principal shareholders at the time.

Notes receivable arising from the sale of businesses as of September 30, 2011 and December 31, 2010 consists of:

	September 30, 2011			December 31, 2010		
	Total Note	Current Maturities (unaudited)	Long-Term	Total Note	Current Maturities	Long-Term
Sale of NY stores	\$-	\$-	\$-	\$211,536	\$211,536	\$-
Sale of Pennsylvania stores	359,210	30,368	328,842	375,211	28,730	346,481
Sale of Franchise business	37,797	37,797	-	100,000	100,000	-
	397,007	68,165	328,842	686,747	340,266	346,481
Accrued interest	3,410	3,410	-	18,272	18,272	-
Total	\$400,417	\$71,575	\$328,842	\$705,019	\$358,538	\$346,481



## Note 7 – Property and Casualty Insurance Activity

## Earned Premiums

Premiums written, ceded and earned are as follows:

	Direct	Assumed	Ceded	Net
Nine months ended September 30, 2011 (unaudited)				
Premiums written	\$30,502,800	\$6,289	\$(18,099,446)	\$12,409,643
Change in unearned premiums	(3,823,593 )	1,611	2,234,476	(1,587,506 )
Premiums earned	\$26,679,207	\$7,900	\$(15,864,970)	\$10,822,137
Nine months ended September 30, 2010 (unaudited)				
Premiums written	\$24,969,119	\$9,572	\$(14,529,432)	\$10,449,259
Change in unearned premiums	(3,126,232 )	(1,360 )	583,683	(2,543,909 )
Premiums earned	\$21,842,887	\$8,212	\$(13,945,749)	\$7,905,350
Three months ended September 30, 2011 (unaudited)				
Premiums written	\$10,382,641	\$3,409	\$(6,119,576 )	\$4,266,474
Change in unearned premiums	(909,125 )	(41 )	579,881	(329,285 )
Premiums earned	\$9,473,516	\$3,368	\$(5,539,695 )	\$3,937,189
Three months ended September 30, 2010 (unaudited)				
Premiums written	\$8,375,776	\$6,436	\$(5,015,905 )	\$3,366,307
Change in unearned premiums	(595,995 )	(3,432 )	298,409	(301,018 )
Premiums earned	\$7,779,781	\$3,004	\$(4,717,496 )	\$3,065,289

Premium receipts in advance of the policy effective date are recorded as advance premiums. The balance of advance premiums was approximately \$637,000 and \$411,000 as of September 30, 2011 (unaudited) and December 31, 2010, respectively.

## Loss and Loss Adjustment Expenses

The following table provides a reconciliation of the beginning and ending balances for unpaid losses and loss adjustment expenses ("LAE"):

	Nine months ended September 30, (unaudited)	
	2011	2010
Balance at beginning of period	\$ 17,711,907	\$ 16,513,318
Less reinsurance recoverables	(10,431,415)	(10,512,203)
Net balance, beginning of period	7,280,492	6,001,115
Incurred related to:		
Current year	6,742,201	4,211,203
Prior years	565,724	307,050
Total incurred	7,307,925	4,518,253
Paid related to:		
Current year	2,414,171	1,960,235
Prior years	2,608,709	1,725,204
Total paid	5,022,880	3,685,439
Net balance at end of period	9,565,537	6,833,929
Add reinsurance recoverables	11,808,025	10,304,307
Balance at end of period	\$ 21,373,562	\$ 17,138,236

Incurred losses and LAE are net of reinsurance recoveries under reinsurance contracts of \$7,035,191 and \$6,588,317 for the nine months ended September 30, 2011 and 2010.

Prior year incurred loss and LAE development is based upon numerous estimates by line of business and accident year. The Company's management continually monitors claims activity to assess the appropriateness of carried case and IBNR reserves, giving consideration to Company and industry trends.

### Loss and loss adjustment expense reserves

The reserving process for loss adjustment expense reserves provides for the Company's best estimate at a particular point in time of the ultimate unpaid cost of all losses and loss adjustment expenses incurred, including settlement and administration of losses, and is based on facts and circumstances then known and including losses that have been incurred but not yet been reported. The process includes using actuarial methodologies to assist in establishing these estimates, judgments relative to estimates of future claims severity and frequency, the length of time before losses will develop to their ultimate level and the possible changes in the law and other external factors that are often beyond the Company's control. The loss ratio projection method is used to estimate loss reserves. The process produces carried reserves set by management based upon the actuaries' best estimate and is the result of numerous best estimates made by line of business, accident year, and loss and loss adjustment expense. The amount of loss and loss adjustment expense reserves for reported claims is based primarily upon a case-by-case evaluation of coverage, liability, injury severity, and any other information considered pertinent to estimating the exposure presented by the claim. The amounts of loss and loss adjustment expense reserves for unreported claims are determined using historical information by line of insurance as adjusted to current conditions. Since this process produces loss reserves set by management based upon the actuaries' best estimate, there is no explicit or implicit provision for uncertainty in the carried loss reserves.

Due to the inherent uncertainty associated with the reserving process, the ultimate liability may differ, perhaps substantially, from the original estimate. Such estimates are regularly reviewed and updated and any resulting adjustments are included in the current year's results. Reserves are closely monitored and are recomputed periodically using the most recent information on reported claims and a variety of statistical techniques. Specifically, on at least a quarterly basis, the Company reviews, by line of business, existing reserves, new claims, changes to existing case reserves and paid losses with respect to the current and prior years.

### Reinsurance

The Company's reinsurance treaties for both its Personal Lines business, which primarily consists of homeowners' policies, and Commercial Lines business, other than commercial auto were renewed as of July 1, 2011. The treaties are renewed annually; the terms of the treaties effective July 1, 2011 are as follows:

#### Personal Lines

Personal Lines business, which includes homeowners, dwelling fire and canine legal liability insurance, is reinsured under a 75% quota share treaty which provides coverage up to \$700,000 per occurrence. An excess of loss contract provides \$1,500,000 of coverage in excess of the \$700,000 included under the 75% quota share treaty for a total coverage up to \$2,200,000 per occurrence. Personal umbrella policies are reinsured under a 90% quota share treaty limiting the Company to a maximum of \$100,000 per occurrence for the first \$1,000,000 of coverage. The second \$1,000,000 of coverage is 100% reinsured.

#### Commercial Lines

General liability commercial policies written by the Company, except for commercial auto policies, are reinsured under a 60% quota share treaty, which provides coverage up to \$700,000 per occurrence. An excess of loss contract provides \$1,500,000 of coverage in excess of the \$700,000 included under the 60% quota share treaty for a total coverage up to \$2,200,000 per occurrence.





### Commercial Auto

Commercial auto policies are covered by an excess of loss reinsurance contract which provides \$1,750,000 of coverage in excess of \$250,000 for a total coverage up to \$2,000,000 per occurrence.

### Catastrophe Reinsurance

A total of \$54,000,000 of catastrophe reinsurance coverage has been obtained, whereby the Company retains \$500,000 per occurrence.

The Company's reinsurance program is structured to enable it to reflect significant reductions in premiums written and earned and also provides income as a result of ceding commissions earned pursuant to the quota share reinsurance contracts. This structure has enabled the Company to significantly grow its premium volume while maintaining regulatory capital and other financial ratios generally within or below the expected ranges used for regulatory oversight purposes. The Company's participation in reinsurance arrangements does not relieve the Company from its obligations to policyholders.

### Ceding Commission Revenue

The Company earns ceding commissions under its quota share reinsurance agreements based on a sliding scale of commission rates and ultimate treaty year loss ratios on the policies reinsured under each of these agreements. The sliding scale includes minimum and maximum commission rates in relation to specified ultimate loss ratios. The commission rate and ceding commissions earned increases when the estimated ultimate loss ratio decreases and, conversely, the commission rate and ceding commissions earned decreases when the estimated ultimate loss ratio increases.

As of September 30, 2011 and 2010, the Company's estimated ultimate loss ratios attributable to these contracts are lower than the contractual ultimate loss ratios at which provisional ceding commissions are earned. Accordingly, the Company has recorded contingent ceding commissions earned in addition to the provisional ceding commissions earned.

Ceding commission revenue consists of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(unaudited)		(unaudited)	
Provisional ceding commissions earned	\$ 1,763,930	\$ 1,547,878	\$ 5,048,609	\$ 4,771,366
Contingent ceding commissions earned	543,460	683,615	2,299,223	1,642,408
	\$ 2,307,390	\$ 2,231,493	\$ 7,347,832	\$ 6,413,774

## Note 8 – Notes Payable and Capital Lease Obligations

Notes payable and capital lease obligations consist of:

	September 30, 2011			December 31, 2010		
	Total Debt	Less Current Maturities (unaudited)	Long-Term Debt	Total Debt	Less Current Maturities	Long-Term Debt
Capital lease obligation	\$ -	\$ -	\$ -	\$ 10,997	\$ 10,997	\$ -
Notes payable (includes payable to related parties of \$378,000 at September 30, 2011 and \$785,000 at December 31, 2010)	747,000	-	747,000	1,450,000	1,450,000	-
	\$ 747,000	\$ -	\$ 747,000	\$ 1,460,997	\$ 1,460,997	\$ -

## Notes Payable

From June 2009 through January 2010, the Company borrowed \$1,450,000 (including \$785,000 from related parties as disclosed below) and issued promissory notes in such aggregate principal amount (the “2009 Notes”). The 2009 Notes provide for interest at the rate of 12.625% per annum through the maturity date of July 10, 2011. During the quarter the ended June 30, 2011, the Company prepaid \$703,000 (including \$407,000 to related parties) of the principal amount of the 2009 Notes. In June 2011, the remaining note holders agreed to extend the maturity date for a period of three years from July 10, 2011 to July 10 2014, and effective July 11, 2011, reduce the interest rate from 12.625% to 9.5% per annum. The remaining 2009 Notes, as extended, can be prepaid without premium or penalty.

Interest expense on the 2009 Notes for the nine months ended and three months ended September 30, 2011 was approximately \$108,000 and \$24,000, respectively. Interest expense on the 2009 Notes for the nine months ended and three months ended September 30, 2010 was approximately \$133,000 and \$46,000, respectively.

Related party balances as of September 30, 2011 and principal prepayments for the nine months ended September 30, 2011 under the 2009 Notes are as follows:

	Balance December 31, 2010	Less Principal Prepayments	Balance September 30, 2011
Barry Goldstein IRA	\$ 150,000	\$ 60,000	\$ 90,000
A limited liability company owned by Mr. Goldstein, along with Sam Yedid and Steven Shapiro (who are both directors of KICO)	120,000	120,000	-
Jay Haft, a director of the Company	50,000	20,000	30,000
A member of the family of Michael Feinsod, a director of the Company	100,000	40,000	60,000
Mr. Yedid and members of his family	295,000	139,000	156,000
A member of the family of Floyd Tupper, a director of KICO	70,000	28,000	42,000
Total related party transactions	\$ 785,000	\$ 407,000	\$ 378,000

Interest expense on related party borrowings for the nine months and three months ended September 30, 2011 was approximately \$57,000 and \$12,000, respectively. Interest expense on related party borrowings for the nine months and three months ended September 30, 2010 was approximately \$71,000 and \$24,000, respectively.

#### Note 9 – Preferred Stock

In accordance with GAAP guidance for accounting for certain financial instruments with characteristics of both liabilities and equity, the Company recorded previously issued Preferred Stock as a liability. All of the preferred stock was exchanged for common stock effective June 30, 2010. For the nine months ended September 30, 2011 and 2010, the preferred dividends have been classified as interest expense of \$-0- and \$74,706 (including \$65,274 to related parties), respectively. For the three months ended September 30, 2011 and 2010, the preferred dividends have been classified as interest expense of \$-0- and \$-0-, respectively.

## Note 10 – Stockholders' Equity

## Dividend Declared

The Company's Board of Directors approved a quarterly dividend on November 10, 2011 of \$.03 per share payable in cash on December 15, 2011 to stockholders of record as of November 30, 2011.

## Other Equity Compensation

The results of operations for the nine months ended September 30, 2011 and 2010 include other share-based stock compensation expense totaling \$-0- and \$143,129, respectively. The results of operations for the three months ended September 30, 2011 and 2010 include other share-based stock compensation expense totaling \$-0- and \$10,000, respectively. For the nine months ended September 30, 2010, other equity compensation consists of: (a) 50,000 shares granted to the Company's chief executive officer pursuant to an amended employment agreement dated March 24, 2010, and (b) 12,466 shares granted to directors. The fair value of stock grants is as follows:

Grant	Three months ended September 30, 2011 (unaudited)		Three months ended September 30, 2010 (unaudited)		Nine months ended September 30, 2011 (unaudited)		Nine months ended September 30, 2010 (unaudited)	
	Shares	Fair Value	Shares	Fair Value	Shares	Fair Value	Shares	Fair Value
Chief Executive Officer	-	\$-	-	\$-	-	\$-	50,000	\$112,000
Directors	-	-	4,588	10,000	-	-	12,466	31,129
	-	\$-	4,588	\$10,000	-	\$-	62,466	\$143,129

The fair value of stock grants has been included in the Condensed Consolidated Statement of Operations and Comprehensive Income within other operating expenses.

## Stock Options

In December 2005, the Company's shareholders ratified the adoption of the 2005 Equity Participation Plan (the "2005 Plan"), which provides for the issuance of incentive stock options, non-statutory stock options and restricted stock. Under the 2005 Plan, a maximum of 300,000 shares of Common Stock were permitted to be issued pursuant to options granted and restricted stock issued. In March 2010, the Board of Directors of the Company increased the number of shares of Common Stock authorized to be issued pursuant to the 2005 Plan to 550,000, subject to stockholder approval. In June 2010, the stockholders approved the increase to 550,000 shares. Incentive stock options granted under the 2005 Plan expire no later than ten years from date of grant (except no later than five years for a grant to a 10% stockholder). The Board of Directors or the Stock Option Committee will determine the expiration date with respect to non-statutory options, and the vesting provisions for restricted stock, granted under the 2005 Plan.

The results of operations for the nine months and three months ended September 30, 2011 include share-based stock option compensation expense totaling approximately \$86,000 and \$21,000, respectively. The results of operations for the nine months and three months ended September 30, 2010 include share-based stock option compensation expense totaling approximately \$183,000 and \$45,000, respectively. Share-based compensation expense related to stock options is net of estimated forfeitures of 21% for the nine months and three months ended September 30, 2011. Share-based compensation expense related to stock options is net of estimated forfeitures of 23% for the nine months and three months ended September 30, 2010. Such amounts have been included in the Condensed Consolidated Statements of Operations and Comprehensive Income within other operating expenses.

Stock option compensation expense in 2011 and 2010 is the estimated fair value of options granted amortized on a straight-line basis over the requisite service period for the entire portion of the award. The weighted average estimated fair value of stock options granted during the nine months ended September 30, 2010 was \$2.04 per share. The fair value of options at the grant date was estimated using the Black-Scholes option-pricing method. No stock options were granted during the nine months ended September 30, 2011. The following weighted average assumptions were used for grants during the nine months ended September 30, 2010:

Dividend Yield	0.00%
Volatility	101.25%
Risk-Free Interest Rate	2.62%
Expected Life	5 years

A summary of option activity under the Company's 1998 Stock Option Plan (terminated in November, 2008) and the 2005 Plan as of September 30, 2011, and changes during the nine months then ended, is as follows:

Stock Options	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2011	393,865	\$ 2.32	3.28	\$ 463,465
Granted		\$ -	-	\$ -
Exercised	-	\$ -	-	\$ -
Forfeited	-	\$ -	-	\$ -
Outstanding at September 30, 2011	393,865	\$ 2.32	2.53	\$ 455,588
Vested and Exercisable at September 30, 2011	269,432	\$ 2.26	2.17	\$ 329,293

The aggregate intrinsic value of options outstanding and options exercisable at September 30, 2011 is calculated as the difference between the exercise price of the underlying options and the market price of the Company's Common Stock for the options that had exercise prices that were lower than the \$3.48 closing price of the Company's Common Stock on September 30, 2011. No stock options were exercised in the nine months ended September 30, 2011 and 2010.

As of September 30, 2011, the fair value of unamortized compensation cost related to unvested stock option awards was approximately \$75,000. Unamortized compensation cost as of September 30, 2011 is expected to be recognized over a remaining weighted-average vesting period of 1.21 years.

## Note 11 – Income Taxes

The Company files a consolidated U.S. Federal Income Tax return that includes all wholly-owned subsidiaries. State tax returns are filed on a consolidated or separate basis depending on applicable laws. The company records adjustments related to prior year's taxes during the period when they are identified, generally when the tax returns are filed. The effect of these adjustments on the current and prior periods (during which the differences originated) is evaluated based upon quantitative and qualitative factors and are considered in relation to the financial statements taken as a whole for the respective periods. The Company has evaluated this year's amounts in relation to the current and prior reporting periods and determined that a restatement of those prior reporting periods is not appropriate. The Company's effective tax rate from continuing operations for the nine months and three months ended September 30, 2011 was 24.1% and 41.9%, respectively. A reconciliation of the Federal statutory rate to our effective rate from continuing operations is as follows:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2011		2010		2011		2010	
Computed expected tax expense	\$51,003	34.0 %	\$117,025	34.0%	\$501,775	34.0%	\$458,036	34.0%
State taxes, net of Federal benefit	(10,225)	(6.8 )	10,164	3.0	(24,976)	(1.7 )	24,932	1.9
Permanent differences	(70,835)	(47.2)	(12,773)	2.6	(88,153)	(6.0 )	46,756	4.5
True-up of prior year taxes	(72,960)	(48.6)	-	-	(50,886)	(3.5 )	-	-
Other	33,458	22.3	13,862	(2.3 )	17,926	1.2	34,664	1.6
Total tax	\$(69,559)	(46.4)%	\$128,278	37.3%	\$355,686	24.1%	\$564,388	41.9%

Deferred tax assets and liabilities are determined using the enacted tax rates applicable to the period the temporary differences are expected to be recovered. Accordingly, the current period income tax provision can be affected by the enactment of new tax rates. The net deferred income taxes on the balance sheet reflect temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and income tax purposes, tax effected at a various rates depending on whether the temporary differences are subject to Federal taxes, State taxes, or both. Significant components of the Company's deferred tax assets and liabilities are as follows:

	September 30, 2011 (unaudited)	December 31, 2010
Deferred tax asset:		
Net operating loss carryovers	\$383,403	\$253,564
Claims reserve discount	247,454	188,074
Unearned premium	664,933	551,966
Loss and loss adjustment expenses	-	39,100
Reinsurance recoverable	-	13,600



Deferred ceding commission revenue	1,311,659	1,094,634
Accrued expenses	-	56,800
Other	47,447	-
Total deferred tax assets	2,654,896	2,197,738
Deferred tax liability:		
Investment in KICO	1,169,000	1,169,000
Deferred acquisition costs	1,501,119	1,230,460
Intangibles	1,285,064	1,406,371
Depreciation and amortization	195,443	204,287
Reinsurance recoverable	20,400	-
Net unrealized appreciation of securities - available for sale	108,730	109,497
Investment income	27,864	42,348
Other	-	34,332
Total deferred tax liabilities	4,307,620	4,196,295
Net deferred income tax liability	\$(1,652,724)	\$(1,998,557)

Under GAAP guidance for the “Accounting for Uncertainty in Income Taxes”, the Company had no material unrecognized tax benefit and no adjustments to liabilities or operations were required. Additionally, Accounting for Uncertainty in Income Taxes, provides guidance on the recognition of interest and penalties related to income taxes. There were no interest or penalties related to income taxes that have been accrued or recognized as of and for the nine months and three months ended September 30, 2011 and 2010. If any had been recognized these would be reported in income tax expense.

## IRS Tax Audit

In July 2011, the Company received a notice that its Federal income tax return for the year ended December 31, 2009 has been selected for examination by the Internal Revenue Service. The audit commenced in September 2011. The final results of this audit are unknown, although management is confident in the tax assertions made in the tax return.

## Note 12 – Net Income Per Common Share

For the nine months and three months ended September 30, 2011 there were 269,432 vested options with an exercise price below the average market price of the Company's Common Stock during the period. For the nine months ended September 30, 2011 the inclusion of 83,788 net shares of Common Stock assumed to issued upon the exercise of such options in the computation of diluted earnings per share would have been anti-dilutive for such period, and as a result, the weighted average number of shares of Common Stock used in the calculation of basic and diluted earnings per common share have not been adjusted for the effect of such options.

For the nine months and three months ended September 30, 2010 there were 204,716 and 157,500 vested options with an exercise price below the average market price of the Company's shares of Common Stock during the period. For the nine months and three months ended September 30, 2010 the inclusion of 51,289 net shares of Common Stock and 20,608 net shares of Common Stock, respectively, assumed to issued upon the exercise of such options in the computation of diluted earnings per share would have been anti-dilutive for both periods, and as a result, the weighted average number of shares of Common Stock used in the calculation of basic and diluted earnings per common share have not been adjusted for the effects of such options.

The reconciliation of the weighted average number of shares of Common Stock used in the calculation of basic and diluted earnings per common share for the three months ended September 30, 2011 follows:

Weighted average number of shares outstanding	3,838,386
Effect of dilutive securities, common share equivalents	74,650
Weighted average number of shares outstanding, used for computing diluted earnings per share	3,913,036

## Note 13 – Commitments and Contingencies

## Legal Proceedings

From time to time, the Company is involved in various legal proceedings in the ordinary course of business. For example, to the extent a claim asserted by a third party in a law suit against one of the Company's insureds covered by a particular policy, the Company may have a duty to defend the insured party against the claim. These claims may relate to bodily injury, property damage or other compensable injuries as set forth in the policy. Such proceedings are considered in estimating the liability for loss and LAE expenses. The Company is not subject to any other pending legal proceedings that management believes are likely to have a material adverse effect on the financial statements.

Note 14 – Discontinued Operations

On April 17, 2009, the Company's wholly-owned subsidiaries that owned and operated its former network of retail brokerage outlets in New York State sold substantially all of their assets, including the book of business (the "New York Assets"). As additional consideration, the Company was entitled to receive through September 30, 2010 an additional amount equal to 60% of the net commissions derived from the book of business of six New York retail locations that were closed in 2008. Income from discontinued operations for the nine months ended September 30, 2011 and 2010 includes approximately \$-0- and \$40,000, respectively, of income from additional consideration from the sale of the New York Assets. Income from discontinued operations for the three months ended September 30, 2011 and 2010 includes approximately \$-0- and \$16,000, respectively, of income from additional consideration from the sale of the New York Assets.

Note 15 – Subsequent Event

On November 10, 2011, KICO's board of directors approved a cash dividend of \$175,000 to the Company, which was paid on November 11, 2011. Payment of the cash dividend will have no effect on the Company's consolidated net earnings, total stockholders' equity or cash flows.

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

### Overview

We offer property and casualty insurance products to small businesses and individuals in New York State through our subsidiary, Kingstone Insurance Company ("KICO").

We derive 98% of our revenue from KICO, which includes revenues from earned premiums, ceding commissions from quota share reinsurance, investment income and net realized and unrealized gains and losses on investment securities. Earned premiums represent premiums received from insureds, which are recognized as revenue over the period of time that insurance coverage is provided (i.e., ratably over the life of the policy). A significant period of time normally elapses between the receipt of insurance premiums and the payment of insurance claims. During this time, KICO invests the premiums, earns investment income and generates net realized and unrealized investment gains and losses on investments.

Our expenses include the insurance underwriting expenses of KICO and other operating expenses. Insurance companies incur a significant amount of their total expenses from policyholder losses, which are commonly referred to as claims. In settling policyholder losses, various loss adjustment expenses ("LAE") are incurred such as insurance adjusters' fees and litigation expenses. In addition, insurance companies incur policy acquisition expenses, such as commissions paid to producers and premium taxes, and other expenses related to the underwriting process, including their employees' compensation and benefits.

Other operating expenses include the corporate expenses of our holding company, Kingstone Companies, Inc. These expenses include executive employment costs, legal, auditing and consulting fees, occupancy costs related to our corporate office and other costs directly associated with being a public company.

We utilize the following key measures in analyzing the results of our insurance underwriting business:

**Net loss ratio.** The net loss ratio is a measure of the underwriting profitability of an insurance company's business. Expressed as a percentage, this is the ratio of net losses and loss adjustment expenses ("LAE") incurred to net premiums earned.

**Net underwriting expense ratio.** The net underwriting expense ratio is a measure of an insurance company's operational efficiency in administering its business. Expressed as a percentage, this is the ratio of the sum of acquisition costs (the most significant being commissions paid to our producers) and other underwriting expenses less ceding commission revenue less other income to net premiums earned.

**Net combined ratio.** The net combined ratio is a measure of an insurance company's overall underwriting profit. This is the sum of the net loss and net underwriting expense ratios. If the net combined ratio is at or above 100 percent, an insurance company cannot be profitable without investment income, and may not be profitable if investment income is insufficient.

**Underwriting Income.** Underwriting income is net pre-tax income attributable to our insurance underwriting business except for net investment income, net realized gains from investments, and depreciation and amortization (net premiums earned less expenses included in combined ratio). Underwriting income is a measure of an insurance company's overall operating profitability before items such as investment income, depreciation and amortization, interest expense and income taxes.



### Critical Accounting Policies

Our condensed consolidated financial statements include the accounts of Kingstone Companies, Inc. and all majority-owned and controlled subsidiaries. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires our management to make estimates and assumptions in certain circumstances that affect amounts reported in our consolidated financial statements and related notes. In preparing these financial statements, our management has utilized information available including our past history, industry standards and the current economic environment, among other factors, in forming its estimates and judgments of certain amounts included in the consolidated financial statements, giving due consideration to materiality. It is possible that the ultimate outcome as anticipated by our management in formulating its estimates inherent in these financial statements might not materialize. However, application of the critical accounting policies below involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. In addition, other companies may utilize different estimates, which may impact comparability of our results of operations to those of companies in similar businesses.

We believe that the most critical accounting policies relate to the reporting of reserves for loss and LAE, including losses that have occurred but have not been reported prior to the reporting date, amounts recoverable from third party reinsurers, deferred policy acquisition costs, deferred income taxes, the impairment of investment securities, intangible assets and the valuation of stock based compensation. See Note 2 to the Consolidated Financial Statements - "Accounting Policies and Basis of Presentation" for information related to updated accounting policies.

## Consolidated Results of Operations

Nine Months Ended September 30, 2011 Compared to Nine Months Ended September 30, 2010

The following table summarizes the changes in the results of our operations (in thousands) for the periods indicated:

(\$ in thousands)	Nine months ended September 30,			
	2011	2010	Change	Percent
<b>Revenues</b>				
Direct written premiums	\$30,503	\$24,969	\$5,534	22.2 %
Net written premiums	12,410	10,449	1,960	18.8 %
Change in net unearned premiums	(1,588 )	(2,544 )	956	(37.6 )%
Net premiums earned	10,822	7,905	2,917	36.9 %
Ceding commission revenue (1)	7,348	6,414	934	14.6 %
Net investment income	510	436	74	17.0 %
Net realized gain on investments	357	229	128	55.9 %
Other income	693	664	29	4.4 %
Total revenues	19,730	15,648	4,082	26.1 %
<b>Expenses</b>				
<b>Loss and loss adjustment expenses</b>				
Direct loss and loss adjustment expenses	14,343	11,107	3,237	29.1 %
Less: ceded loss and loss adjustment expenses	(7,035 )	(6,588 )	(447 )	6.8 %
Net loss and loss adjustment expenses (1)	7,308	4,518	2,790	61.7 %
Commission expense	4,473	3,647	826	22.6 %
Other underwriting expenses	5,045	4,113	932	22.7 %
Other operating expenses	863	1,345	(482 )	(35.8 ) %
Depreciation and amortization	457	464	(7 )	(1.5 ) %
Interest expense	108	139	(31 )	(22.3 ) %
Interest expense - mandatorily redeemable preferred stock	-	75	(75 )	(100.0 ) %
Total expenses	18,254	14,301	3,953	27.6 %
Income from continuing operations before taxes	1,476	1,347	129	9.6 %
Provision for (benefit from) income tax	356	564	(208 )	(36.9 ) %
Income from continuing operations	1,120	783	337	43.0 %
Income from discontinued operations, net of taxes	-	40	(40 )	(100.0 ) %
Net income	\$1,120	\$823	\$297	36.1 %
<b>Percent of total revenues:</b>				
Net premiums earned	54.9 %	50.5 %		
Ceding commission revenue	37.2 %	41.0 %		
Net investment income	2.6 %	2.8 %		
Net realized gains on investments	1.8 %	1.5 %		
Other income	3.5 %	4.2 %		
	100.0 %	100.0 %		
Net loss ratio excluding the effect of catastrophes	63.6 %	57.2 %		
Net catastrophe loss	3.9 %	0.0 %		

Explanation of Responses:

Net loss ratio	67.5	%	57.2	%
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(1) Includes net catastrophe losses and net loss adjustment expenses for the nine months ended September 30, 2011 of \$422,000 incurred from August 27, 2011 to August 29, 2011 from Tropical Storm Irene. Catastrophe losses incurred from Tropical Storm Irene decreased our ceded loss ratio which reduced our contingent ceding commission revenue by \$493,000. We define a “catastrophe” as an event that involves multiple first party policyholders, or an event that produces a number of claims in excess of a preset, per-event threshold of average claims in a specific area, occurring within a certain amount of time constituting the event. Catastrophes are caused by various natural events including high winds, excessive rain, winter storms, tornadoes, hailstorms, wildfires, tropical storms, and hurricanes.

34

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Direct written premiums during the nine months ended September 30, 2011 (“2011”) were \$30,503,000 compared to \$24,969,000 during the nine months ended September 30, 2010 (“2010”). The increase of \$5,534,000 or 22.2% was primarily due to an increase in policies in-force during 2011 as compared to 2010. Policies in-force increased by 19.7% as of September 30, 2011 compared to September 30, 2010. In addition to the increase of policies in-force, we are also writing more policies which have higher premiums.

Net written premiums increased \$1,960,000, or 18.8%, to \$12,410,000 in 2011 from \$10,449,000 in 2010. The increase in net written premiums resulted from an increase in direct written premiums in 2011 compared to direct written premiums in 2010. Net written premiums grew at a lower rate than direct written premiums (18.8% compared to 22.2%) due to a greater increase in premiums written in lines of business that are subject to quota share treaties compared to lines of business that are not subject to quota share treaties.

Net premiums earned increased \$2,917,000, or 36.9%, to \$10,822,000 in 2011 from \$7,905,000 in 2010. As premiums written earn ratably primarily over a twelve month period, the increase was a result of higher net written premiums for the twelve months ended September 30, 2011 compared to the twelve months ended September 30, 2010.

Ceding commission revenue was \$7,348,000 in 2011 compared to \$6,414,000 in 2010. The increase of \$934,000 or 14.6% was due to the increase in the amount of premiums ceded and more favorable ceding commission rates, offset by the effects of Tropical Storm Irene on our ceded net loss ratio which reduced our contingent ceding commission revenue by \$493,000. Our quota share reinsurance treaty, which expired June 30, 2011, contained a provision which limited the maximum contingent ceding commission that could be paid to us, with the unused benefit carried forward to the current treaty year which began July 1, 2011. The carryover amount was recognized effective July 1, 2011, and resulted in an additional \$136,000 to our contingent ceding commission revenue. Ceding commission revenue also increased as a result of decreases in ceded loss ratios on prior year’s quota share treaties.

Net investment income was \$510,000 in 2011 compared to \$436,000 in 2010. The increase of \$74,000 or 17.0% was due to an increase in average invested assets in 2011 as compared to 2010, offset by an adjustment to amortization of bond premium in 2011. The increase in cash and invested assets resulted primarily from increased operating cash flows. The tax equivalent investment yield, excluding cash, was 5.07% and 5.77% at September 30, 2011 and 2010, respectively.

Net realized gains on investments were \$357,000 in 2011 compared to \$229,000 in 2010. The increase of \$128,000 or 55.9% was due to a \$133,000 FDIC recovery from a failed bank which was included in other than temporary impaired losses in 2009.

Net loss and loss adjustment expenses were \$7,308,000 in 2011 compared to \$4,518,000 in 2010. The net loss ratio was 67.5% in 2011 compared to 57.2% in 2010. The increase of 10.3 percentage points in our net loss ratio for 2011 as compared to 2010 is primarily due to the effects of Tropical Storm Irene in August 2011 and an increase in losses in our commercial auto line of business, which is not subject to a quota share treaty in 2011. As a result of Tropical Storm Irene, which we define as a catastrophe, we incurred \$422,000 of losses and loss adjustment expenses (net of reinsurance recoverable of \$1,266,000), and added 3.9 percentage points to our net loss ratio.

Commission expense was \$4,473,000 in 2011 or 14.7% of direct written premiums. Commission expense was \$3,647,000 in 2010 or 14.6% of direct written premiums. The increase of \$826,000 or 22.6% is due to the 22.2% increase in direct written premiums in 2011 as compared to 2010.

Other underwriting expenses were \$5,045,000 in 2011 compared to \$4,113,000 in 2010. The \$932,000 increase in other underwriting expenses was primarily due to expenses directly related to the increase in direct written premiums and additional employment costs due to the hiring of additional staff needed to service our growth in written premiums. The net underwriting expense ratio was 46.6% in 2011 as compared to 52.0% in 2010.

Other operating expenses, related to the corporate expenses of our holding company, were \$863,000 in 2011 compared to \$1,345,000 in 2010. The \$482,000 decrease in 2011 was primarily due to decreases in professional fees, executive employment costs, and amortization of stock options. The reduction of professional fees in 2011 was due to the elimination of the additional costs incurred in 2010 stemming from the acquisition of KICO on July 1, 2009. The reduction of executive employment costs is due to share-based bonus compensation to our Chief Executive Officer in 2010, which was incurred pursuant to his amended employment agreement dated March 24, 2010. No such share-based bonus compensation was incurred in 2011. The reduction in amortization of stock options decreased as a result of more stock options being fully vested prior to 2011.

Interest expense was \$108,000 in 2011 compared to \$139,000 in 2010. The \$31,000 decrease in interest expense was due to the \$703,000 partial redemption of our 2009 Notes during the quarter ended June 30, 2011, and effective July 11, 2011, a reduction in the interest rate from 12.625% to 9.5%.

Interest expense on mandatorily redeemable preferred stock was \$0- in 2011 compared to \$75,000 in 2010. The reduction was due to the exchange of all of the outstanding preferred stock into common stock on June 30, 2010, which resulted in the elimination of additional related interest expense as of that date.

Income tax expense in 2011 was \$356,000, which resulted in an effective tax rate of 24.1%. Income tax expense in 2010 was \$564,000, which resulted in an effective tax rate of 41.9%. The decrease in our effective tax rate resulted primarily from a change to tax exempt permanent differences in 2011 from taxable permanent differences in 2010 and the true-up of our 2010 income tax liability. Permanent differences in 2011 had less of an impact on the effective tax rate due to a lower percentage of permanent differences to book income compared to 2010.

Net income was \$1,120,000 in 2011 compared to \$823,000 in 2010. The increase in net income of \$297,000 was due to the circumstances that caused the increases in our net premiums earned and ceding commission revenue, increase in net realized gains and a decrease in other operating expenses, offset by increases in our net loss ratio and other underwriting expenses, as described above.

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Three Months Ended September 30, 2011 Compared to Three Months Ended September 30, 2010

The following table summarizes the changes in the results of our operations (in thousands) for the periods indicated:

(\$ in thousands)	Three months ended September 30,			
	2011	2010	Change	Percent
<b>Revenues</b>				
Direct written premiums	\$ 10,383	\$ 8,376	\$ 2,007	24.0 %
Net written premiums	4,267	3,366	900	26.7 %
Change in net unearned premiums	(330 )	(301 )	(29 )	9.6 %
Net premiums earned	3,937	3,065	871	28.4 %
Ceding commission revenue (1)	2,308	2,232	76	3.4 %
Net investment income	172	155	17	11.0 %
Net realized gain on investments	197	84	113	134.5 %
Other income	228	215	13	6.0 %
<b>Total revenues</b>	<b>6,842</b>	<b>5,751</b>	<b>1,090</b>	<b>19.0 %</b>
<b>Expenses</b>				
Loss and loss adjustment expenses				
Direct loss and loss adjustment expenses	6,555	4,490	2,065	46.0 %
Less: ceded loss and loss adjustment expenses	(3,621 )	(2,582 )	(1,039 )	40.3 %
Net loss and loss adjustment expenses (1)	2,934	1,908	1,026	53.8 %
Commission expense	1,596	1,287	309	24.0 %
Other underwriting expenses	1,734	1,581	153	9.7 %
Other operating expenses	260	428	(168 )	(39.3 ) %
Depreciation and amortization	144	156	(12 )	(7.7 ) %
Interest expense	24	47	(23 )	(48.9 ) %
<b>Total expenses</b>	<b>6,692</b>	<b>5,407</b>	<b>1,285</b>	<b>23.8 %</b>
Income from continuing operations before taxes	150	344	(195 )	(56.5 ) %
Provision for (benefit from) income tax	(70 )	128	(198 )	(154.7 ) %
Income from continuing operations	220	216	3	1.5 %
Income from discontinued operations, net of taxes	-	16	(16 )	(100.0 ) %
<b>Net income</b>	<b>\$ 220</b>	<b>\$ 232</b>	<b>\$(13 )</b>	<b>(5.5 ) %</b>
<b>Percent of total revenues:</b>				
Net premiums earned	57.5 %	53.3 %		
Ceding commission revenue	33.7 %	38.8 %		
Net investment income	2.5 %	2.7 %		
Net realized gains on investments	2.9 %	1.5 %		
Other income	3.3 %	3.7 %		
	100.0 %	100.0 %		
Net loss ratio excluding the effect of catastrophes	63.8 %	62.2 %		
Net catastrophe loss	10.7 %	0.0 %		
Net loss ratio	74.5 %	62.2 %		

(1) Includes net catastrophe losses and net loss adjustment expenses for the three months ended September 30, 2011 of \$422,000 incurred from August 27, 2011 to August 29, 2011 from Tropical Storm Irene. Catastrophe losses incurred

from Tropical Storm Irene decreased our ceded loss ratio which reduced our contingent ceding commission revenue by \$493,000. We define a “catastrophe” as an event that involves multiple first party policyholders, or an event that produces a number of claims in excess of a preset, per-event threshold of average claims in a specific area, occurring within a certain amount of time constituting the event. Catastrophes are caused by various natural events including high winds, excessive rain, winter storms, tornadoes, hailstorms, wildfires, tropical storms, and hurricanes.

Direct written premiums during the three months ended September 30, 2011 ("Q3 2011") were \$10,383,000 compared to \$8,376,000 during the three months ended September 30, 2010 ("Q3 2010"). The increase of \$2,007,000 or 24.0% was primarily due to an increase in policies in-force during Q2 2011 as compared to Q2 2010. Policies in-force increased by 19.7% as of September 30, 2011 compared to September 30, 2010. In addition to the increase of policies in-force, we are also writing more policies which have higher premiums.

Net written premiums increased \$900,000, or 26.7%, to \$4,267,000 in Q3 2011 from \$3,366,000 in Q3 2010. The increase in net written premiums resulted from an increase in direct written premiums in Q3 2011 compared to direct written premiums in Q3 2010. Net written premiums grew at a greater rate than direct written premiums (26.7% compared to 24.0%) due to a reduction effective July 1, 2011 in the quota share percentage on our commercial lines from 75% to 60%.

Net premiums earned increased \$871,000, or 28.4%, to \$3,937,000 in Q3 2011 from \$3,065,000 in Q3 2010. As premiums written earn ratably primarily over a twelve month period, the increase was a result of higher net written premiums for the twelve months ended September 30, 2011 compared to the twelve months ended September 30, 2010.

Ceding commission revenue was \$2,308,000 in Q3 2011 compared to \$2,232,000 in Q3 2010. The increase of \$76,000 or 3.4% was due to the increase in the amount of premiums ceded and more favorable ceding commission rates, offset by the effects of Tropical Storm Irene on our ceded net loss ratio which reduced our contingent ceding commission revenue by \$493,000. Our quota share reinsurance treaty, which expired June 30, 2011, contained a provision which limited the maximum contingent ceding commission that could be paid to us, with the unused benefit carried forward to the current treaty year which began July 1, 2011. The carryover amount was recognized effective July 1, 2011, and resulted in an additional \$136,000 to our contingent ceding commission revenue. Increases in ceded loss ratios on prior year's quota share treaties had the effect of decreasing Ceding commission revenue in Q3.

Net investment income was \$172,000 in Q3 2011 compared to \$155,000 in Q3 2010. The increase of \$17,000 or 11.0% was due to an increase in average invested assets in Q3 2011 as compared to Q3 2010. The increase in cash and invested assets resulted primarily from increased operating cash flows. The tax equivalent investment yield, excluding cash, was 5.07% and 5.77% at September 30, 2011 and 2010, respectively.

Net realized gains on investments were \$197,000 in 2011 compared to \$84,000 in 2010. The increase of \$113,000 or 134.5% was primarily due to a \$133,000 FDIC recovery from a failed bank which was included in other than temporary impaired losses in 2009.

Net loss and loss adjustment expenses were \$2,934,000 in Q3 2011 compared to \$1,908,000 in Q3 2010. The net loss ratio was 74.5% in Q3 2011 compared to 62.2% in Q3 2010. The increase of 12.3 percentage points in our net loss ratio for 2011 as compared to 2010 is primarily due to the effects of Tropical Storm Irene in August 2011 and an increase in losses in our commercial auto line of business, which is not subject to a quota share treaty in 2011. As a result of Tropical Storm Irene, which we define as a catastrophe, we incurred \$422,000 of losses and loss adjustment expenses (net of reinsurance recoverable of \$1,266,000), and added 10.7 percentage points to our net loss ratio.

Commission expense was \$1,596,000 in Q3 2011 or 15.4% of direct premiums written. Commission expense was \$1,287,000 in Q3 2010 or 15.4% of direct written premiums. The increase of \$309,000 or 24.0% is due to the 24.0% increase in direct written premiums in Q3 2011 as compared to Q3 2010.

Other underwriting expenses were \$1,734,000 in Q3 2011 compared to \$1,581,000 in Q3 2010. The \$153,000 increase in other underwriting expenses was primarily due to expenses directly related to the increase in direct written premiums and additional employment costs due to the hiring of additional staff needed to service our growth in written premiums. The net underwriting expense ratio was 44.0% in Q3 2011 as compared to 51.6% in Q3 2010.

Other operating expenses, related to the corporate expenses of our holding company, were \$260,000 in Q3 2011 compared to \$428,000 in Q3 2010. The \$168,000 decrease in Q3 2011 was primarily due to decreases in salaries and amortization of stock options. The decrease in salaries is due a change in allocation of our executive salaries to corporate expenses and a reduction of the accrued bonus to our CEO based on the formula calculated pursuant to his amended employment agreement date March 24, 2010. The reduction in amortization of stock options decreased as a result of more stock options being fully vested prior to Q3 2011.

Interest expense was \$24,000 in Q3 2011 compared to \$47,000 in Q3 2010. The \$23,000 decrease in interest expense was due to the \$703,000 partial redemption of our 2009 Notes during the quarter ended June 30, 2011, and effective July 11, 2011, a reduction in the interest rate from 12.625% to 9.5%.

Income tax benefit in Q3 2011 was \$70,000, which resulted in an effective tax rate of (46.4)%. Income tax expense in Q3 2010 was \$128,000, which resulted in an effective tax rate of 37.3%.

Net income was \$220,000 in Q3 2011 compared to \$232,000 in Q3 2010. The decrease in net income of \$13,000 was due to the circumstances that caused the increases in our net loss ratio and other underwriting expenses, offset by increases in our net premiums earned and ceding commission revenue, increase in realized gains, decrease in other operating expenses, and increase in tax benefit, as described above.

## Insurance Underwriting Business on a Standalone Basis

Our insurance underwriting business reported on a standalone basis for the periods indicated is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
<b>Revenues</b>				
Net premiums earned	\$ 3,937,189	\$ 3,065,289	\$ 10,822,137	\$ 7,905,350
Ceding commission revenue	2,307,390	2,231,493	7,347,832	6,413,774
Net investment income	172,039	154,679	510,173	435,882
Net realized gain on investments	196,574	84,054	357,006	228,803
Other income	109,452	82,498	307,511	244,666
Total revenues	6,722,644	5,618,013	19,344,659	15,228,475
<b>Expenses</b>				
Loss and loss adjustment expenses	2,933,531	1,907,917	7,307,925	4,518,253
Commission expense	1,596,281	1,287,268	4,472,924	3,647,371
Other underwriting expenses	1,734,137	1,580,827	5,045,051	4,112,889
Depreciation and amortization	144,122	154,475	452,503	461,076
Total expenses	6,408,071	4,930,488	17,278,403	12,739,590
Income from operations	314,573	687,525	2,066,256	2,488,885
Income tax expense	30,295	209,426	601,939	820,036
Net income	\$ 284,278	\$ 478,100	\$ 1,464,317	\$ 1,668,850

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An analysis of our direct, assumed and ceded earned premiums, loss and loss adjust expenses, and loss ratios is shown below:

	Direct	Assumed	Ceded	Net
<b>Nine months ended September 30, 2011</b>				
Written premiums	\$30,502,800	\$6,289	\$(18,099,446)	\$12,409,643
Unearned premiums	(3,823,593 )	1,611	2,234,476	(1,587,506 )
Earned premiums	\$26,679,207	\$7,900	\$(15,864,970)	\$10,822,137
Loss and loss adjustment expenses excluding the effect of catastrophes				
Catastrophe loss	\$12,639,123	\$15,704	\$(5,768,974 )	\$6,885,853
Loss and loss adjustment expenses	1,688,289	-	(1,266,217 )	422,072
	\$14,327,412	\$15,704	\$(7,035,191 )	\$7,307,925
Loss ratio excluding the effect of catastrophes	47.4	% 198.8	% 36.4	% 63.6
Catastrophe loss	6.3	% 0.0	% 8.0	% 3.9
Loss ratio	53.7	% 198.8	% 44.3	% 67.5
<b>Nine months ended September 30, 2010</b>				
Written premiums	\$24,969,119	\$9,572	\$(14,529,432)	\$10,449,259
Unearned premiums	(3,126,232 )	(1,360 )	583,683	(2,543,909 )
Earned premiums	\$21,842,887	\$8,212	\$(13,945,749)	\$7,905,350
Loss and loss adjustment expenses excluding the effect of catastrophes				
Catastrophe loss	\$11,095,027	\$11,543	\$(6,588,317 )	\$4,518,253
Loss and loss adjustment expenses	-	-	-	-
	\$11,095,027	\$11,543	\$(6,588,317 )	\$4,518,253
Loss ratio excluding the effect of catastrophes	50.8	% 140.6	% 47.2	% 57.2
Catastrophe loss	0.0	% 0.0	% 0.0	% 0.0
Loss ratio	50.8	% 140.6	% 47.2	% 57.2
<b>Three months ended September 30, 2011</b>				
Written premiums	\$10,382,641	\$3,409	\$(6,119,576 )	\$4,266,474
Unearned premiums	(909,125 )	(41 )	579,881	(329,285 )
Earned premiums	\$9,473,516	\$3,368	\$(5,539,695 )	\$3,937,189
Loss and loss adjustment expenses excluding the effect of catastrophes				
Catastrophe loss	\$4,857,144	\$9,649	\$(2,355,334 )	\$2,511,459
Loss and loss adjustment expenses	1,688,289	-	(1,266,217 )	422,072
	\$6,545,433	\$9,649	\$(3,621,551 )	\$2,933,531
Loss ratio excluding the effect of catastrophes	51.3	% 286.5	% 42.5	% 63.8
Catastrophe loss	17.8	% 0.0	% 22.9	% 10.7
Loss ratio	69.1	% 286.5	% 65.4	% 74.5
<b>Three months ended September 30, 2010</b>				
Written premiums	\$8,375,776	\$6,436	\$(5,015,905 )	\$3,366,307

Explanation of Responses:



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Unearned premiums	(595,995 )	(3,432 )	298,409	(301,018 )
Earned premiums	\$7,779,781	\$3,004	\$(4,717,496 )	\$3,065,289
Loss and loss adjustment expenses excluding the effect of catastrophes	\$4,482,894	\$6,825	\$(2,581,802 )	\$1,907,917
Catastrophe loss	-	-	-	-
Loss and loss adjustment expenses	\$4,482,894	\$6,825	\$(2,581,802 )	\$1,907,917
Loss ratio excluding the effect of catastrophes	57.6	% 227.2	% 54.7	% 62.2
Catastrophe loss	0.0	% 0.0	% 0.0	% 0.0
Loss ratio	57.6	% 227.2	% 54.7	% 62.2

41

## Key Measures

The key measures for our insurance underwriting business for the periods indicated are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Net premiums earned	\$3,937,189	\$3,065,289	\$10,822,137	\$7,905,350
Ceding commission revenue (1)	2,307,390	2,231,493	7,347,832	6,413,774
Other income	109,452	82,498	307,511	244,666
Loss and loss adjustment expenses (2)	2,933,531	1,907,917	7,307,925	4,518,253
Acquisition costs and other underwriting expenses:				
Commission expense	1,596,281	1,287,268	4,472,924	3,647,371
Other underwriting expenses	1,734,137	1,580,827	5,045,051	4,112,889
Total acquisition costs and other underwriting expenses	3,330,418	2,868,095	9,517,975	7,760,260
Underwriting income	\$90,082	\$603,268	\$1,651,580	\$2,285,277
Key Measures:				
Net loss ratio excluding the effect of catastrophes	63.8	% 62.3	% 63.6	% 57.2
Effect of catastrophe loss on loss ratio (2)	10.7	% 0.0	% 3.9	% 0.0
Net loss ratio	74.5	% 62.3	% 67.5	% 57.2
Net underwriting expense ratio excluding the effect of catastrophes	10.7	% 18.1	% 12.7	% 13.9
Effect of catastrophe loss on net underwriting expense ratio (1) (2)	12.5	% 0.0	% 4.6	% 0.0
Net underwriting expense ratio	23.2	% 18.1	% 17.2	% 13.9
Net combined ratio excluding the effect of catastrophes	74.5	% 80.3	% 76.3	% 71.1
Effect of catastrophe loss on net combined ratio (1) (2)	23.2	% 0.0	% 8.5	% 0.0
Net combined ratio	97.7	% 80.3	% 84.7	% 71.1
Reconciliation of net underwriting expense ratio:				
Acquisition costs and other underwriting expenses	\$3,330,418	\$2,868,095	\$9,517,975	\$7,760,260
Less: Ceding commission revenue (1)	(2,307,390)	(2,231,493)	(7,347,832)	(6,413,774)
Less: Other income	(109,452)	(82,498)	(307,511)	(244,666)
	\$913,576	\$554,104	\$1,862,632	\$1,101,820
Net earned premium	\$3,937,189	\$3,065,289	\$10,822,137	\$7,905,350

(1) The effect of catastrophes reduced contingent ceding commission revenue by \$492,870 for the three months and nine months ended September 30, 2011. A provision in our quota share reinsurance treaty, which expired June 30,

2011, limited the maximum contingent ceding commission that could be paid to us, with the unused benefit carried forward to the current treaty year which began July 1, 2011. The carry forward of the unused benefit resulted in additional contingent ceding commission revenue of approximately \$136,000 for the three months and nine months ended September 30, 2011.

(2) Includes net catastrophe losses and net loss adjustment expenses for the three months ended September 30, 2011 of \$422,072.

## Investments

## Portfolio Summary

The following table presents a breakdown of the amortized cost, aggregate fair value and unrealized gains and losses by investment type as of September 30, 2011 and December 31, 2010:

## Available for Sale Securities

Category	September 30, 2011						% of Fair Value
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses Less than 12 Months	Losses More than 12 Months	Aggregate Fair Value		
	(unaudited)						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$499,815	\$49,398	\$-	\$-	\$549,213	2.5	%
Political subdivisions of States, Territories and Possessions	6,133,143	288,099	-	-	6,421,242	29.1	%
Corporate and other bonds industrial and miscellaneous	10,956,040	271,758	(221,751 )	(24,860 )	10,981,187	49.7	%
Total fixed-maturity securities	17,588,998	609,255	(221,751 )	(24,860 )	17,951,642	81.2	%
Equity Securities	4,119,319	235,726	(211,788 )	-	4,143,257	18.8	%
Total	\$21,708,317	\$844,981	\$(433,539 )	\$(24,860 )	\$22,094,899	100.0	%

Category	December 31, 2010						% of Fair Value
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses Less than 12 Months	Losses More than 12 Months	Aggregate Fair Value		
	(unaudited)						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$1,000,572	\$42,085	\$-	\$-	\$1,042,657	5.4	%
Political subdivisions of States, Territories and Possessions	7,278,663	79,791	(86,234 )	(12,995 )	7,259,225	37.6	%
Corporate and other bonds industrial and miscellaneous	7,997,817	176,999	(137,597 )	-	8,037,219	41.6	%
Total fixed-maturity securities	16,277,052	298,875	(223,831 )	(12,995 )	16,339,101	84.6	%

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Equity Securities	2,825,015	218,717	(60,697 )	-	2,983,035	15.4	%
Total	\$19,102,067	\$517,592	\$(284,528 )	\$(12,995 )	\$19,322,136	100.0	%

43

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Held to Maturity Securities

Category	September 30, 2011		Gross Unrealized Losses		Fair Value	% of	
	Cost or Amortized Cost	Gross Unrealized Gains	Less than 12 Months (unaudited)	More than 12 Months		Fair Value	Fair Value

U.S. Treasury securities	\$606,234	\$165,047	\$-	\$-	\$771,281	100.0	%
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Category	December 31, 2010		Gross Unrealized Losses		Fair Value	% of	
	Cost or Amortized Cost	Gross Unrealized Gains	Less than 12 Months	More than 12 Months		Fair Value	Fair Value

U.S. Treasury securities	\$605,424	\$974	\$-	\$-	\$606,398	100.0	%
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## Credit Rating of Fixed-Maturity Securities

The table below summarizes the credit quality of our fixed-maturity securities available for sale as of September 30, 2011 and December 31, 2010 as rated by Standard and Poor's.

Rating	September 30, 2011			December 31, 2010		
	Fair Market Value	Percentage of Fair Market Value		Fair Market Value	Percentage of Fair Market Value	
U.S. Treasury securities	\$ 549,213	3.1	%	\$ 1,042,657	6.4	%
AAA	3,952,158	22.0	%	4,229,483	25.9	%
AA	3,794,815	21.1	%	3,698,610	22.6	%
A	4,705,163	26.2	%	4,770,488	29.2	%
BBB	4,950,293	27.6	%	2,597,863	15.9	%
Total	\$ 17,951,642	100.00	%	\$ 16,339,101	100.0	%

The table below summarizes the average duration by type of fixed-maturity security available for sale as well as detailing the average yield as of September 30, 2011 and December 31, 2010:

Category	September 30, 2011			December 31, 2010		
	Average Yield %	Weighted Average Duration in Years		Average Yield %	Weighted Average Duration in Years	
U.S. Treasury securities and obligations of U.S. government corporations and agencies	2.75	%	18.1	3.27	%	14.1
Political subdivisions of States, Territories and Possessions	3.89	%	5.6	4.24	%	6.9
Corporate and other bonds industrial and miscellaneous	5.12	%	6.8	5.20	%	7.6

## Fair Value Consideration

As disclosed in Note 5 to the Condensed Consolidated Financial Statements, with respect to “Fair Value Measurements,” we define fair value under GAAP guidance as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an “exit price”). This GAAP guidance establishes a fair value hierarchy that distinguishes between inputs based on market data from independent sources (“observable inputs”) and a reporting entity’s internal assumptions based upon the best information available when external market data is limited or unavailable (“unobservable inputs”). The fair value hierarchy in GAAP prioritizes fair value measurements into three levels based on the nature of the inputs. Quoted prices in active markets for identical assets have the highest priority (“Level 1”), followed by observable inputs other than quoted prices including prices for similar but not identical assets or liabilities (“Level 2”), and unobservable inputs, including the reporting entity’s estimates of the assumption that market participants would use, having the lowest priority (“Level 3”). As of September 30, 2011 and December 31, 2010, 91% and 90%, respectively of the investment portfolio recorded at fair value was priced based upon quoted market prices. As of September 30, 2011 and December 31, 2010, 9% and 10%, respectively, of the investment portfolio recorded at fair value was priced based upon observable inputs other than quoted prices.

As more fully described in Note 3 to our Consolidated Financial Statements, “Investments—Impairment Review,” we completed a detailed review of all our securities in a continuous loss position as of September 30, 2011 and December 31, 2010, and concluded that the unrealized losses in these asset classes are the result of a decrease in value due to technical spread widening and broader market sentiment, rather than fundamental collateral deterioration, and are temporary in nature.

The table below summarizes the gross unrealized losses of our fixed-maturity securities available for sale and equity securities by length of time the security has continuously been in an unrealized loss position as of September 30, 2011 and December 31, 2010:



Category	September 30, 2011							
	Less than 12 months			12 months or more			Total	
	Fair Value	Unrealized Losses	No. of Positions Held	Fair Value	Unrealized Losses	No. of Positions Held	Aggregate Fair Value	Unrealized Losses
<b>Fixed-Maturity Securities:</b>								
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$-	\$ -	-	\$-	\$ -	-	\$-	\$ -
Political subdivisions of States, Territories and Possessions	-	-	-	-	-	-	-	-
Corporate and other bonds industrial and miscellaneous	4,131,740	(221,751)	1	375,140	(24,860)	22	4,506,880	(246,611)
<b>Total fixed-maturity securities</b>	<b>\$4,131,740</b>	<b>\$(221,751)</b>	<b>1</b>	<b>\$375,140</b>	<b>\$(24,860)</b>	<b>22</b>	<b>\$4,506,880</b>	<b>\$(246,611)</b>
<b>Equity Securities:</b>								
Preferred stocks	\$719,322	\$(91,915)	6	\$-	\$ -	-	\$719,322	\$(91,915)
Common stocks	947,280	(119,873)	13	-	-	-	947,280	(119,873)
<b>Total equity securities</b>	<b>\$1,666,602</b>	<b>\$(211,788)</b>	<b>19</b>	<b>\$-</b>	<b>\$ -</b>	<b>-</b>	<b>\$1,666,602</b>	<b>\$(211,788)</b>
<b>Total</b>	<b>\$5,798,342</b>	<b>\$(433,539)</b>	<b>20</b>	<b>\$375,140</b>	<b>\$(24,860)</b>	<b>22</b>	<b>\$6,173,482</b>	<b>\$(458,399)</b>

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Category	Less than 12 months			December 31, 2010 12 months or more			Total	
	Fair Value	Unrealized Losses	No. of Positions Held	Fair Value	Unrealized Losses	No. of Positions Held	Aggregate Fair Value	Unrealized Losses
<b>Fixed-Maturity Securities:</b>								
Political subdivisions of States, Territories and Possessions	\$2,870,728	\$(86,234 )	11	\$1,119,244	\$(12,995 )	4	\$3,989,972	\$(99,229 )
Corporate and other bonds industrial and miscellaneous	4,113,912	(137,597 )	20	-	-	-	4,113,912	(137,597 )
<b>Total fixed-maturity securities</b>	<b>\$6,984,640</b>	<b>\$(223,831 )</b>	<b>31</b>	<b>\$1,119,244</b>	<b>\$(12,995 )</b>	<b>4</b>	<b>\$8,103,884</b>	<b>\$(236,826 )</b>
<b>Equity Securities:</b>								
Preferred stocks	\$363,670	\$(6,333 )	9	\$-	\$-	-	\$363,670	\$(6,333 )
Common stocks	690,634	(54,364 )	16	-	-	-	690,634	(54,364 )
<b>Total equity securities</b>	<b>\$1,054,304</b>	<b>\$(60,697 )</b>	<b>25</b>	<b>\$-</b>	<b>\$-</b>	<b>-</b>	<b>\$1,054,304</b>	<b>\$(60,697 )</b>
<b>Total</b>	<b>\$8,038,944</b>	<b>\$(284,528 )</b>	<b>56</b>	<b>\$1,119,244</b>	<b>\$(12,995 )</b>	<b>4</b>	<b>\$9,158,188</b>	<b>\$(297,523 )</b>

There are 42 securities at September 30, 2011 that account for the gross unrealized loss, none of which is deemed by us to be other than temporarily impaired. There were 60 securities at December 31, 2010 that account for the gross unrealized loss, none of which were deemed by us to be other than temporarily impaired. Significant factors influencing our determination that unrealized losses were temporary included the magnitude of the unrealized losses in relation to each security's cost, the nature of the investment and management's intent not to sell these securities and it being not more likely than not that we will be required to sell these investments before anticipated recovery of fair value to our cost basis.

## Liquidity and Capital Resources

### Cash Flows

The primary sources of cash flow is from our insurance underwriting subsidiary, KICO, which are direct premiums written, ceding commissions from our quota share reinsurers, loss payments by our reinsurers, investment income and proceeds from the sale or maturity of investments. Funds are used by KICO for ceded premium payments to reinsurers, which are paid on a net basis after subtracting losses paid on reinsured claims and reinsurance commissions. KICO also uses funds for loss payments and loss adjustment expenses on our net business, commissions to producers, salaries and other underwriting expenses as well as to purchase investments and fixed assets.

On July 1, 2009, we completed the acquisition of 100% of the issued and outstanding common stock of KICO (formerly known as Commercial Mutual Insurance Company ("CMIC")) pursuant to the conversion of CMIC from an advance premium cooperative to a stock property and casualty insurance company. Pursuant to the plan of conversion, we acquired a 100% equity interest in KICO. In connection with the plan of conversion of CMIC, we agreed with the Insurance Department that for a period of two years following the effective date of conversion of July 1, 2009, no dividend would be paid by KICO to us without the approval of the Insurance Department. As of June 30, 2011, no such request had been made by us to the Insurance Department. The first dividend of \$175,000 was paid on August 12, 2011 by KICO to us. On November 10, 2011, KICO's board of directors approved a cash dividend of \$175,000 to us, which was paid on November 11, 2011. We have also agreed with the Insurance Department that certain intercompany transactions between KICO and us must be filed with the Insurance Department 30 days prior to implementation and not disapproved by the Insurance Department.

The primary sources of cash flow for our holding company operations are in connection with the fee income we receive from the premium finance loans and collection of principal and interest income from the notes received by us upon the sale of businesses that were included in our discontinued operations. Effective July 1, 2011, as discussed above, we may also receive cash dividends from KICO, subject to statutory restrictions. If the aforementioned is insufficient to cover our holding company cash requirements, we will seek to obtain additional financing.

We prepaid \$703,000 of our notes payable during the quarter ended June 30, 2011. As of September 30, 2011, the outstanding principal balance of our notes payable was \$747,000; such notes bear interest at the rate of 9.5% and mature on July 10, 2014. We believe that our present cash flows as described above will be sufficient on a short-term basis and over the next 12 months to fund our company-wide working capital requirements.

Our reconciliation of net income to cash provided by (used in) operations is generally influenced by the collection of premiums in advance of paid losses, the timing of reinsurance, issuing company settlements and loss payments.

Cash flow and liquidity are categorized into three sources: (1) operating activities; (2) investing activities; and (3) financing activities, which are shown in the following table:

Nine Months Ended September 30,	2011	2010
Cash flows provided by (used in):		
Operating activities	\$5,790,641	\$2,100,557
Investing activities	(2,257,043)	(2,345,574)
Financing activities	(829,150 )	381,732
Net increase in cash and cash equivalents	2,704,448	136,715
Cash and cash equivalents, beginning of period	326,620	625,320
Cash and cash equivalents, end of period	\$3,031,068	\$762,035

The increase in cash flows provided by operating activities in 2011 was primarily a result of the fluctuations in the operating activities of KICO, described above, as affected by the growth in its operations.

The decrease in cash flows used in investing activities is a result of the increase in net investments of fixed-maturity securities and equity securities, resulting from positive cash flow for operations.

We used in financing activities in 2011, in comparison to cash being provided by financing activities in 2010, as a result of the \$714,000 prepayment of notes payable in 2011, compared to \$400,000 of proceeds from notes payable received in 2010, and a dividend payment of \$115,000 in 2011 compared to no such payment in 2010.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable

### ITEM 4. CONTROLS AND PROCEDURES.

#### Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) that are designed to assure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this Quarterly Report, under the supervision and with the participation of our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2011.

Explanation of Responses:

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

NONE

ITEM 1A. RISK FACTORS.

NOT APPLICABLE

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

NONE

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

NONE

ITEM 4. RESERVED.

ITEM 5. OTHER INFORMATION.

NONE

51

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ITEM 6. EXHIBITS.

- 2(a) Asset Purchase Agreement, dated as of March 27, 2009, by and among NII BSA LLC, Barry Scott Agency, Inc., DCAP Accurate, Inc. and DCAP Group, Inc.1
- 2(b) Stock Purchase Agreement, dated as of May 1, 2009, by and between Stuart Greenvald and Abraham Weinzimer and DCAP Group, Inc.2
- 2(c) Stock Purchase Agreement, dated as of June 30, 2009, between Barry Lefkowitz and Blast Acquisition Corp.3
- 3(a) Restated Certificate of Incorporation4
- 3(b) Certificate of Amendment of Certificate of Incorporation filed July 1, 20095
- 3(c) Certificate of Designation of Series A Preferred Stock6
- 3(d) Certificate of Designation of Series B Preferred Stock7
- 3(e) Certificate of Designation of Series C Preferred Stock8

1 Denotes document filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2008 and incorporated herein by reference.

2 Denotes document filed as an exhibit to our Current Report on Form 8-K for an event dated May 6, 2009 and incorporated herein by reference.

3 Denotes document filed as an exhibit to our Current Report on Form 8-K for an event dated June 30, 2009 and incorporated herein by reference.

4 Denotes document filed as an exhibit to our Quarterly Report on Form 10-QSB for the period ended September 30, 2004 and incorporated herein by reference.

5 Denotes document filed as an exhibit to our Quarterly Report on Form 10-Q for the period ended June 30, 2009 and incorporated herein by reference.

6 Denotes document filed as an exhibit to our Current Report on Form 8-K for an event dated May 28, 2003 and incorporated herein by reference.

7 Denotes document filed as an exhibit to our Annual Report on Form 10-KSB for the year ended December 31, 2006 and incorporated herein by reference.

8 Denotes document filed as an exhibit to our Quarterly Report on Form 10-QSB for the period ended March 31, 2008 and incorporated herein by reference.

3(f)	Certificate of Designation of Series D Preferred Stock <sup>9</sup>
3(g)	Certificate of Designation of Series E Preferred Stock <sup>10</sup>
3(h)	By-laws, as amended <sup>11</sup>
<u>31(a)</u>	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>31(b)</u>	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>32</u>	Certification of Chief Executive Officer and Chief Financial Officer Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document.
101.SCHXBRL	Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

9 Denotes document filed as an exhibit to our Quarterly Report on Form 10-Q for the period ended September 30, 2008 and incorporated herein by reference.

10 Denotes document filed as an exhibit to our Current Report on Form 8-K for an event dated May 12, 2009 and incorporated herein by reference.

11 Denotes document filed as an exhibit to our Current Report on Form 8-K for an event dated November 5, 2009 and incorporated herein by reference.



SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KINGSTONE COMPANIES, INC.

Dated: November 14, 2011

By: /s/ Barry B. Goldstein  
Barry B. Goldstein  
President

By: /s/ Victor Brodsky  
Victor Brodsky  
Chief Financial Officer