MERCURY GENERAL CORP
Form 10-K
February 10, 2014

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2013
Commission File No. 001-12257

MERCURY GENERAL CORPORATION
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation or organization)	95-2211612 (I.R.S. Employer Identification No.)
4484 Wilshire Boulevard, Los Angeles, California (Address of principal executive offices)	90010 (Zip Code)

Registrant's telephone number, including area code: (323) 937-1060
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
NONE

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨
Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x
Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting

company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x | Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company) | Smaller reporting company ¨

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

The aggregate market value of the Registrant’s common equity held by non-affiliates of the Registrant at June 28, 2013 was $1,181,485,005 (which represents 26,876,365 shares of common equity held by non-affiliates multiplied by $43.96, the closing sales price on the New York Stock Exchange for such date, as reported by the Wall Street Journal).

At February 3, 2014, the Registrant had issued and outstanding an aggregate of 54,975,317 shares of its Common Stock.

Documents Incorporated by Reference

Certain information from the Registrant’s definitive proxy statement for the 2014 Annual Meeting of Shareholders is incorporated herein by reference into Part III hereof.

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PART I

Item 1. Business

General

Mercury General Corporation ("Mercury General") and its subsidiaries (referred to herein collectively as the "Company") are primarily engaged in writing personal automobile insurance through 13 insurance subsidiaries (referred to herein collectively as the "Insurance Companies") in 13 states, principally California. The Company also writes homeowners, commercial automobile, commercial property, mechanical breakdown, and umbrella insurance. The direct premiums written for the years ended December 31, 2013, 2012, and 2011 by state and line of business were:

Year Ended December 31, 2013
(Amounts in thousands)

	Private Passenger Auto	Homeowners	Commercial Auto	Other Lines	Total	
California	$1,760,352	$267,563	$53,488	$72,617	$2,154,020	78.7 %
Florida [1]	133,947	0	22,331	7,433	163,711	6.0 %
Other states [2]	271,258	72,450	28,870	47,163	419,741	15.3 %
Total	$2,165,557	$340,013	$104,689	$127,213	$2,737,472	100.0 %
	79.1 %	12.4 %	3.8 %	4.7 %	100.0 %	

Year Ended December 31, 2012
(Amounts in thousands)

	Private Passenger Auto	Homeowners	Commercial Auto	Other Lines	Total	
California	$1,670,025	$255,418	$41,200	$65,474	$2,032,117	76.5 %
Florida [1]	161,720	(181)	14,783	7,118	183,440	6.9 %
Other states [2]	308,786	63,058	18,672	49,647	440,163	16.6 %
Total	$2,140,531	$318,295	$74,655	$122,239	$2,655,720	100.0 %
	80.6 %	12.0 %	2.8 %	4.6 %	100.0 %	

Year Ended December 31, 2011
(Amounts in thousands)

	Private Passenger Auto	Homeowners	Commercial Auto	Other Lines	Total	
California	$1,613,954	$234,616	$48,161	$57,378	$1,954,109	75.8 %
Florida	165,506	7,679	14,705	8,974	196,864	7.6 %
Other states [2]	326,142	42,893	12,776	46,899	428,710	16.6 %
Total	$2,105,602	$285,188	$75,642	$113,251	$2,579,683	100.0 %
	81.6 %	11.1 %	2.9 %	4.4 %	100.0 %	

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(1) The Company completed its exit from the Florida homeowners market in 2012.
(2) No individual state accounts for more than 5% of total direct premiums written.

The Company offers the following types of automobile coverage: collision, property damage, bodily injury (BI), comprehensive, personal injury protection (PIP), underinsured and uninsured motorist, and other hazards. The Company's published maximum limits of liability for private passenger automobile insurance are, for BI, $250,000 per person and $500,000 per accident, and for property damage, $250,000 per accident. The combined policy limits may be as high as $1,000,000 for vehicles written under the Company's commercial automobile program. However, the

majority of the Company's automobile policies have liability limits that are equal to or less than $100,000 per person and $300,000 per accident for BI and $50,000 per accident for property damage.

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The principal executive offices of Mercury General are located in Los Angeles, California. The home office of the Insurance Companies and the information technology center are located in Brea, California. The Company also owns office buildings in Rancho Cucamonga and Folsom, California, which are used to support California operations and future expansion, and in Clearwater, Florida and in Oklahoma City, Oklahoma, which house Company employees and several third party tenants. The Company has approximately 4,500 employees. The Company maintains branch offices in a number of locations in California; Clearwater, Florida; Bridgewater, New Jersey; Oklahoma City, Oklahoma; and Austin and San Antonio, Texas. The Company consolidated its non-California office based claims and underwriting operations into hubs located in Clearwater, Florida; Bridgewater, New Jersey; and Austin, Texas, which resulted in a net workforce reduction of approximately 135 employees and a $10 million pre-tax expense in the first quarter of 2013.

Website Access to Information

The internet address for the Company’s website is www.mercuryinsurance.com. The internet address provided in this Annual Report on Form 10-K is not intended to function as a hyperlink and the information on the Company’s website is not and should not be considered part of this report and is not incorporated by reference in this document. The Company makes available on its website its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, and amendments to such reports and proxy statements (the “SEC Reports”) filed with or furnished to the Securities and Exchange Commission (“SEC”) pursuant to federal securities laws, as soon as reasonably practicable after each SEC Report is filed with or furnished to the SEC. In addition, copies of the SEC Reports are available, without charge, upon written request to the Company’s Chief Financial Officer, Mercury General Corporation, 4484 Wilshire Boulevard, Los Angeles, California 90010.

Organization

Mercury General, an insurance holding company, is the parent of Mercury Casualty Company, a California automobile insurer founded in 1961 by George Joseph, the Company’s Chairman of the Board of Directors. Including Mercury Casualty Company, Mercury General has 19 operating subsidiaries:

Insurance Companies	Date Formed or Acquired	A.M. Best Rating	Primary States
Mercury Casualty Company (“MCC”)	January 1961	A+	CA, AZ, NV, NY, VA
Mercury Insurance Company (“MIC”)	November 1972	A+	CA
California Automobile Insurance Company (“CAIC”)	June 1975	A+	CA
California General Underwriters Insurance Company, Inc. (“CGU”)	April 1985	Non-rated	CA
Mercury Insurance Company of Illinois	August 1989	A+	IL, PA
Mercury Insurance Company of Georgia	March 1989	A+	GA
Mercury Indemnity Company of Georgia	November 1991	A+	GA
Mercury National Insurance Company	December 1991	A+	IL, MI
American Mercury Insurance Company	December 1996	A-	OK, GA, TX, VA
American Mercury Lloyds Insurance Company	December 1996	A-	TX
Mercury County Mutual Insurance Company	September 2000	A-	TX
Mercury Insurance Company of Florida	August 2001	A+	FL, PA
Mercury Indemnity Company of America	August 2001	A+	NJ, FL

Non-Insurance Companies	Date Formed or Acquired	Purpose
Mercury Select Management Company, Inc.	August 1997	AML’s attorney-in-fact
Mercury Insurance Services LLC	November 2000	Management services to subsidiaries
AIS Management LLC	January 2009	Parent company of AIS and PoliSeek
Auto Insurance Specialists LLC (“AIS”)	January 2009	Insurance agent
PoliSeek AIS Insurance Solutions, Inc. (“PoliSeek”)	January 2009	Insurance agent
Animas Funding LLC (“AFL”)	August 2013	Special purpose investment vehicle
Concord Insurance Services, Inc.	October 1999	Inactive insurance agent, dissolved in 2013.
American Mercury MGA, Inc.	August 1997	Inactive general agent, dissolved in 2012.
Mercury Group, Inc.	July 2001	Inactive insurance agent, dissolved in 2012.

(1) The term “California Companies” refers to MCC, MIC, CAIC, and CGU.

Production and Servicing of Business

The Company sells its policies through approximately 8,300 independent agents, of which over 1,400 are located in each of California and Florida. Approximately half of the Company’s agents in California have represented the Company for more than ten years. The agents are independent contractors selected and contracted by the Company and generally also represent competing insurance companies. No independent agent accounted for more than 2% of the Company’s direct premiums written during 2013, 2012, and 2011.

The Company believes that it compensates its agents above the industry average. During 2013, total commissions incurred were approximately 17% of net premiums written.

The Company’s advertising budget is allocated among television, radio, newspaper, internet, and direct mailing media with the intent to provide the best coverage available within targeted media markets. While the majority of these advertising costs are borne by the Company, a portion of these costs are reimbursed by the Company’s independent agents based upon the number of account leads generated by the advertising. The Company believes that its advertising program is important to generate leads, create brand awareness, and remain competitive in the current insurance climate. During 2013, net advertising expenditures were $19.9 million.

Underwriting

The Company sets its own automobile insurance premium rates, subject to rating regulations issued by the Department of Insurance or similar governmental agency of each state in which it is licensed to operate (“DOI”). Each state has different rate approval requirements. See “Regulation—Department of Insurance Oversight.”

The Company offers standard, non-standard, and preferred private passenger automobile insurance. The Company also offers homeowners insurance in 11 states, commercial automobile insurance in 10 states, and mechanical breakdown insurance in most states. The Company completed its exit from the Florida homeowners market in 2012.

In California, “good drivers,” as defined by the California Insurance Code, accounted for approximately 82% of all California voluntary private passenger automobile policies-in-force at December 31, 2013, while higher risk categories accounted for approximately 18%. The private passenger automobile renewal rate in California (the rate of acceptance of offers to renew) averages approximately 96%.

Claims

The Company conducts the majority of claims processing without the assistance of outside adjusters. The claims staff administers all claims and manages all legal and adjustment aspects of claims processing.

Losses and Loss Adjustment Expense Reserves and Reserve Development

The Company maintains losses and loss adjustment expense reserves for both reported and unreported claims. Losses and loss adjustment expense reserves for reported claims are estimated based upon a case-by-case evaluation of the type of claim involved and the expected development of such claims. Losses and loss adjustment expense reserves for unreported claims are determined on the

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basis of historical information by line of insurance. Inflation is reflected in the reserving process through analysis of cost trends and review of historical reserve settlement.

The Company's ultimate liability may be greater or less than management estimates of reported losses and loss adjustment expense reserves. Reserves are analyzed quarterly by the Company's actuarial consultants using current information on reported claims and a variety of statistical techniques. The Company does not discount to a present value that portion of losses and loss adjustment expense reserves expected to be paid in future periods. Federal tax law, however, requires the Company to discount losses and loss adjustment expense reserves for federal income tax purposes.

The following table presents the development of losses and loss adjustment expense reserves for the period 2003 through 2013. The top section of the table shows the reserves at the balance sheet date, net of reinsurance recoverable, for each of the indicated years. This amount represents the estimated net losses and loss adjustment expenses for claims arising from the current and all prior years that are unpaid at the balance sheet date, including an estimate for losses that had been incurred but not reported ("IBNR") to the Company. The second section shows the cumulative amounts paid as of successive years with respect to that reserve liability. The third section shows the re-estimated amount of the previously recorded reserves based on experience as of the end of each succeeding year, including cumulative payments made since the end of the respective year. Estimates change as more information becomes known about the frequency and severity of claims for individual years. The bottom line shows favorable (unfavorable) development that exists when the original reserve estimates are greater (less) than the re-estimated reserves at December 31, 2013.

In evaluating the cumulative development information in the table, it should be noted that each amount includes the effects of all changes in development amounts for prior periods. This table does not present accident or policy year development data. Conditions and trends that have affected development of the liability in the past may not necessarily occur in the future. Accordingly, it may not be appropriate to extrapolate future favorable or unfavorable development based on this table.

	December 31,								
	2003	2004	2005	2006	2007	2008	2009	2010	201
	(Amounts in thousands)								
Gross Reserves for Losses and Loss Adjustment Expenses-end of year[(1)]	$797,927	$900,744	$1,022,603	$1,088,822	$1,103,915	$1,133,508	$1,053,334	$1,034,205	$98
Reinsurance recoverable	(11,771)	(14,137)	(16,969)	(6,429)	(4,457)	(5,729)	(7,748)	(6,805)	(7,9
Net Reserves for Losses and Loss Adjustment Expenses-end of year[(1)]	$786,156	$886,607	$1,005,634	$1,082,393	$1,099,458	$1,127,779	$1,045,586	$1,027,400	$97
Paid (cumulative) as of:									
One year later	$461,649	$525,125	$632,905	$674,345	$715,846	$617,622	$603,256	$614,059	$60
Two years later	628,280	748,255	891,928	975,086	1,009,141	913,518	889,806	896,363	873
Three years later	714,763	851,590	1,027,781	1,123,179	1,168,246	1,059,627	1,023,137	1,027,006	
Four years later	740,534	893,436	1,077,834	1,187,990	1,229,939	1,118,230	1,075,174		
Five years later	750,927	906,466	1,101,693	1,211,343	1,252,687	1,138,546			
Six years later	754,710	915,086	1,111,109	1,219,719	1,262,286				
Seven years later	760,300	918,008	1,114,241	1,224,026					
Eight years later	762,385	918,488	1,115,824						
Nine years later	762,602	918,690							
Ten years later	762,709								
Net reserves re-estimated as of:									
One year later	728,213	840,090	1,026,923	1,101,917	1,188,100	1,069,744	1,032,528	1,045,894	1,0
Two years later	717,289	869,344	1,047,067	1,173,753	1,219,369	1,102,934	1,076,480	1,073,052	1,0
Three years later	745,744	894,063	1,091,131	1,202,441	1,246,365	1,136,278	1,085,591	1,094,494	
Four years later	750,859	910,171	1,104,988	1,217,328	1,263,294	1,141,714	1,095,907		
Five years later	755,970	914,547	1,112,779	1,225,051	1,263,560	1,147,149			
Six years later	757,534	918,756	1,115,637	1,225,131	1,265,186				
Seven years later	762,242	919,397	1,115,916	1,225,519					
Eight years later	763,016	919,027	1,116,494						
Nine years later	762,948	919,165							
Ten years later	763,016								
Net cumulative development favorable (unfavorable)	$23,140	$(32,558)	$(110,860)	$(143,126)	$(165,728)	$(19,370)	$(50,321)	$(67,094)	$(7
Gross re-estimated liability-latest	$792,420	$947,047	$1,149,022	$1,246,105	$1,282,356	$1,157,688	$1,110,567	$1,108,205	$1,
Re-estimated recoverable-latest	(29,404)	(27,882)	(32,528)	(20,586)	(17,170)	(10,539)	(14,660)	(13,711)	(11
Net re-estimated liability-latest	$763,016	$919,165	$1,116,494	$1,225,519	$1,265,186	$1,147,149	$1,095,907	$1,094,494	$1,
	$5,507	$(46,303)	$(126,419)	$(157,283)	$(178,441)	$(24,180)	$(57,233)	$(74,000)	$(8

Gross cumulative development favorable (unfavorable)

(1) Under statutory accounting principles (“SAP”), reserves are stated net of reinsurance recoverable whereas under U.S. generally accepted accounting principles (“GAAP”), reserves are stated gross of reinsurance recoverable.

The Company experienced unfavorable development of approximately $3 million on the 2012 and prior accident years' loss and loss adjustment expense reserves due primarily to Florida claims that were re-opened from prior years due to a state supreme court ruling that was adverse to the insurance industry. See “Critical Accounting Policies and Estimates-Reserves” in “Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.”

For 2011, the Company experienced unfavorable development of approximately $79 million on prior accident years' loss and loss adjustment expense reserves due primarily to an increase in the estimated loss severity for California BI losses. In addition, the Company experienced unfavorable development on the run-off of California commercial taxi business and Florida homeowners lines of business, both of which the Company ceased writing in 2011.

For the years 2008 through 2010, the Company experienced unfavorable development of approximately $19 million to $67 million on prior accident years’ losses and loss adjustment expense reserves. The unfavorable development was primarily due to increases in the estimated loss severity for California BI losses, increases in PIP reserves in Florida resulting from court decisions that

were adverse to the insurance industry, and development on 2007 and prior accident years in New Jersey BI reserves that settled for more than anticipated. These were partially offset by reductions in estimates for loss adjustment expenses, particularly for the 2010 accident year, related to the transfer of a higher proportion of litigated claims to house counsel and a reduction in the estimate for Florida sinkhole claims for accident year 2010, resulting from many of those claims being denied due to the absence of sinkhole activity or structural damage to the houses.

For the years 2005 through 2007, the Company experienced unfavorable development of approximately $111 million to $166 million on prior accident years' losses and loss adjustment expense reserves. The unfavorable development from these years related primarily to increases in loss severity estimates and loss adjustment expense estimates for the California BI coverage as well as increases in the provision for BI and PIP losses in New Jersey and Florida.

For 2004, the unfavorable development related to an increase in the Company's prior accident years' loss estimates for personal automobile insurance in Florida and New Jersey. In addition, an increase in estimates for loss severity for the 2004 accident year reserves for California and New Jersey automobile lines of business contributed to the deficiencies.

For 2003, the favorable development largely related to lower inflation than originally expected on the BI coverage reserves for the California automobile line of insurance. In addition, the Company experienced a reduction in expenditures to outside legal counsel for the defense of personal automobile claims in California. This led to a reduction in the ultimate expense amount expected to be paid out and therefore favorable development in the reserves at December 31, 2003, partially offset by unfavorable development in the Florida automobile lines of business.

Statutory Accounting Principles

The Company's results are reported in accordance with GAAP, which differ in some respects from amounts reported under SAP prescribed by insurance regulatory authorities. Some of the significant differences under GAAP are described below:

- Policy acquisition costs such as commissions, premium taxes, and other costs that vary with and are primarily related to the successful acquisition of new and renewal insurance contracts, are capitalized and amortized on a pro rata basis over the period in which the related premiums are earned, rather than expensed as incurred, as required by SAP.
- Certain assets are included in the consolidated balance sheets whereas, under SAP, such assets are designated as "nonadmitted assets," and charged directly against statutory surplus. These assets consist primarily of premium receivables outstanding more than 90 days, deferred tax assets that do not meet statutory requirements for recognition, furniture, equipment, leasehold improvements, capitalized software, and prepaid expenses.
- Amounts related to ceded reinsurance are shown gross as prepaid reinsurance premiums and reinsurance recoverables, rather than netted against unearned premium reserves and losses and loss adjustment expenses reserves, respectively, as required by SAP.
- Fixed-maturity securities are reported at fair value rather than at amortized cost, or the lower of amortized cost or fair value, depending on the specific type of security as required by SAP.
- Equity securities are marked to market through the consolidated statements of operations rather than through unrealized gains and losses in surplus, as required by SAP.
- Goodwill is reported as the excess of cost of an acquired entity over the fair value of the underlying assets and assessed periodically for impairment. Intangible assets are amortized over their useful lives. Under SAP, goodwill is reported as the excess of cost of an acquired entity over the statutory book value and amortized over 10 years. Its carrying value is limited to 10% of adjusted surplus. Intangible assets are not recognized.
- The differing treatment of income and expense items results in a corresponding difference in federal income tax expense. Changes in deferred income taxes are reflected as an item of income tax benefit or expense, rather than recorded directly to statutory surplus as regards policyholders, as required by SAP. Admittance testing under SAP may result in a charge to unassigned surplus for non-admitted portions of deferred tax assets. Under GAAP, a valuation allowance may be recorded against the deferred tax assets and reflected as an expense.
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Certain assessments paid to regulatory agencies that are recoverable from policyholders in future periods are expensed rather than recorded as receivables under SAP.

Operating Ratios (SAP basis)

Loss and Expense Ratios

Loss and expense ratios are used to interpret the underwriting experience of property and casualty insurance companies. Under SAP, losses and loss adjustment expenses are stated as a percentage of premiums earned because losses occur over the life of a policy, while underwriting expenses are stated as a percentage of premiums written rather than premiums earned because most underwriting expenses are incurred when policies are written and are not spread over the policy period. The statutory underwriting profit margin is the extent to which the combined loss and expense ratios are less than 100%. The Insurance Companies' loss ratio, expense ratio, combined ratio, and the private passenger automobile industry combined ratio, on a statutory basis, are shown in the following table. Though the Insurance Companies' ratios include lines of insurance other than private passenger automobile, which represent 20.9% of premiums written, the Company believes its ratios can be compared to the industry ratios included in the following table.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Loss Ratio	72.7 %	76.1 %	71.2 %	71.0 %	67.8 %
Expense Ratio	27.2 %	26.7 %	27.4 %	29.1 %	28.6 %
Combined Ratio	99.9 %	102.8 %	98.6 %	100.1 %	96.4 %
Industry combined ratio (all writers)[1]	100.8 %[2]	101.3 %	101.6 %	100.4 %	100.8 %
Industry combined ratio (excluding direct writers)[1]	N/A	102.6 %	101.1 %	101.1 %	100.5 %

(1) Source: A.M. Best, Aggregates & Averages (2010 through 2013), for all property and casualty insurance companies (private passenger automobile line only, after policyholder dividends).

(2) Source: A.M. Best, "Best's Special Report U.S. Property/Casualty-Review & Preview, February 4, 2014."

Premiums to Surplus Ratio

The following table presents, for the periods indicated, the Insurance Companies' statutory ratios of net premiums written to policyholders' surplus. Guidelines established by the National Association of Insurance Commissioners (the "NAIC") indicate that this ratio should be no greater than 3 to 1.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(Amounts in thousands, except ratios)				
Net premiums written	$2,728,999	$2,651,731	$2,575,383	$2,555,481	$2,589,972
Policyholders' surplus	$1,528,682	$1,440,973	$1,497,609	$1,322,270	$1,517,864
Ratio	1.8 to 1	1.8 to 1	1.7 to 1	1.9 to 1	1.7 to 1

Investments

The Company's investments are directed by the Chief Investment Officer under the supervision of the Board of Directors. The Company's investment strategy emphasizes safety of principal and consistent income generation, within a total return framework. The investment strategy has historically focused on maximizing after-tax yield with a primary emphasis on maintaining a well diversified, investment grade, fixed income portfolio to support the underlying liabilities and achieve a return on capital and profitable growth. The Company believes that investment yield is maximized by selecting assets that perform favorably on a long-term basis and by disposing of certain assets to enhance after-tax yield and minimize the potential effect of downgrades and defaults. The Company believes that this strategy maintains the optimal investment performance necessary to sustain investment income over time. The Company's portfolio management approach utilizes a market risk and asset allocation strategy as the primary basis for the allocation of interest sensitive, liquid and credit assets as well as for monitoring credit exposure and diversification requirements. Within the ranges set by the asset allocation strategy, tactical investment decisions are made in consideration of prevailing market conditions.

Tax considerations, including the impact of the alternative minimum tax (“AMT”), are important in portfolio management. Changes in loss experience, growth rates, and profitability produce significant changes in the Company’s exposure to AMT liability, requiring appropriate shifts in the investment asset mix between taxable bonds, tax-exempt bonds, and equities in order to maximize after-tax yield. The Company closely monitors the timing and recognition of capital gains and losses and

the generation of ordinary income to maximize the realization of any deferred tax assets arising from capital losses or AMT credit carryforwards, respectively. The Company had no capital loss carryforward at December 31, 2013.

Investment Portfolio

The following table presents the composition of the Company's total investment portfolio:

	December 31,					
	2013		2012		2011	
	Cost[(1)]	Fair Value	Cost[(1)]	Fair Value	Cost[(1)]	Fair Value
			(Amounts in thousands)			
Taxable bonds	$329,521	$331,506	$253,175	$265,671	$166,295	$180,257
Tax-exempt state and municipal bonds	2,193,521	2,229,147	2,017,728	2,142,683	2,179,325	2,265,332
Total fixed maturities	2,523,042	2,560,653	2,270,903	2,408,354	2,345,620	2,445,589
Equity securities	223,933	281,883	475,959	477,088	388,417	380,388
Short-term investments	315,886	315,776	294,607	294,653	236,433	236,444
Total investments	$3,062,861	$3,158,312	$3,041,469	$3,180,095	$2,970,470	$3,062,421

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(1) Fixed maturities and short-term bonds at amortized cost; and equities and other short-term investments at cost.

The Company applies the fair value option to all fixed maturity and equity securities and short-term investments at the time the eligible item is first recognized. For more detailed discussion, see "Liquidity and Capital Resources—Invested Assets" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 2 of Notes to Consolidated Financial Statements.

At December 31, 2013, 70.6% of the Company's total investment portfolio at fair value and 87.1% of its total fixed maturity investments at fair value were invested in tax-exempt state and municipal bonds. For more detailed information including credit ratings, see "Liquidity and Capital Resources—Portfolio Composition" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

The nominal average maturity of the overall bond portfolio was 13.3 years (12.1 years including short-term instruments) at December 31, 2013. The portfolio is heavily weighted in investment grade tax-exempt municipal bonds. Fixed maturity investments purchased by the Company typically have call options attached, which further reduce the duration of the asset as interest rates decline. The call-adjusted average maturity of the overall bond portfolio was 5.2 years (4.7 years including short-term instruments) at December 31, 2013 related to holdings which are heavily weighted with high coupon issues that are expected to be called prior to maturity. The modified duration of the overall bond portfolio reflecting anticipated early calls was 3.9 years (3.6 years including short-term instruments) at December 31, 2013, including collateralized mortgage obligations with a modified duration of 2.3 years and short-term bonds that carry no duration. Modified duration measures the length of time it takes, on average, to receive the present value of all the cash flows produced by a bond, including reinvestment of interest. As it measures four factors (maturity, coupon rate, yield, and call terms) which determine sensitivity to changes in interest rates, modified duration is considered a better indicator of price volatility than simple maturity alone. The longer the duration, the more sensitive the asset is to market interest rate fluctuations.

Equity holdings consist of non-redeemable preferred stocks, common stocks on which dividend income is partially tax-sheltered by the 70% corporate dividend received deduction, and a partnership interest in a private credit fund. During the second half of 2013, the Company sold a significant portion of its equity portfolio to improve the asset risk profile in its insurance subsidiaries and to lock in and realize gains that resulted from the large stock market appreciation that occurred during 2013. Those gains can be utilized to offset capital losses for tax purposes within the next three years.

At year end, 83.3% of short-term investments consisted of highly rated short-duration securities redeemable on a daily or weekly basis. The Company does not have any direct equity investment in sub-prime lenders.

Investment Results

The following table presents the investment results of the Company for the most recent five years:

	Year Ended December 31,				
	2013	2012	2011	2010	2009
		(Amounts in thousands)			
Average invested assets at cost[1]	$3,028,198	$3,011,143	$3,004,588	$3,121,366	$3,196,944
Net investment income[2]					
Before income taxes	$124,538	$131,896	$140,947	$143,814	$144,949
After income taxes	$109,506	$115,359	$124,708	$128,888	$130,070
Average annual yield on investments[2]					
Before income taxes	4.1 %	4.4 %	4.7 %	4.6 %	4.5 %
After income taxes	3.6 %	3.8 %	4.2 %	4.1 %	4.1 %
Net realized investment (losses) gains after income taxes	$(7,424)	$43,147	$37,958	$37,108	$225,189

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(1) Fixed maturities and short-term bonds at amortized cost; and equities and other short-term investments at cost. Average invested assets at cost are based on the monthly amortized cost of the invested assets for each respective period.

(2) Net investment income and average annual yield decreased primarily due to the maturity and replacement of higher yielding investments purchased when market interest rates were higher, with lower yielding investments purchased during a low interest rate environment.

Competitive Conditions

The Company operates in the highly competitive property and casualty insurance industry subject to competition on pricing, claims handling, consumer recognition, coverage offered and product features, customer service, and geographic coverage. Some of the Company’s competitors are larger and well-capitalized national companies which have broad distribution networks of employed or captive agents.

Reputation for customer service and price are the principal means by which the Company competes with other insurers. In addition, the marketing efforts of independent agents can provide a competitive advantage. Based on the most recent regularly published statistical compilations of premiums written in 2013, the Company was the fifth largest writer of private passenger automobile insurance in California and the thirteenth largest in the United States.

The property and casualty insurance industry is highly cyclical, with alternating hard and soft market conditions. The Company has historically seen significant premium growth during hard markets. The Company believes that the market is mixed with carriers both raising and decreasing rates depending on individual state profitability and the carriers’ growth appetite.

Reinsurance

The Company entered into a Catastrophe Reinsurance Treaty (“Treaty”) effective July 1, 2013 through June 30, 2014. The Treaty provides for $100 million coverage on a per occurrence basis after covered catastrophe losses exceed a $100 million Company retention limit. The Treaty provides coverage for property and automobile physical damage and excludes losses from earthquake, fire following earthquake, and Florida automobile physical damage. The annual premium is $4.25 million.

The Company has reinsurance for PIP claims in Michigan through the Michigan Catastrophic Claims Association, a private non-profit unincorporated association created by the Michigan Legislature. The reinsurance covers losses in excess of $530,000 per person and has no maximum limit. Michigan law provides for unlimited lifetime coverage for medical costs caused by automobile accidents.

For California homeowners policies, the Company has reduced its catastrophe exposure from earthquakes by placing earthquake risks directly with the California Earthquake Authority (“CEA”). However, the Company continues to have catastrophe exposure to fires following an earthquake. For more detailed discussion, see “Regulation—Insurance Assessments.”

The Company carries a commercial umbrella reinsurance treaty and seeks facultative arrangements for large property risks. In addition, the Company has other reinsurance in force that is not material to the consolidated financial statements. If any reinsurers

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are unable to perform their obligations under a reinsurance treaty, the Company will be required, as primary insurer, to discharge all obligations to its policyholders in their entirety.

Regulation

The Insurance Companies are subject to significant regulation and supervision by insurance departments of the jurisdictions in which they are domiciled or licensed to operate business.

Department of Insurance Oversight

The powers of the DOI in each state primarily include the prior approval of insurance rates and rating factors and the establishment of capital and surplus requirements, solvency standards, restrictions on dividend payments and transactions with affiliates. DOI regulations and supervision are designed principally to benefit policyholders rather than shareholders.

California Proposition 103 requires that property and casualty insurance rates be approved by the California DOI prior to their use and that no rate be approved which is excessive, inadequate, unfairly discriminatory, or otherwise in violation of the provisions of the initiative. The proposition specifies four statutory factors required to be applied in "decreasing order of importance" in determining rates for private passenger automobile insurance: (1) the insured's driving safety record, (2) the number of miles the insured drives annually, (3) the number of years of driving experience of the insured and (4) whatever optional factors are determined by the California DOI to have a substantial relationship to risk of loss and are adopted by regulation. The statute further provides that insurers are required to give at least a 20% discount to "good drivers," as defined, from rates that would otherwise be charged to such drivers and that no insurer may refuse to insure a "good driver." The Company's rate plan operates under these rating factor regulations.

The Company filed for a 3.9% rate increase for its California homeowners line of business in May 2009. After a rate hearing by an Administrative Law Judge ("ALJ"), the Company was ordered by the California Insurance Commissioner to reduce rates by 5.5%, which was implemented during the second quarter of 2013. The Company is challenging in Superior Court some of the issues that were raised by the ALJ in the rate hearing. The Company subsequently filed for a rate increase that contained more recent data, and an 8.26% rate increase was approved by the California Insurance Commissioner. The rate increase went into effect in January 2014.

In January 2013, the California DOI approved an auto body repair regulation intended to strengthen consumer protection. This regulation requires insurers to settle automobile insurance claims using repair standards described by the regulation and not by the insurers' own standards. The new ruling became effective in March 2013. While the impact of the new ruling was minimal during 2013, it may increase the cost of parts for auto repairs in the future.

Insurance rates in Georgia, New York, New Jersey, Pennsylvania, and Nevada require prior approval from the state DOI, while insurance rates in Illinois, Texas, Virginia, Arizona, and Michigan must only be filed with the respective DOI before they are implemented. Oklahoma and Florida have a modified version of prior approval laws. In all states, the insurance code provides that rates must not be excessive, inadequate, or unfairly discriminatory.

The DOI in each state in which the Company operates is responsible for conducting periodic financial and market conduct examinations of the Insurance Companies in their states. Market conduct examinations typically review compliance with insurance statutes and regulations with respect to rating, underwriting, claims handling, billing, and other practices. The following table presents a summary of current financial and market conduct examinations:

State	Exam Type	Period Under Review	Status
CA	Financial	2011 to 2013	Fieldwork will begin in the first quarter of 2014.
FL	Financial	2011 to 2013	Fieldwork will begin in the first quarter of 2014.
TX	Financial	2011 to 2013	Fieldwork will begin in the first quarter of 2014.
CA	Market Conduct	2012 to 2013	Fieldwork will begin in the first quarter of 2014.

During the course of and at the conclusion of these examinations, the examining DOI generally reports findings to the Company, and none of the findings reported to date is expected to be material to the Company's financial position.

For a discussion of current regulatory matters in California, see "Regulatory and Legal Matters" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

The operations of the Company are dependent on the laws of the states in which it does business and changes in those laws can materially affect the revenue and expenses of the Company. The Company retains its own legislative advocates in California. The Company made direct financial contributions of $18,100 and $237,400 to officeholders and candidates in 2013 and 2012, respectively. The Company believes in supporting the political process and intends to continue to make such contributions in amounts which it determines to be appropriate.

Risk-Based Capital

The Insurance Companies must comply with minimum capital requirements under applicable state laws and regulations. The risk-based capital ("RBC") formula is used by insurance regulators to monitor capital and surplus levels. It was designed to capture the widely varying elements of risks undertaken by writers of different lines of insurance having differing risk characteristics, as well as writers of similar lines where differences in risk may be related to corporate structure, investment policies, reinsurance arrangements, and a number of other factors. The Company periodically monitors the RBC level of each of the Insurance Companies. As of December 31, 2013, 2012, and 2011 each of the Insurance Companies exceeded the minimum required RBC levels, as determined by the NAIC and adopted by the state insurance regulators. None of the Insurance Companies' RBC ratio was less than 500% of the authorized control level RBC as of December 31, 2013, 2012, and 2011, respectively. Generally, an RBC ratio of 200% or less would require some form of regulatory or company action.

Own Risk and Solvency Assessment

Beginning in 2015, insurance companies will be required to file an Own Risk and Solvency Assessment ("ORSA") with the insurance regulators in their state of domicile. The ORSA is required to cover, among many items, a company's risk management policies, the material risks to which the company is exposed, how the company measures, monitors, manages and mitigates material risks, and how much economic and regulatory capital is needed to continue to operate in a strong and healthy manner. The ORSA will be used by the state insurance regulator to evaluate the risk exposure and quality of the risk management processes within the insurance companies to assist in conducting risk-focused financial examinations and for determining the overall financial condition of the insurance company.

Insurance Assessments

The California Insurance Guarantee Association ("CIGA") was created to pay claims on behalf of insolvent property and casualty insurers. Each year, these claims are estimated by CIGA and the Company is assessed for its pro-rata share based on prior year California premiums written in the particular line. These assessments are limited to 2.25% of premiums written in the preceding year and are recouped through a mandated surcharge to policyholders in the year after the assessment. There were no CIGA assessments in 2013.

During 2013, the Company paid approximately $1.5 million in assessments to the New Jersey Unsatisfied Claim and Judgment Fund and the New Jersey Property-Liability Insurance Guaranty Association for assessments relating to its personal automobile line of insurance. As permitted by state law, the New Jersey assessments paid during 2013 are recoupable through a surcharge to policyholders. It is likely that there will be additional assessments in 2014.

The CEA is a quasi-governmental organization that was established to provide a market for earthquake coverage to California homeowners. The Company places all new and renewal earthquake coverage offered with its homeowner policy directly with the CEA. The Company receives a small fee for placing business with the CEA, which is recorded as other revenue in the consolidated statements of operations. Upon the occurrence of a major seismic event, the CEA has the ability to assess participating companies for losses. These assessments are made after CEA capital has been expended and are based upon each company's participation percentage multiplied by the amount of the total assessment. Based upon the most recent information provided by the CEA, the Company's maximum total exposure to CEA assessments at April 1, 2013, the most recent date at which information was available, was $60.4 million. There was no assessment made in 2013.

The Insurance Companies in other states are also subject to the provisions of similar insurance guaranty associations. There were no material assessment payments during 2013 in other states.

Holding Company Act

The California Companies are subject to California DOI regulation pursuant to the provisions of the California Insurance Holding Company System Regulatory Act (the “Holding Company Act”). The California DOI may examine the affairs of each of the California Companies at any time. The Holding Company Act requires disclosure of any material transactions among affiliates within a Holding Company System. Some transactions and dividends defined to be of an “extraordinary” type may not be made if the California DOI disapproves the transaction within 30 days after notice. Such transactions include, but are not limited to, extraordinary dividends; management agreements, service contracts, and cost-sharing arrangements; all guarantees that are not

quantifiable; derivative transactions or series of derivative transactions; certain reinsurance transactions or modifications thereof in which the reinsurance premium or a change in the insurer's liabilities equals or exceeds 5 percent of the policyholders' surplus as of the preceding December 31; sales, purchases, exchanges, loans, and extensions of credit; and investments, in the net aggregate, involving more than the lesser of 3% of the respective California Companies' admitted assets or 25% of statutory surplus as regards policyholders as of the preceding December 31. An extraordinary dividend is a dividend which, together with other dividends or distributions made within the preceding 12 months, exceeds the greater of 10% of the insurance company's statutory policyholders' surplus as of the preceding December 31 or the insurance company's statutory net income for the preceding calendar year.

An insurance company is also required to notify the California DOI of any dividend after declaration, but prior to payment. There are similar limitations imposed by other states on the Insurance Companies' ability to pay dividends. As of December 31, 2013, the Insurance Companies are permitted to pay in 2014, without obtaining DOI approval for extraordinary dividends, $260.2 million in dividends to Mercury General, of which $238.1 million may be paid by the California Companies.

The Holding Company Act also provides that the acquisition or change of "control" of a California domiciled insurance company or of any person who controls such an insurance company cannot be consummated without the prior approval of the California DOI. In general, a presumption of "control" arises from the ownership of voting securities and securities that are convertible into voting securities, which in the aggregate constitute 10% or more of the voting securities of a California insurance company or of a person that controls a California insurance company, such as Mercury General. A person seeking to acquire "control," directly or indirectly, of the Company must generally file with the California DOI an application for change of control containing certain information required by statute and published regulations and provide a copy of the application to the Company. The Holding Company Act also effectively restricts the Company from consummating certain reorganizations or mergers without prior regulatory approval.

Each of the Insurance Companies is subject to holding company regulations in the state in which it is domiciled. These provisions are substantially similar to those of the Holding Company Act.

Assigned Risks

Automobile liability insurers in California are required to sell BI liability, property damage liability, medical expense, and uninsured motorist coverage to a proportionate number (based on the insurer's share of the California automobile casualty insurance market) of those drivers applying for placement as "assigned risks." Drivers seek placement as assigned risks because their driving records or other relevant characteristics, as defined by Proposition 103, make them difficult to insure in the voluntary market. In 2013, assigned risks represented less than 0.1% of total automobile direct premiums written and less than 0.1% of total automobile direct premium earned. The Company attributes the low level of assignments to the competitive voluntary market. Many of the other states in which the Company conducts business offer programs similar to that of California. These programs are not a significant contributor to the business written in those states.

Executive Officers of the Company

The following table presents certain information concerning the executive officers of the Company as of February 3, 2014:

Name	Age	Position
George Joseph	92	Chairman of the Board
Gabriel Tirador	49	President and Chief Executive Officer
Allan Lubitz	55	Senior Vice President and Chief Information Officer
Douglas Menges	55	Senior Vice President and Chief Claims Officer
Theodore R. Stalick	50	Senior Vice President and Chief Financial Officer
Christopher Graves	48	Vice President and Chief Investment Officer

Robert Houlihan	57	Vice President and Chief Product Officer
Kenneth G. Kitzmiller	67	Vice President and Chief Underwriting Officer
Brandt N. Minnich	47	Vice President—Marketing
Heidi C. Sullivan	45	Vice President—Human Capital
Charles Toney	52	Vice President and Chief Actuary
Judy A. Walters	67	Vice President—Corporate Affairs and Secretary

Mr. Joseph, Chairman of the Board of Directors, has served in this capacity since 1961. He held the position of Chief Executive Officer of the Company for 45 years from 1961 through December 2006. Mr. Joseph has more than 50 years' experience in the property and casualty insurance business.

Mr. Tirador, President and Chief Executive Officer, served as the Company's assistant controller from 1994 to 1996. In 1997 and 1998, he served as the Vice President and Controller of the Automobile Club of Southern California. He rejoined the Company in 1998 as Vice President and Chief Financial Officer. He was appointed President and Chief Operating Officer in October 2001 and Chief Executive Officer in January 2007. Mr. Tirador has over 20 years experience in the property and casualty insurance industry and is an inactive Certified Public Accountant.

Mr. Lubitz, Senior Vice President and Chief Information Officer, joined the Company in January 2008. Prior to joining the Company, he served as Senior Vice President and Chief Information Officer of Option One Mortgage from 2003 to 2007. He held executive roles including Chief Information Officer of Ditech Mortgage and President of ANR Consulting Group from 2000 to 2003. Prior to 2000, he held several positions at TRW, Experian, and First American Corporation, most recently as a Senior Vice President and Chief Information Officer.

Mr. Menges, Senior Vice President and Chief Claims Officer, joined the Company in August 2013. Prior to joining the Company, he served as Senior Vice President of Auto Claims at Farmers Insurance from 2008 to 2013 and served in other operational positions at Farmers Insurance from 1997 to 2008.

Mr. Stalick, Senior Vice President and Chief Financial Officer, joined the Company as Corporate Controller in 1997. He was appointed Chief Accounting Officer in October 2000 and Vice President and Chief Financial Officer in October 2001. In July 2013, he was named Senior Vice President and Chief Financial Officer. Mr. Stalick is an inactive Certified Public Accountant.

Mr. Graves, Vice President and Chief Investment Officer, has been employed by the Company in the investment department since 1986. Mr. Graves was appointed Chief Investment Officer in 1998, and named Vice President in April 2001.

Mr. Houlihan, Vice President and Chief Product Officer, joined the Company in his current position in November 2007. Prior to joining the Company, he served as National Product Manager at Bristol West Insurance Group from 2005 to 2007 and Product Manager at Progressive Insurance Company from 1999 to 2005.

Mr. Kitzmiller, Vice President and Chief Underwriting Officer, has been employed by the Company in the underwriting department since 1972. Mr. Kitzmiller was appointed Vice President in 1991, and named Chief Underwriting Officer in January 2010.

Mr. Minnich, Vice President—Marketing, joined the Company as an underwriter in 1989. In 2007, he joined Superior Access Insurance Services as Director of Agency Operations and rejoined the Company as an Assistant Product Manager in 2008. In 2009, he was named Senior Director of Marketing, a role he held until appointed to his current position later in 2009. Mr. Minnich has over 20 years experience in the property and casualty insurance industry and is a Chartered Property and Casualty Underwriter.

Ms. Sullivan, Vice President—Human Capital, joined the Company in September 2012. Prior to joining the Company, she served as Senior Vice President, Human Capital for Arcadian Health Plan from 2008 to 2012. Prior to 2008, she held various leadership positions at Kaiser Permanente, Progressive Insurance, and Score Educational Centers.

Mr. Toney, Vice President and Chief Actuary, joined the Company in 1984 as a programmer/analyst. In 1994, he earned his Fellowship in the Casualty Actuarial Society and was appointed to his current position. In 2011, he became a board member of the Personal Insurance Federation of California. Mr. Toney is Mr. Joseph's nephew.

Ms. Walters, Vice President—Corporate Affairs and Secretary, has been employed by the Company since 1967, and has served as its Secretary since 1982. Ms. Walters was named Vice President—Corporate Affairs in 1998.

Item 1A. Risk Factors

The Company's business involves various risks and uncertainties in addition to the normal risks of business, some of which are discussed in this section. It should be noted that the Company's business and that of other insurers may be adversely affected by a downturn in general economic conditions and other forces beyond the Company's control. In addition, other risks and uncertainties not presently known or that the Company currently believes to be immaterial may also adversely affect the Company's business. Any such risks or uncertainties, or any of the following risks or uncertainties, that develop into actual events could result in a material and adverse effect on the Company's business, financial condition, results of operations, or liquidity.

The information discussed below should be considered carefully with the other information contained in this Annual Report on Form 10-K and the other documents and materials filed by the Company with the SEC, as well as news releases and other information publicly disseminated by the Company from time to time.

Risks Related to the Company's Business

The Company remains highly dependent upon California and several other key states to produce revenues and operating profits.

For the year ended December 31, 2013, the Company generated 79.9% of its direct automobile insurance premiums written in California and 6.9% in Florida. The Company's financial results are subject to prevailing regulatory, legal, economic, demographic, competitive, and other conditions in these states and changes in any of these conditions could negatively impact the Company's results of operations.

Mercury General is a holding company that relies on regulated subsidiaries for cash operating profits to satisfy its obligations.

As a holding company, Mercury General maintains no operations that generate revenue sufficient to pay operating expenses, shareholders' dividends, or principal or interest on its indebtedness. Consequently, Mercury General relies on the ability of the Insurance Companies, particularly the California Companies, to pay dividends for Mercury General to meet its obligations. The ability of the Insurance Companies to pay dividends is regulated by state insurance laws, which limit the amount of, and in certain circumstances may prohibit the payment of, cash dividends. Generally, these insurance regulations permit the payment of dividends only out of earned surplus in any year which, together with other dividends or distributions made within the preceding 12 months, do not exceed the greater of 10% of statutory surplus as of the end of the preceding year or the net income for the preceding year, with larger dividends payable only after receipt of prior regulatory approval. The inability of the Insurance Companies to pay dividends in an amount sufficient to enable the Company to meet its cash requirements at the holding company level could have a material adverse effect on the Company's results of operations, financial condition, and its ability to pay dividends to its shareholders.

The Insurance Companies are subject to minimum capital and surplus requirements, and any failure to meet these requirements could subject the Insurance Companies to regulatory action.

The Insurance Companies are subject to risk-based capital standards and other minimum capital and surplus requirements imposed under applicable laws of their state of domicile. The risk-based capital standards, based upon the Risk-Based Capital Model Act adopted by the NAIC, require the Insurance Companies to report their results of RBC calculations to state departments of insurance and the NAIC. If any of the Insurance Companies fails to meet these standards and requirements, the DOI regulating such subsidiary may require specified actions by the subsidiary.

The Company's success depends on its ability to accurately underwrite risks and to charge adequate premiums to policyholders.

The Company's financial condition, results of operations, and liquidity depend on its ability to underwrite and set premiums accurately for the risks it assumes. Premium rate adequacy is necessary to generate sufficient premium to offset losses, loss adjustment expenses, and underwriting expenses and to earn a profit. In order to price its products accurately, the Company must collect and properly analyze a substantial volume of data; develop, test, and apply appropriate rating formulae; closely monitor and timely recognize changes in trends; and project both severity and frequency of losses with reasonable accuracy. The Company's ability to undertake these efforts successfully, and as a result, price accurately, is subject to a number of risks and uncertainties, including but not limited to:

- availability of sufficient reliable data;
- incorrect or incomplete analysis of available data;
- uncertainties inherent in estimates and assumptions, generally;
- selection and application of appropriate rating formulae or other pricing methodologies;
- successful innovation of new pricing strategies;

- recognition of changes in trends and in the projected severity and frequency of losses;
- the Company’s ability to forecast renewals of existing policies accurately;
- unanticipated court decisions, legislation or regulatory action;

- ongoing changes in the Company's claim settlement practices;
- changes in operating expenses;
- changing driving patterns;
- extra-contractual liability arising from bad faith claims;
- weather catastrophes, including those which may be related to climate change;
- losses from sinkhole claims;
- unexpected medical inflation; and
- unanticipated inflation in auto repair costs, auto parts prices, and used car prices.

Such risks may result in the Company's pricing being based on outdated, inadequate or inaccurate data, or inappropriate analyses, assumptions or methodologies, and may cause the Company to estimate incorrectly future changes in the frequency or severity of claims. As a result, the Company could underprice risks, which would negatively affect the Company's margins, or it could overprice risks, which could reduce the Company's volume and competitiveness. In either event, the Company's financial condition, results of operations, and liquidity could be materially adversely affected.

The Company's insurance rates are subject to prior approval by the departments of insurance in most of the states in which the Company operates, and to political influences.
In most of the states in which it operates, the Company must obtain the DOI's prior approval of insurance rates charged to its customers, including any increases in those rates. If the Company is unable to receive approval of the rate changes it requests, or if such approval is delayed, the Company's ability to operate its business in a profitable manner may be limited and its financial condition, results of operations, and liquidity may be adversely affected. Additionally, in California, the law allows for consumer groups to intervene in rate filings, which frequently causes delays in the timeliness of rate approvals and implementation of rate changes and can impact the rate that is ultimately approved.

From time to time, the auto insurance industry comes under pressure from state regulators, legislators, and special interest groups to reduce, freeze, or set rates at levels that do not correspond with underlying costs, in the opinion of the Company's management. The homeowners insurance business faces similar pressure, particularly as regulators in catastrophe-prone states seek an acceptable methodology to price for catastrophe exposure. In addition, various insurance underwriting and pricing criteria regularly come under attack by regulators, legislators, and special interest groups. The result could be legislation, regulations, or new interpretations of existing regulations that adversely affect the Company's business, financial condition, and results of operations.

The effects of emerging claim and coverage issues on the Company's business are uncertain and may have an adverse effect on the Company's business.
As industry practices and legal, judicial, social, and other environmental conditions change, unexpected and unintended issues related to claims and coverage may emerge. These issues may adversely affect the Company's business by either extending coverage beyond its underwriting intent or by increasing the number or size of claims. In some instances, these changes may not become apparent until sometime after the Company has issued insurance policies that are affected by the changes. As a result, the full extent of liability under the Company's insurance policies may not be known for many years after a policy is issued.

Loss of, or significant restriction on, the use of credit scoring in the pricing and underwriting of personal lines products could reduce the Company's future profitability.
The Company uses credit scoring as a factor in pricing and underwriting decisions where allowed by state law. Some consumer groups and regulators have questioned whether the use of credit scoring unfairly discriminates against some groups of people and are seeking to prohibit or restrict the use of credit scoring in underwriting and pricing. Laws or regulations that significantly curtail or regulate the use of credit scoring, if enacted in a large number of states in which the Company operates, could negatively impact the Company's future results of operations.

If the Company cannot maintain its A.M. Best ratings, it may not be able to maintain premium volume in its insurance operations sufficient to attain the Company's financial performance goals.

The Company's ability to retain its existing business or to attract new business in its Insurance Companies is affected by its rating by A.M. Best Company. A.M. Best Company currently rates all of the Insurance Companies with sufficient operating history to be rated as either A+ (Superior) or A- (Excellent). If the Company is unable to maintain its A.M. Best ratings, the

Company may not be able to grow its premium volume sufficiently to attain its financial performance goals, and the result may adversely affect the Company's business, financial condition, and results of operations.

The Company may require additional capital in the future, which may not be available or may only be available on unfavorable terms.
The Company's future capital requirements depend on many factors, including its ability to underwrite new business successfully, its ability to establish premium rates and reserves at levels sufficient to cover losses, the success of its expansion plans and the performance of its investment portfolio. The Company may need to raise additional funds through equity or debt financing, sales of all or a portion of its investment portfolio or other assets. Any equity or debt financing, if available at all, may not be available on terms that are favorable to the Company. In the case of equity financing, the Company's shareholders could experience dilution. In addition, such securities may have rights, preferences, and privileges that are senior to those of the Company's current shareholders. If the Company cannot obtain adequate capital on favorable terms or at all, its business, financial condition, and results of operations could be adversely affected.

Funding for the Company's future growth may depend upon obtaining new financing, which may be difficult to obtain.
To accommodate the Company's expected future growth, the Company may require funding in addition to cash provided from current operations. The Company's ability to obtain financing may be constrained by economic conditions affecting global financial markets at the time the Company seeks additional financing. In addition, financial strength and claims-paying ability ratings have become an increasingly important factor in the Company's ability to access capital markets. Rating agencies assign ratings based upon an evaluation of an insurance company's ability to meet its financial obligations. The Company's current financial strength rating with Fitch is A. If the Company were to seek financing through the capital markets in the future, it may need to apply for Standard and Poor's and Moody's ratings. The ratings could limit the Company's access to the capital markets or adversely affect pricing of new debt sought in the capital markets. If the Company is unable to obtain necessary financing, it may be unable to take advantage of opportunities with potential business partners or new products or to otherwise expand its business as planned.

Changes in market interest rates or defaults may have an adverse effect on the Company's investment portfolio, which may adversely affect the Company's financial results.
The Company's financial results are affected, in part, by the performance of its investment portfolio. The Company's investment portfolio contains interest rate sensitive-investments, such as municipal and corporate bonds. Increases in market interest rates may have an adverse impact on the value of the investment portfolio by decreasing the value of fixed income securities. Declining market interest rates could have an adverse impact on the Company's investment income as it invests positive cash flows from operations and as it reinvests proceeds from maturing and called investments in new investments that could yield lower rates than the Company's investments have historically generated. Defaults in the Company's investment portfolio may produce operating losses and negatively impact the Company's results of operations.

Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions, and other factors beyond the Company's control. Market interest rates have been at historic lows for last several years as a result of government action and economic pressures from the recession in 2008 and 2009. Many observers, including the Company, believe that market interest rates will rise as the economy improves. Although the Company takes measures to manage the risks of investing in a changing interest rate environment, it may not be able to mitigate interest rate sensitivity effectively. The Company's mitigation efforts include maintaining a high quality portfolio and managing the duration of the portfolio to reduce the effect of interest rate changes. Despite its mitigation efforts, a significant change in interest rates could have a material adverse effect on the Company's financial condition and results of operations.

The Company’s valuation of financial instruments may include methodologies, estimates, and assumptions that are subject to differing interpretations and could result in changes to valuations that may materially adversely affect the Company’s financial condition or results of operations.

The Company employs a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date using the exit price. Accordingly, when market observable data are not readily available, the Company’s own assumptions are set to reflect those that market participants would be presumed to use in pricing the asset or liability at the measurement date. Assets and liabilities recorded on the consolidated balance sheets at fair value are categorized based on the level of judgment associated with the input used to measure their fair value and the level of market price observability.

During periods of market disruption, including periods of significantly changing interest rates, rapidly widening credit spreads, inactivity or illiquidity, it may be difficult to value certain of the Company's securities if trading becomes less frequent and/or market data become less observable. There may be certain asset classes in historically active markets with significant observable data that become illiquid due to changes in the financial environment. In such cases, the valuations associated with such securities may rely more on management judgment and include inputs and assumptions that are less observable or require greater estimation as well as valuation methods, which are more sophisticated or require greater estimation. The valuations generated by such methods may be different from the value at which the investments ultimately may be sold. Further, rapidly changing and unprecedented credit and equity market conditions could materially impact the valuation of securities as reported within the Company's consolidated financial statements, and the period-to-period changes in value could vary significantly. Decreases in value may have a material adverse effect on the Company's financial condition or results of operations.

Changes in the financial strength ratings of financial guaranty insurers issuing policies on bonds held in the Company's investment portfolio may have an adverse effect on the Company's investment results.
In an effort to enhance the bond rating applicable to certain bond issues, some bond issuers purchase municipal bond insurance policies from private insurers. The insurance generally guarantees the payment of principal and interest on a bond issue if the issuer defaults. By purchasing the insurance, the financial strength ratings applicable to the bonds are based on the credit worthiness of the insurer as well as the underlying credit of the bond issuer. These financial guaranty insurers are subject to DOI oversight. As the financial strength ratings of these insurers are reduced, the ratings of the insured bond issues correspondingly decrease. Although the Company has determined that the financial strength rating of the underlying bond issues in its investment portfolio are within the Company's investment policy without the enhancement provided by the insurance policies, any further downgrades in the financial strength ratings of these insurance companies or any defaults on the insurance policies written by these insurance companies may reduce the fair value of the underlying bond issues and the Company's investment portfolio or may reduce the investment results generated by the Company's investment portfolio, which could have a material adverse effect on the Company's financial condition, results of operations, and liquidity.

Deterioration of the municipal bond market in general or of specific municipal bonds held by the Company may result in a material adverse effect on the Company's financial condition, results of operations, and liquidity.
At December 31, 2013, 70.6% of the Company's total investment portfolio at fair value and 87.1% of its total fixed maturity investments at fair value were invested in tax-exempt municipal bonds. With such a large percentage of the Company's investment portfolio invested in municipal bonds, the performance of the Company's investment portfolio, including the cash flows generated by the investment portfolio is significantly dependent on the performance of municipal bonds. If the value of municipal bond markets in general or any of the Company's municipal bond holdings deteriorate, the performance of the Company's investment portfolio, financial condition, results of operations, and liquidity may be materially and adversely affected.

If the Company's loss reserves are inadequate, its business and financial position could be harmed.
The process of establishing property and liability loss reserves is inherently uncertain due to a number of factors, including underwriting quality, the frequency and amount of covered losses, variations in claims settlement practices, the costs and uncertainty of litigation, and expanding theories of liability. While the Company believes that its actuarial techniques and databases are sufficient to estimate loss reserves, the Company's approach may prove to be inadequate. If any of these contingencies, many of which are beyond the Company's control, results in loss reserves that are not sufficient to cover its actual losses, the Company's financial condition, results of operations, and liquidity may be materially adversely affected.

There is uncertainty involved in the availability of reinsurance and the collectability of reinsurance recoverable.
The Company reinsures a portion of its potential losses on the policies it issues to mitigate the volatility of the losses on its financial condition and results of operations. The availability and cost of reinsurance is subject to market conditions, which are outside of the Company's control. From time to time, market conditions have limited, and in

some cases, prevented insurers from obtaining the types and amounts of reinsurance that they consider adequate for their business needs. As a result, the Company may not be able to successfully purchase reinsurance and transfer a portion of the Company's risk through reinsurance arrangements. In addition, as is customary, the Company initially pays all claims and seeks to recover the reinsured losses from its reinsurers. Although the Company reports as assets the amount of claims paid which the Company expects to recover from reinsurers, no assurance can be given that the Company will be able to collect from its reinsurers. If the amounts actually recoverable under the Company's reinsurance treaties are ultimately determined to be less than the amount it has reported as recoverable, the Company may incur a loss during the period in which that determination is made.

The failure of any of the loss limitation methods employed by the Company could have a material adverse effect on its financial condition or results of operations.
Various provisions of the Company’s policies, such as limitations or exclusions from coverage which are intended to limit the Company’s risks, may not be enforceable in the manner the Company intends. In addition, the Company’s policies contain conditions requiring the prompt reporting of claims and the Company’s right to decline coverage in the event of a violation of that condition. While the Company’s insurance product exclusions and limitations reduce the Company’s loss exposure and help eliminate known exposures to certain risks, it is possible that a court or regulatory authority could nullify or void an exclusion or legislation could be enacted modifying or barring the use of such endorsements and limitations in a way that would adversely affect the Company’s loss experience, which could have a material adverse effect on its financial condition or results of operations.

The Company’s business is vulnerable to significant catastrophic property loss, which could have an adverse effect on its financial condition and results of operations.
The Company faces a significant risk of loss in the ordinary course of its business for property damage resulting from natural disasters, man-made catastrophes and other catastrophic events, particularly hurricanes, earthquakes, hail storms, explosions, tropical storms, fires, sinkholes, war, acts of terrorism, severe weather and other natural and man-made disasters. Such events typically increase the frequency and severity of automobile and other property claims. Because catastrophic loss events are by their nature unpredictable, historical results of operations may not be indicative of future results of operations, and the occurrence of claims from catastrophic events may result in substantial volatility in the Company’s financial condition and results of operations from period to period. Although the Company attempts to manage its exposure to such events, the occurrence of one or more major catastrophes in any given period could have a material and adverse impact on the Company’s financial condition and results of operations and could result in substantial outflows of cash as losses are paid.

The Company depends on independent agents who may discontinue sales of its policies at any time.
The Company sells its insurance policies through approximately 8,300 independent agents. The Company must compete with other insurance carriers for these agents’ business. Some competitors offer a larger variety of products, lower prices for insurance coverage, higher commissions, or more attractive non-cash incentives. To maintain its relationship with these independent agents, the Company must pay competitive commissions, be able to respond to their needs quickly and adequately, and create a consistently high level of customer satisfaction. If these independent agents find it preferable to do business with the Company’s competitors, it would be difficult to renew the Company’s existing business or attract new business. State regulations may also limit the manner in which the Company’s producers are compensated or incentivized. Such developments could negatively impact the Company’s relationship with these parties and ultimately reduce revenues.

The Company’s expansion plans may adversely affect its future profitability.
The Company intends to continue to expand its operations in several of the states in which the Company has operations and into states in which it has not yet begun operations. The intended expansion will necessitate increased expenditures. The Company expects to fund these expenditures out of cash flow from operations. The expansion may not occur, or if it does occur, may not be successful in providing increased revenues or profitability. If the Company’s cash flow from operations is insufficient to cover the increased costs of the expansion, or if the expansion does not provide the benefits anticipated, the Company’s financial condition, results of operations, and ability to grow its business may be harmed.

Any inability of the Company to realize its deferred tax assets may have a material adverse effect on the Company’s financial condition and results of operations.
The Company recognizes deferred tax assets and liabilities for the future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax credits. The Company evaluates its deferred tax assets for recoverability based on available evidence, including assumptions about future profitability and capital gain generation. Although management believes that it is more

likely than not that the deferred tax assets will be realized, some or all of the Company’s deferred tax assets could expire unused if the Company is unable to generate taxable income of an appropriate character and in a sufficient amount to utilize these tax benefits in the future. Any determination that the Company would not be able to realize all or a portion of its deferred tax assets in the future would result in a charge to earnings in the period in which the determination is made. This charge could have a material adverse effect on the Company’s results of operations and financial condition. In addition, the assumptions used to make this determination are subject to change from period-to-period based on changes in tax laws or variances between the Company’s projected operating performance and actual results. As a result, significant management judgment is required in assessing the possible need for a deferred tax asset valuation allowance. For these reasons and because changes in these assumptions and estimates can materially affect the Company’s results of operations and financial condition, management has included the assessment of a deferred tax asset valuation allowance as a critical accounting estimate.

The carrying value of the Company's goodwill and other intangible assets could be subject to an impairment write-down.

At December 31, 2013, the Company's consolidated balance sheets reflected approximately $43 million of goodwill and $42 million of other intangible assets. The Company evaluates whether events or circumstances have occurred that suggest that the fair values of its intangible assets are below their respective carrying values. The determination that the fair value of the Company's intangible assets is less than its carrying value may result in an impairment write-down. The impairment write-down would be reflected as expense and could have a material adverse effect on the Company's results of operations during the period in which it recognizes the expense. In the future, the Company may incur impairment charges related to the goodwill and other intangible assets already recorded or arising out of future acquisitions.

The Company relies on its information technology systems to manage many aspects of its business, and any failure of these systems to function properly or any interruption in their operation could result in a material adverse effect on the Company's business, financial condition, and results of operations.

The Company depends on the accuracy, reliability, and proper functioning of its information technology systems. The Company relies on these information technology systems to effectively manage many aspects of its business, including underwriting, policy acquisition, claims processing and handling, accounting, reserving and actuarial processes and policies, and to maintain its policyholder data. The Company is developing and deploying new information technology systems that are designed to manage many of these functions across all of the states in which it operates and all of the lines of insurance it offers. See "Overview—Technology" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations." The failure of hardware or software that supports the Company's information technology systems, the loss of data contained in the systems, or any delay or failure in the full deployment of the Company's new information technology systems could disrupt its business and could result in decreased premiums, increased overhead costs, and inaccurate reporting, all of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

In addition, despite system redundancy, the implementation of security measures, and the existence of a disaster recovery plan for the Company's information technology systems, these systems are vulnerable to damage or interruption from:

- earthquake, fire, flood and other natural disasters;
- terrorist attacks and attacks by computer viruses or hackers;
- power loss;
- unauthorized access; and
- computer systems, Internet, telecommunications or data network failure.

It is possible that a system failure, accident, or security breach could result in a material disruption to the Company's business. In addition, substantial costs may be incurred to remedy the damages caused by these disruptions. Following implementation of information technology systems, the Company may from time to time install new or upgraded business management systems. To the extent that a critical system fails or is not properly implemented and the failure cannot be corrected in a timely manner, the Company may experience disruptions to the business that could have a material adverse effect on the Company's results of operations.

Cyber security risks and the failure to maintain the confidentiality, integrity, and availability of internal or policyholder systems and data could result in damages to the Company's reputation and/or subject it to expenses, fines or lawsuits.

The Company collects and retains large volumes of internal and policyholder data, including personally identifiable information, for business purposes including underwriting, claims and billing purposes, and relies upon the various information technology systems that enter, process, summarize and report such data. The Company also maintains

personally identifiable information about its employees. The confidentiality and protection of the Company's policyholder, employee and Company data are critical to the Company's business. The Company's policyholders and employees have a high expectation that it will adequately protect their personal information. The regulatory environment, as well as the requirements imposed by the payment card industry and insurance regulators, governing information, security and privacy laws is increasingly demanding and continues to evolve. Maintaining compliance with applicable information security and privacy regulations may increase the Company's operating costs and adversely impact its ability to market products and services to its policyholders. Furthermore, a penetrated or compromised information technology system or the intentional, unauthorized, inadvertent or negligent release or disclosure of data could result in theft, loss, fraudulent or unlawful use of policyholder, employee or Company data which could harm the Company's reputation or result in remedial and other expenses, fines or lawsuits.

Changes in accounting standards issued by the Financial Accounting Standards Board (“FASB”) or other standard-setting bodies may adversely affect the Company’s consolidated financial statements.
The Company’s consolidated financial statements are subject to the application of GAAP, which is periodically revised and/or expanded. Accordingly, the Company is required to adopt new or revised accounting standards from time to time issued by recognized authoritative bodies, including the FASB. It is possible that future changes the Company is required to adopt could change the current accounting treatment that the Company applies to its consolidated financial statements and that such changes could have a material effect on the Company’s financial condition and results of operations.

The Company may be required to adopt International Financial Reporting Standards (“IFRS”). The ultimate adoption of such standards could negatively impact its financial condition or results of operations.
Although not yet required, the Company could be required to adopt IFRS, which differs from GAAP, for the Company’s accounting and reporting standards. The ultimate implementation and adoption of new standards could materially impact the Company’s financial condition or results of operations.

The Company’s disclosure controls and procedures may not prevent or detect acts of fraud.
The Company’s disclosure controls and procedures are designed to reasonably assure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management and is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. The Company’s management, including its Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, the Company cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by an unauthorized override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and the Company cannot assure that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Failure to maintain an effective system of internal control over financial reporting may have an adverse effect on the Company’s stock price.
Section 404 of the Sarbanes-Oxley Act of 2002, as amended, and the related rules and regulations promulgated by the SEC require the Company to include in its Annual Report on Form 10-K a report by its management regarding the effectiveness of the Company’s internal control over financial reporting. The report includes, among other things, an assessment of the effectiveness of the Company’s internal control over financial reporting as of the end of its fiscal year, including a statement as to whether or not the Company’s internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in the Company’s internal control over financial reporting identified by management. Areas of the Company’s internal control over financial reporting may require improvement from time to time. If management is unable to assert that the Company’s internal control over financial reporting is effective now or in any future period, or if the Company’s independent auditors are unable to express an opinion on the effectiveness of those internal controls, investors may lose confidence in the accuracy and completeness of the Company’s financial reports, which could have an adverse effect on the Company’s stock price.

The ability of the Company to attract, develop and retain talented employees, managers and executives, and to maintain appropriate staffing levels, is critical to the Company’s success.
The Company is constantly hiring and training new employees and seeking to retain current employees. An inability to attract, retain and motivate the necessary employees for the operation and expansion of the Company’s business

could hinder its ability to conduct its business activities successfully, develop new products and attract customers.

The Company’s success also depends upon the continued contributions of its executive officers, both individually and as a group. The Company’s future performance will be substantially dependent on its ability to retain and motivate its management team. The loss of the services of any of the Company’s executive officers could prevent the Company from successfully implementing its business strategy, which could have a material adverse effect on the Company’s business, financial condition, and results of operations.

Challenging economic conditions may negatively affect the Company's business and operating results.
Challenging economic conditions could adversely affect the Company in the form of consumer behavior and pressure on its investment portfolio. Consumer behavior could include policy cancellations, modifications, or non-renewals, which may reduce cash flows from operations and investments, may harm the Company's financial position, and may reduce the Insurance Companies' statutory surplus. Challenging economic conditions also may impair the ability of the Company's customers to pay premiums as they become due, and as a result, the Company's bad debt reserves and write-offs could increase. It is also possible that claims fraud may increase. The Company's investment portfolios could be adversely affected as a result of financial and business conditions affecting the issuers of the securities in the Company's investment portfolio. In addition, declines in the Company's profitability could result in a charge to earnings for the impairment of goodwill, which would not affect the Company's cash flow but could decrease its earnings, and its stock price could be adversely affected.

The Company may be adversely affected if economic conditions result in either inflation or deflation. In an inflationary environment, established reserves may become inadequate and increase the Company's loss ratio, and market interest rates may rise and reduce the value of the Company's fixed maturity portfolio, while increasing interest expense on its LIBOR based debt. The DOIs may not approve premium rate increases in time for the Company to adequately mitigate inflated loss costs. In a deflationary environment, some fixed maturity issuers may have difficulty meeting their debt service obligations and thereby reduce the value of the Company's fixed maturity portfolio; equity investments may decrease in value; and policyholders may experience difficulties paying their premiums to the Company, which could adversely affect premium revenue.

The Company's business is vulnerable to significant losses related to sinkhole claims, which could have an adverse effect on its results of operations.
In 2011, the Company began its withdrawal from the Florida homeowners market due to the high incidence of sinkhole claims. While the Company has closed many sinkhole claims, and believes it has adequately reserved for the remaining open claims, it remains possible for legal or legislative action to require opening closed claims that could impair profitability. The Company completed its withdrawal from the Florida homeowners market in September 2012.

Risks Related to the Company's Industry
The private passenger automobile insurance industry is highly competitive, and the Company may not be able to compete effectively against larger or better-capitalized companies.
The Company competes with many property and casualty insurance companies selling private passenger automobile insurance in the states in which the Company operates. Many of these competitors are better capitalized than the Company, have higher A.M. Best ratings, and have a larger market share in the states in which the Company operates. The superior capitalization of the competitors may enable them to offer lower rates, to withstand larger losses, and to more effectively take advantage of new marketing opportunities. The Company's competition may also become increasingly better capitalized in the future as the traditional barriers between insurance companies and banks and other financial institutions erode and as the property and casualty industry continues to consolidate. The Company's ability to compete against these larger, better-capitalized competitors depends on its ability to deliver superior service and its strong relationships with independent agents.

The Company may undertake strategic marketing and operating initiatives to improve its competitive position and drive growth. If the Company is unable to successfully implement new strategic initiatives or if the Company's marketing campaigns do not attract new customers, the Company's competitive position may be harmed, which could adversely affect the Company's business and results of operations. Additionally, in the event of a failure of any competitor, the Company and other insurance companies would likely be required by state law to absorb the losses of the failed insurer and would be faced with an unexpected surge in new business from the failed insurer's former policyholders.

The Company may be adversely affected by changes in the private passenger automobile insurance industry.

79.1% of the Company’s direct written premiums for the year ended December 31, 2013 were generated from private passenger automobile insurance policies. Adverse developments in the market for personal automobile insurance or the personal automobile insurance industry in general, whether related to changes in competition, pricing or regulations, could cause the Company’s results of operations to suffer. The property-casualty insurance industry is also exposed to the risks of severe weather conditions, such as rainstorms, snowstorms, hail and ice storms, hurricanes, tornadoes, wild fires, sinkholes, earthquakes and, to a lesser degree, explosions, terrorist attacks, and riots. The automobile insurance business is also affected by cost trends that impact profitability. Factors which negatively affect cost trends include inflation in automobile repair costs, automobile parts costs, new and used car valuations, medical costs, and changes in non-economic costs due to changes in the legal and regulatory environments. In addition, the advent of driverless cars and usage-based insurance could materially alter the way that automobile insurance is marketed, priced, and underwritten.

The Company cannot predict the impact that changing climate conditions, including legal, regulatory and social responses thereto, may have on its business.
Various scientists, environmentalists, international organizations, regulators and other commentators believe that global climate change has added, and will continue to add, to the unpredictability, frequency and severity of natural disasters (including, but not limited to, hurricanes, tornadoes, freezes, droughts, other storms and fires) in certain parts of the world. In response, a number of legal and regulatory measures and social initiatives have been introduced in an effort to reduce greenhouse gas and other carbon emissions that may be chief contributors to global climate change. The Company cannot predict the impact that changing climate conditions, if any, will have on its business or its customers. It is also possible that the legal, regulatory and social responses to climate change could have a negative effect on the Company’s results of operations or financial condition.

Changes in federal or state tax laws could adversely affect the Company’s business, financial condition, results of operations, and liquidity.

The Company’s financial condition, results of operations, and liquidity are dependent in part on tax policy implemented at the federal and/or state level. For example, a significant portion of the Company’s investment portfolio consists of municipal securities that receive beneficial tax treatment under applicable federal tax law. The Company’s results are also subject to federal and state tax rules applicable to dividends received from its subsidiaries and its equity holdings. Additionally, changes in tax laws could have an adverse effect on deferred tax assets and liabilities included in the Company’s consolidated balance sheets and results of operations. The Company cannot predict whether any tax legislation will be enacted or whether any such changes to existing federal or state tax law would have a material adverse effect on the Company's financial condition and results of operations.

The insurance industry is subject to extensive regulation, which may affect the Company’s ability to execute its business plan and grow its business.
The Company is subject to comprehensive regulation and supervision by government agencies in each of the states in which its Insurance Companies are domiciled, sell insurance products, issue policies, or manage claims. Some states impose restrictions or require prior regulatory approval of specific corporate actions, which may adversely affect the Company’s ability to operate, innovate, obtain necessary rate adjustments in a timely manner or grow its business profitably. These regulations provide safeguards for policyholders and are not intended to protect the interests of shareholders. The Company’s ability to comply with these laws and regulations, and to obtain necessary regulatory action in a timely manner is, and will continue to be, critical to its success. Some of these regulations include:

Required Licensing. The Company operates under licenses issued by the DOI in the states in which the Company sells insurance. If a regulatory authority denies or delays granting a new license, the Company’s ability to enter that market quickly or offer new insurance products in that market may be substantially impaired. In addition, if the DOI in any state in which the Company currently operates suspends, non-renews, or revokes an existing license, the Company would not be able to offer affected products in the state.

Transactions Between Insurance Companies and Their Affiliates. Transactions between the Insurance Companies and their affiliates (including the Company) generally must be disclosed to state regulators, and prior approval of the applicable regulator is required before any material or extraordinary transaction may be consummated. State regulators may refuse to approve or delay approval of some transactions, which may adversely affect the Company’s ability to innovate or operate efficiently.

Regulation of Insurance Rates and Approval of Policy Forms. The insurance laws of most states in which the Company conducts business require insurance companies to file insurance rate schedules and insurance policy forms for review and approval. If, as permitted in some states, the Company begins using new rates before they are approved, it may be required to issue refunds or credits to the Company’s policyholders if the new rates are ultimately

deemed excessive or unfair and disapproved by the applicable state regulator. In other states, prior approval of rate changes is required and there may be long delays in the approval process or the rates may not be approved. Accordingly, the Company’s ability to respond to market developments or increased costs in that state can be adversely affected.

Restrictions on Cancellation, Non-Renewal or Withdrawal. Most of the states in which the Company operates have laws and regulations that limit its ability to exit a market. For example, these states may limit a private passenger auto insurer’s ability to cancel and non-renew policies or they may prohibit the Company from withdrawing one or more lines of insurance business from the state unless prior approval is received from the state DOI. In some states, these regulations extend to significant reductions in the amount of insurance written, not only to a complete withdrawal. Laws and regulations that limit the Company’s ability to cancel and non-renew policies in some states or locations and that subject withdrawal plans to prior approval requirements may restrict the Company’s ability to exit unprofitable markets, which may harm its business and results of operations.

Other Regulations. The Company must also comply with regulations involving, among other matters:

- the use of non-public consumer information and related privacy issues;
- the use of credit history in underwriting and rating;
- limitations on the ability to charge policy fees;
- limitations on types and amounts of investments;
- the payment of dividends;
- the acquisition or disposition of an insurance company or of any company controlling an insurance company;
- involuntary assignments of high-risk policies, participation in reinsurance facilities and underwriting associations, assessments and other governmental charges;
- reporting with respect to financial condition;
- periodic financial and market conduct examinations performed by state insurance department examiners; and
- the other regulations discussed in this Annual Report on Form 10-K.

The failure to comply with these laws and regulations may also result in regulatory actions, fines and penalties, and in extreme cases, revocation of the Company's ability to do business in that jurisdiction. In addition, the Company may face individual and class action lawsuits by insured and other parties for alleged violations of certain of these laws or regulations.

In addition, from time to time, the Company may support or oppose legislation or other amendments to insurance regulations in California or other states in which it operates. Consequently, the Company may receive negative publicity related to its support or opposition of legislative or regulatory changes that may have a material adverse effect on the Company's financial condition, results of operations, and liquidity.

Regulation may become more extensive in the future, which may adversely affect the Company's business, financial condition, and results of operations.
No assurance can be given that states will not make existing insurance-related laws and regulations more restrictive in the future or enact new restrictive laws. New or more restrictive regulation in any state in which the Company conducts business could make it more expensive for it to continue to conduct business in these states, restrict the premiums the Company is able to charge or otherwise change the way the Company does business. In such events, the Company may seek to reduce its writings in or to withdraw entirely from these states. In addition, from time to time, the United States Congress and certain federal agencies investigate the current condition of the insurance industry to determine whether federal regulation is necessary. The Company cannot predict whether and to what extent new laws and regulations that would affect its business will be adopted, the timing of any such adoption and what effects, if any, they may have on the Company's business, financial condition, and results of operations.

Assessments and other surcharges for guaranty funds, second-injury funds, catastrophe funds, and other mandatory pooling arrangements may reduce the Company's profitability.
Virtually all states require insurers licensed to do business in their state to bear a portion of the loss suffered by some insured parties as the result of impaired or insolvent insurance companies. Many states also have laws that established second-injury funds to provide compensation to injured employees for aggravation of a prior condition or injury which are funded by either assessments based on paid losses or premium surcharge mechanisms. In addition, as a condition to the ability to conduct business in various states, the Insurance Companies must participate in mandatory property and casualty shared market mechanisms or pooling arrangements, which provide various types of insurance coverage to individuals or other entities that otherwise are unable to purchase that coverage from private insurers. The effect of these assessments and mandatory shared-market mechanisms or changes in them could reduce the Company's profitability in any given period or limit its ability to grow its business.

The insurance industry faces litigation risks, which, if resolved unfavorably, could result in substantial penalties and/or monetary damages, including punitive damages. In addition, insurance companies incur material expenses defending litigation and their results of operations or financial condition could be adversely affected if they fail to accurately project litigation expenses.

Insurance companies are subject to a variety of legal actions including breach of contract claims, tort claims, fraud and misrepresentation claims, employee benefit claims, and wage and hour claims. In addition, insurance companies incur and likely will continue to incur potential liability for claims related to the insurance industry in general and to the Company's business in

particular, such as those related to allegations for failure to pay claims, termination or non-renewal of coverage, interpretation f policy language, policy sales practices, reinsurance matters, and other similar matters. Such actions can also include allegations of fraud, misrepresentation, and unfair or improper business practices and can include claims for punitive damages.

Court decisions and legislative activity may increase exposures for any of the types of claims insurance companies face. There is a risk that insurance companies could incur substantial legal fees and expenses in any of the actions companies defend in excess of amounts budgeted for defense.

The Company and the Insurance Companies are named as defendants in a number of lawsuits. Those that management believes could have a material effect on the Company's consolidated financial statements are described more fully at “Overview—B. Regulatory and Legal Matters” in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 16 of Notes to Consolidated Financial Statements. Litigation, by its very nature, is unpredictable and the outcome of these cases is uncertain. The precise nature of the relief that may be sought or granted in any lawsuit is uncertain and may negatively impact the manner in which the Company conducts its business and results of operations, which could materially increase the Company’s legal expenses. In addition, potential litigation involving new claim, coverage, and business practice issues could adversely affect the Company’s business by changing the way policies are priced, extending coverage beyond its underwriting intent, or increasing the size of claims.

Risks Related to the Company’s Stock

The Company is controlled by small number of shareholders who will be able to exert significant influence over matters requiring shareholder approval, including change of control transactions.

George Joseph and Gloria Joseph collectively own more than 50% of the Company’s common stock. Accordingly, George Joseph and Gloria Joseph have the ability to exert significant influence on the actions the Company may take in the future, including change of control transactions. This concentration of ownership may conflict with the interests of the Company’s other shareholders and lenders.

Future sales of common stock may affect the market price of the Company’s common stock and the future exercise of options and warrants will result in dilution to the Company’s shareholders.

The Company may raise capital in the future through the issuance and sale of shares of its common stock. The Company cannot predict what effect, if any, such future sales will have on the market price of its common stock. Sales of substantial amounts of its common stock in the public market could adversely affect the market price of the Company’s outstanding common stock, and may make it more difficult for shareholders to sell common stock at a time and price that the shareholder deems appropriate. In addition, the Company has issued options to purchase shares of its common stock. In the event that any options to purchase common stock are exercised, shareholders will suffer dilution in their investment.

Applicable insurance laws may make it difficult to effect a change of control of the Company or the sale of any of its Insurance Companies.

Before a person can acquire control of a U.S. insurance company or any holding company of a U.S. insurance company, prior written approval must be obtained from the DOI of the state where the insurer is domiciled. Prior to granting approval of an application to acquire control of the insurer or holding company, the state DOI will consider a number of factors relating to the acquirer and the transaction. These laws and regulations may discourage potential acquisition proposals and may delay, deter or prevent a change of control of the Company or the sale by the Company of any of its Insurance Companies, including transactions that some or all of the Company’s shareholders might consider to be desirable.

Although the Company has consistently paid cash dividends in the past, it may not be able to pay cash dividends in the future.

The Company has consistently paid cash dividends since the public offering of its common stock in November 1985. However, future cash dividends will depend upon a variety of factors, including the Company's profitability, financial condition, capital needs, future prospects, and other factors deemed relevant by the Board of Directors. The Company's ability to pay dividends may also be limited by the ability of the Insurance Companies to make distributions to the Company, which may be restricted by financial, regulatory or tax constraints, and by the terms of the Company's debt instruments. In addition, there can be no assurance that the Company will continue to pay dividends even if the necessary financial and regulatory conditions are met and if sufficient cash is available for distribution.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties
The Company owns the following buildings which are mostly occupied by the Company's employees. Space not occupied by the Company is leased to independent third party tenants.

Location	Purpose	Size in square feet	Percent occupied by the Company at December 31, 2013	
Brea, CA	Home office and I.T. facilities (2 buildings)	236,000	100	%
Folsom, CA	Administrative and Data Center	88,000	100	%
Los Angeles, CA	Executive offices	41,000	95	%
Rancho Cucamonga, CA	Administrative	127,000	100	%
Clearwater, FL	Administrative	157,000	82	%
Oklahoma City, OK	Administrative	100,000	19	%

The Company leases additional office space for operations. Office location is not crucial to the Company's operations, and the Company anticipates no difficulty in extending these leases or obtaining comparable office space. For future expansion, the Company owns 6.3-acre and 5.9-acre parcels of land in Brea and Rancho Cucamonga, California, respectively.

The Company's properties are well maintained, adequately meet its needs, and are being utilized for their intended purposes.

Item 3. Legal Proceedings
The Company is, from time to time, named as a defendant in various lawsuits or regulatory actions incidental to its insurance business. The majority of lawsuits brought against the Company relate to insurance claims that arise in the normal course of business and are reserved for through the reserving process. For a discussion of the Company's reserving methods, see "Critical Accounting Policies and Estimates" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 1 of Notes to Consolidated Financial Statements.

The Company also establishes reserves for non-insurance claims related lawsuits, regulatory actions, and other contingencies when the Company believes a loss is probable and is able to estimate its potential exposure. For loss contingencies believed to be reasonably possible, the Company also discloses the nature of the loss contingency and an estimate of the possible loss, range of loss, or a statement that such an estimate cannot be made. While actual losses may differ from the amounts recorded and the ultimate outcome of the Company's pending actions is generally not yet determinable, the Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition, results of operations, or cash flows.

In all cases, the Company vigorously defends itself unless a reasonable settlement appears appropriate. For a discussion of legal matters, see "Overview—B. Regulatory and Legal Matters" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 16 of Notes to Consolidated Financial Statements, which is incorporated herein by reference.

There are no environmental proceedings arising under federal, state, or local laws or regulations to be discussed.

Item 4. Mine Safety Disclosure
Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

The following table presents the high and low sales price per share on the New York Stock Exchange (symbol: MCY) since January 2012.

2013	High	Low
1st Quarter	$40.90	$36.03
2nd Quarter	$46.98	$37.58
3rd Quarter	$48.50	$43.08
4th Quarter	$51.00	$46.00
2012	High	Low
1st Quarter	$46.76	$42.65
2nd Quarter	$46.04	$41.00
3rd Quarter	$42.32	$36.01
4th Quarter	$43.21	$38.21

The closing price of the Company's common stock on February 3, 2014 was $43.59.

Holders

As of February 3, 2014, there were approximately 133 holders of record of the Company's common stock.

Dividends

Since the public offering of its common stock in November 1985, the Company has paid regular quarterly dividends on its common stock. During 2013 and 2012, the Company paid dividends on its common stock of $2.4525 and $2.4425 per share, respectively. On February 7, 2014, the Board of Directors declared a $0.6150 quarterly dividend payable on March 31, 2014 to shareholders of record on March 17, 2014.

For financial statement purposes, the Company records dividends on the declaration date. The Company expects to continue paying quarterly dividends; however, the continued payment and amount of cash dividends will depend upon the Company's operating results, overall financial condition, capital requirements, and general business conditions.

Holding Company Act

The California Companies are subject to California DOI regulation pursuant to the provisions of the Holding Company Act. The Holding Company Act requires disclosure of any material transactions among affiliates within a Holding Company System. Certain transactions and dividends defined to be of an "extraordinary" type may not occur if the California DOI disapproves the transaction within 30 days after notice. An extraordinary dividend is a dividend which, together with other dividends or distributions made within the preceding 12 months, exceeds the greater of 10% of the insurance company's statutory policyholders' surplus as of the preceding December 31 or the insurance company's statutory net income for the preceding calendar year.

The Insurance Companies are required to notify the California DOI of any dividend after declaration, but prior to payment. There are similar limitations imposed by other states on the Insurance Companies' ability to pay dividends. As of December 31, 2013, the Insurance Companies are permitted to pay in 2014, without obtaining DOI approval for extraordinary dividends, $260.2 million in dividends to Mercury General, of which $238.1 million may be paid by the California Companies.

For a discussion of certain restrictions on the payment of dividends to Mercury General by some of its insurance subsidiaries, see Note 11 of Notes to Consolidated Financial Statements.

Performance Graph

The following graph compares the cumulative total shareholder returns on the Company's Common Stock (Symbol: MCY) with the cumulative total returns on the Standard and Poor's 500 Composite Stock Price Index ("S&P 500 Index")

and the Company’s

industry peer group over the last five years. The graph assumes that $100 was invested on December 31, 2008 in each of the Company's Common Stock, the S&P 500 Index and the industry peer group and the reinvestment of all dividends.

Comparative Five-Year Cumulative Total Returns
Stock Price Plus Reinvested Dividends

	2008	2009	2010	2011	2012	2013
Mercury General	$100.00	$91.67	$106.21	$119.59	$110.22	$146.10
Industry Peer Group	100.00	105.30	126.71	125.95	148.98	198.15
S&P 500 Index	100.00	126.46	145.51	148.59	172.37	228.19

The industry peer group consists of Ace Limited, Alleghany Corporation, Allstate Corporation, American Financial Group, Berkshire Hathaway, Chubb Corporation, Cincinnati Financial Corporation, CNA Financial Corporation, Erie Indemnity Company, Hanover Insurance Group, HCC Insurance Holdings, Markel Corporation, Old Republic International, Progressive Corporation, RLI Corporation, Selective Insurance Group, Travelers Companies, Inc., W.R. Berkley Corporation and XL Capital, Ltd.

Recent Sales of Unregistered Securities

None.

Share Repurchases

The Company has had a stock repurchase program since 1998. The Company's Board of Directors authorized a $200 million stock repurchase on July 26, 2013, and the authorization will expire in July 2014. The Company may repurchase shares of its common stock under the program in open market transactions at the discretion of management. The Company will use dividends received from the Insurance Companies to fund the share repurchases. Since the inception of the program, the Company has purchased and retired 1,266,100 shares of common stock at an average price of $31.36. No stock has been purchased since 2000.

Item 6. Selected Financial Data

The following selected financial and operating data are derived from the Company's audited consolidated financial statements. The selected financial and operating data should be read in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and the consolidated financial statements and notes thereto contained elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
		(Amounts in thousands, except per share data)			
Income Data:					
Net premiums earned	$2,698,187	$2,574,920	$2,566,057	$2,566,685	$2,625,133
Net investment income	124,538	131,896	140,947	143,814	144,949
Net realized investment (losses) gains	(11,422)	66,380	58,397	57,089	346,444
Other	9,738	10,174	11,884	8,297	4,967
Total revenues	2,821,041	2,783,370	2,777,285	2,775,885	3,121,493
Losses and loss adjustment expenses	1,962,690	1,961,448	1,829,205	1,825,766	1,782,233
Policy acquisition costs	505,517	477,788	481,721	505,565	543,307
Other operating expenses	219,478	207,281	215,711	255,358	217,683
Interest	1,260	1,543	5,549	6,806	6,729
Total expenses	2,688,945	2,648,060	2,532,186	2,593,495	2,549,952
Income before income taxes	132,096	135,310	245,099	182,390	571,541
Income tax expense	19,953	18,399	53,935	30,192	168,469
Net income	$112,143	$116,911	$191,164	$152,198	$403,072
Per Share Data:					
Basic earnings per share	$2.04	$2.13	$3.49	$2.78	$7.36
Diluted earnings per share	$2.04	$2.13	$3.49	$2.78	$7.32
Dividends paid	$2.4525	$2.4425	$2.41	$2.37	$2.33

	December 31,				
	2013	2012	2011	2010	2009
		(Amounts in thousands, except per share data)			
Balance Sheet Data:					
Total investments	$3,158,312	$3,180,095	$3,062,421	$3,155,257	$3,146,857
Total assets	4,315,181	4,189,686	4,070,006	4,203,364	4,232,633
Losses and loss adjustment expenses	1,038,984	1,036,123	985,279	1,034,205	1,053,334
Unearned premiums	953,527	920,429	843,427	833,379	844,540
Notes payable	190,000	140,000	140,000	267,210	271,397
Shareholders’ equity	1,822,486	1,842,497	1,857,483	1,794,815	1,770,946
Book value per share	33.15	33.55	33.86	32.75	32.33

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statements

Certain statements in this Annual Report on Form 10-K or in other materials the Company has filed or will file with the SEC (as well as information included in oral statements or other written statements made or to be made by the Company) contain or may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may address, among other things, the Company’s strategy for growth, business development, regulatory approvals, market position, expenditures, financial results, and reserves. Forward-looking statements are not guarantees of performance and are subject to important factors and events that could cause the Company’s actual business, prospects, and results of operations to differ materially from the historical information contained in this Annual Report on Form 10-K and from those that may be expressed or implied by the forward-looking statements contained in this Annual Report on Form 10-K and in other reports or public statements made by the Company.

Factors that could cause or contribute to such differences include, among others: the competition currently existing in the automobile insurance markets in California and the other states in which the Company operates; the cyclical and generally competitive nature of the property and casualty insurance industry and general uncertainties regarding loss reserves or other estimates; the accuracy and adequacy of the Company’s pricing methodologies; the Company’s success in managing its non-California business; the impact of potential third party “bad-faith” legislation, changes in laws, regulations or new interpretations of existing laws and regulations, tax position challenges by the California Franchise Tax Board (“FTB”), and decisions of courts, regulators and governmental bodies, particularly in California; the Company’s ability to obtain and the timing of required regulatory approvals of premium rate changes for insurance policies issued in states where the Company operates; the Company’s reliance on independent agents to market and distribute its policies; the investment yields the Company is able to obtain on its investments and the market risks associated with the Company’s investment portfolio; the effect government policies may have on market interest rates; uncertainties related to assumptions and projections generally, inflation and changes in economic conditions; changes in driving patterns and loss trends; acts of war and terrorist activities; court decisions, trends in litigation, and health care and auto repair costs; adverse weather conditions or natural disasters, including those which may be related to climate change, in the markets served by the Company; the stability of the Company’s information technology systems and the ability of the Company to execute on its information technology initiatives; the Company’s ability to realize deferred tax assets or to hold certain securities with current loss positions to recovery or maturity; and other risks and uncertainties, including but not limited to those discussed in “Risk Factors” in Item 1A of this Annual Report on Form 10-K or that are otherwise described or updated from time to time in the Company's SEC filings, all of which are difficult to predict and many of which are beyond the Company’s control. GAAP prescribes when a Company may reserve for particular risks including litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a major contingency. Reported results may therefore appear to be volatile in certain periods.

From time to time, forward-looking statements are also included in the Company’s quarterly reports on Form 10-Q and current reports on Form 8-K, in press releases, in presentations, on its web site, and in other materials released to the public. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information or future events or otherwise. Investors are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K or, in the case of any document the Company incorporates by reference, any other report filed with the SEC or any other public statement made by the Company, the date of the document, report or statement. Investors should also understand that it is not possible to predict or identify all factors and should not consider the risks set forth above to be a complete statement of all potential risks and uncertainties. If the expectations or assumptions underlying the Company’s forward-looking statements prove inaccurate or if risks or uncertainties arise, actual results could differ materially

from those predicted in any forward-looking statements. The factors identified above are believed to be some, but not all, of the important factors that could cause actual events and results to be significantly different from those that may be expressed or implied in any forward-looking statements.

OVERVIEW

A. General

The operating results of property and casualty insurance companies are subject to significant quarter-to-quarter and year-to-year fluctuations due to the effect of competition on pricing, the frequency and severity of losses, the effect of weather and natural disasters on losses, general economic conditions, the general regulatory environment in states in which an insurer operates, state regulation of insurance including premium rates, changes in fair value of investments, and other factors such as changes in tax laws. The property and casualty industry has been highly cyclical, with periods of high premium rates and shortages of

underwriting capacity followed by periods of severe price competition and excess capacity. These cycles can have a large impact on the Company's ability to grow and retain business.

The Company is headquartered in Los Angeles, California and operates primarily as a personal automobile insurer selling policies through a network of independent agents in thirteen states: Arizona, California, Florida, Georgia, Illinois, Michigan, Nevada, New Jersey, New York, Oklahoma, Pennsylvania, Texas, and Virginia. The Company also offers homeowners, commercial automobile, commercial property, mechanical breakdown, fire, and umbrella insurance. Private passenger automobile lines of insurance accounted for 79.1% of the $2.7 billion of the Company's direct premiums written in 2013. 81.3% of the private passenger automobile premiums were written in California.

The Company expects to continue its growth by expanding into new states in the future to achieve greater geographic diversification. There are challenges and risks involved in entering each new state, including establishing adequate rates without any operating history in the state, working with a new regulatory regime, hiring and training competent personnel, building adequate systems, and finding qualified agents to represent the Company. The Company does not expect to enter into any new states during 2014.

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

2013 Financial Performance Summary

The Company's net income for the year ended December 31, 2013 decreased to $112.1 million, or $2.04 per diluted share, from $116.9 million, or $2.13 per diluted share, for the same period in 2012. Approximately $125 million in pre-tax investment income was generated during 2013 on a portfolio of approximately $3.2 billion at fair value at December 31, 2013, compared to $132 million pre-tax investment income during 2012 on a portfolio of approximately $3.2 billion at fair value at December 31, 2012. Included in net income are net realized investment losses of $11.4 million and gains of $66.4 million in 2013 and 2012, respectively.

During 2013, the Company continued its marketing efforts to enhance name recognition and lead generation. The Company believes that its marketing efforts, combined with its ability to maintain relatively low prices and a strong reputation, make the Company very competitive in California and in other states.

The Company believes its thorough underwriting process gives it an advantage over competitors. The Company's agent relationships and underwriting and claims processes are its most important competitive advantages.

The Company's operating results and growth have allowed it to consistently generate positive cash flow from operations, which was approximately $210 million and $148 million in 2013 and 2012, respectively. Cash flow from operations has been used to pay shareholder dividends and help support growth.

Economic and Industry Wide Factors

- Regulatory Uncertainty—The insurance industry is subject to strict state regulation and oversight and is governed by the laws of each state in which each insurance company operates. State regulators generally have substantial power and authority over insurance companies including, in some states, approving rate changes and rating factors, and establishing minimum capital and surplus requirements. In many states, insurance commissioners may emphasize different agendas or interpret existing regulations differently than previous commissioners. There is no certainty that current or future regulations and the interpretation of those regulations by insurance commissioners and the courts will not have an adverse impact on the Company.
- Cost Uncertainty—Because insurance companies pay claims after premiums are collected, the ultimate cost of an insurance policy is not known until well after the policy revenues are earned. Consequently, significant assumptions

are made when establishing insurance rates and loss reserves. While insurance companies use sophisticated models and experienced actuaries to assist in setting rates and establishing loss reserves, there can be no assurance that current rates or current reserve estimates will be adequate. Furthermore, there can be no assurance that insurance regulators will approve rate increases when the Company's actuarial analysis indicate that they are needed.

- Economic Conditions—Many businesses are still experiencing a slow recovery from the severe economic recession. Though optimism is growing, economists and analysts expect that the global recovery will remain modest and uneven in 2014 due in large part to continuing political disagreements in Washington that may cause businesses and consumers

to limit spending. Further, softness in the European banking sector and the Japanese fiscal condition continue to lead to weaker global economic growth, heightened financial vulnerabilities and some negative rating actions. The Company is unable to predict the duration and severity of current global economic conditions and their impact on the United States, and California, where the majority of the Company's business is produced. If economic conditions do not show improvement, there could be an adverse impact on the Company's financial condition, results of operations, and liquidity.

- Inflation—The largest cost component for automobile insurers is losses, which include medical costs, replacement automobile parts, and labor costs. There can be significant variation in the overall increases in medical cost inflation, and it is often a year or more after the respective fiscal period ends before sufficient claims have closed for the inflation rate to be known with a reasonable degree of certainty. Therefore, it can be difficult to establish reserves and set premium rates, particularly when actual inflation rates may be higher or lower than anticipated.
- Loss Frequency—Another component of overall loss costs is loss frequency, which is the number of claims per risk insured. There has been a long-term trend of declining loss frequency in the personal automobile insurance industry. However, in recent years, the trend has shown increasing loss frequency, and the Company may not be able to accurately predict the trend of loss frequency in the future.
- Underwriting Cycle and Competition—The property and casualty insurance industry is highly cyclical, with alternating hard and soft market conditions. The Company has historically seen significant premium growth during hard markets. The Company believes that the market is mixed with carriers both raising and decreasing rates depending on individual state profitability and the carriers' growth appetite.

Technology

Agency systems

In 2013, the Company continued to invest in its web-based agency systems by adding new capabilities and enhanced features such as improved motor vehicle and accident matching and reconciliation. Many agents use comparative raters to evaluate products and prices from different insurance carriers, and the Company has completed integrations with the most popular raters for the private passenger automobile and homeowner lines of business.

A new commission system is anticipated to be released in 2014 that will enhance the efficiency and flexibility of the current commission calculation and payment process.

Customer systems

Customer web capability was expanded in 2013 and allows customers in California, Georgia, and Nevada to bind and pay for new private passenger automobile policies on-line.

Operations systems

Guidewire, a commercially available software solution, was launched in 2010 to replace legacy platforms. As of December 31, 2013, Guidewire for homeowners has been deployed in nine of the Company's states, for commercial automobile in ten states including California, and for personal automobile in five states. In the next two years, the Company plans to implement Guidewire for California homeowners and private passenger automobile claims processing.

B. Regulatory and Legal Matters

The process for implementing rate changes varies by state. Insurance rates in California, Georgia, New York, New Jersey, Pennsylvania, and Nevada require prior approval from the state DOI while insurance rates in Illinois, Texas, Virginia, Arizona, and Michigan must only be filed with the state DOI before they are implemented. Oklahoma and Florida have a modified version of prior approval laws. In all states, the insurance code provides that rates must not be excessive, inadequate, or unfairly discriminatory. For the Company's two largest lines of business, private passenger automobile and homeowners, the Company filed rate increases in thirteen states during 2013.

The California DOI uses rating factor regulations requiring automobile insurance rates to be determined in decreasing order of importance by (1) driving safety record, (2) miles driven per year, (3) years of driving experience, and (4) other factors as determined by the California DOI to have a substantial relationship to the risk of loss and adopted by regulation.

The Company filed for a 3.9% rate increase for its California homeowners line of business in May 2009. After a rate hearing by an ALJ, the Company was ordered by the California Insurance Commissioner to reduce rates by 5.5%. The rate reduction was implemented during the second quarter of 2013. The Company subsequently filed for a rate increase that contained more recent

data, and an 8.26% rate increase was approved by the California Insurance Commissioner. The rate increase went into effect in January 2014. In addition, the Company is challenging some of the issues in Superior Court that were raised by the ALJ in the rate hearing.

In January 2013, the California DOI approved an auto body repair regulation intended to strengthen consumer protection. This regulation requires insurers to settle automobile insurance claims using repair standards described by the regulation and not by the insurers' own standards. The new ruling became effective in March 2013. While the impact of the new ruling was minimal during 2013, it may increase the cost of parts for auto repairs in the future.

In April 2010, the California DOI issued a Notice of Non-Compliance (“2010 NNC”) to MIC, MCC, and CAIC based on a Report of Examination of the Rating and Underwriting Practices of these companies issued by the California DOI in February 2010. The 2010 NNC includes allegations of 35 instances of noncompliance with applicable California insurance law and seeks to require that each of MIC, MCC, and CAIC change its rating and underwriting practices to rectify the alleged noncompliance and may also seek monetary penalties. In April 2010, the Company submitted a Statement of Compliance and Notice of Defense to the 2010 NNC, in which it denied the allegations contained in the 2010 NNC and provided specific defenses to each allegation. The Company also requested a hearing in the event that the Statement of Compliance and Notice of Defense does not establish to the satisfaction of the California DOI that the alleged noncompliance does not exist, and the matters described in the 2010 NNC are not otherwise able to be resolved informally with the California DOI. However, no assurance can be given that efforts to resolve the 2010 NNC informally will be successful.

In March 2006, the California DOI issued an Amended Notice of Non-Compliance to a Notice of Non-Compliance originally issued in February 2004 (as amended, “2004 NNC”) alleging that the Company charged rates in violation of the California Insurance Code, willfully permitted its agents to charge broker fees in violation of California law, and willfully misrepresented the actual price insurance consumers could expect to pay for insurance by the amount of a fee charged by the consumer's insurance broker. The California DOI seeks to impose a fine for each policy on which the Company allegedly permitted an agent to charge a broker fee and a penalty for each policy on which the Company allegedly used a misleading advertisement and to suspend certificates of authority for a period of one year. In January 2012, the ALJ bifurcated the 2004 NNC between (a) the California DOI’s order to show cause, in which the California DOI asserts the false advertising allegations and accusation, and (b) the California DOI’s notice of noncompliance, in which the California DOI asserts the unlawful rate allegations. In February 2012, the ALJ submitted a proposed decision dismissing the California DOI’s 2004 NNC. In March 2012, the California Insurance Commissioner rejected the ALJ’s proposed decision. The Company challenged the rejection in Superior Court in April 2012. Following a hearing, the Superior Court sustained the California Insurance Commissioner’s demurrer without leave to amend because it found the Company must first exhaust its administrative remedies. In January 2013, the Superior Court’s decision was subsequently affirmed on appeal. In January 2013, the ALJ heard various pending motions that had been filed by the Company in June 2011. The ALJ granted certain portions of the California DOI's motion for collateral estoppel to prevent the Company from litigating certain findings of fact reached in a prior litigation action and denied the Company's motion for governmental estoppel and laches, without prejudice, on the ground that a resolution of the motion requires specific factual findings in the context of the evidentiary hearing. The ALJ held an evidentiary hearing on the noncompliance portion of the 2004 NNC during April 2013. A mediation was held in September 2013, but the parties were unable to reach a settlement of the matter. Post-hearing briefs have been filed by the Company, the California DOI, and a consumer group. Until the evidentiary record is closed, there is no set timetable for a decision by the ALJ or, thereafter, a decision by the California Insurance Commissioner.

The Company denies the allegations in the 2004 and 2010 NNC matters, and believes that no monetary penalties are warranted, and the Company intends to defend itself against the allegations vigorously. The Company has been subject to fines and penalties by the California DOI in the past due to alleged violations of the California Insurance Code. The largest and most recent of these was settled in 2008 for $300,000. However, prior settlement amounts are not necessarily indicative of the potential results in the current notice of non-compliance matters. Based upon its understanding of the facts and the California Insurance Code, the Company does not expect that the ultimate

resolution of the 2004 and 2010 NNC matters will be material to the Company's financial position, results of operations, or cash flow. The Company has accrued a liability for the estimated cost to defend itself in the notice of non-compliance matters.

The Company is, from time to time, named as a defendant in various lawsuits or regulatory actions incidental to its insurance business. The majority of lawsuits brought against the Company relate to insurance claims that arise in the normal course of business and are reserved for through the reserving process. For a discussion of the Company's reserving methods, see "Critical Accounting Policies and Estimates" and Note 1 of Notes to Consolidated Financial Statements.

The Company also establishes reserves for non-insurance claims related lawsuits, regulatory actions, and other contingencies when the Company believes a loss is probable and is able to estimate its potential exposure. For loss contingencies believed to be reasonably possible, the Company also discloses the nature of the loss contingency and an estimate of the possible loss, range of

loss, or a statement that such an estimate cannot be made. While actual losses may differ from the amounts recorded and the ultimate outcome of the Company's pending actions is generally not yet determinable, the Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition, results of operations, or cash flows.

In all cases, the Company vigorously defends itself unless a reasonable settlement appears appropriate. For a discussion of legal matters, see Note 16 of Notes to Consolidated Financial Statements—Commitments and Contingencies—Litigation.

C. Critical Accounting Policies and Estimates

Reserves

Preparation of the Company's consolidated financial statements requires judgment and estimates. The most significant is the estimate of loss reserves. Estimating loss reserves is a difficult process as many factors can ultimately affect the final settlement of a claim and, therefore, the reserve that is required. Changes in the regulatory and legal environment, results of litigation, medical costs, the cost of repair materials, and labor rates, among other factors, can impact ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of a claim, the more variable the ultimate settlement amount could be. Accordingly, short-tail claims, such as property damage claims, tend to be more reasonably predictable than long-tail liability claims.

The Company calculates a loss reserve point estimate rather than a range. There is inherent uncertainty with estimates and this is particularly true with estimates for loss reserves. This uncertainty comes from many factors which may include changes in claims reporting and settlement patterns, changes in the regulatory or legal environment, uncertainty over inflation rates, and uncertainty for unknown items. The Company does not make specific provisions for these uncertainties, rather it considers them in establishing its reserve by looking at historical patterns and trends and projecting these out to current reserves. The underlying factors and assumptions that serve as the basis for preparing the reserve estimate include paid and incurred loss development factors, expected average costs per claim, inflation trends, expected loss ratios, industry data, and other relevant information.

The Company also engages an independent actuarial consultant to review the Company's reserves and to provide the annual actuarial opinions required under state statutory accounting requirements. The Company does not rely on the actuarial consultant for GAAP reporting or periodic report disclosure purposes. The Company analyzes loss reserves quarterly primarily using the incurred loss, claim count development, and average severity methods described below. The Company also uses the paid loss development method as part of its reserve analysis. When deciding among methods to use, the Company evaluates the credibility of each method based on the maturity of the data available and the claims settlement practices for each particular line of business or coverage within a line of business. When establishing the reserve, the Company will generally analyze the results from all of the methods used rather than relying on a single method. While these methods are designed to determine the ultimate losses on claims under the Company's policies, there is inherent uncertainty in all actuarial models since they use historical data to project outcomes. The Company believes that the techniques it uses provide a reasonable basis in estimating loss reserves.

- The incurred loss development method analyzes historical incurred case loss (case reserves plus paid losses) development to estimate ultimate losses. The Company applies development factors against current case incurred losses by accident period to calculate ultimate expected losses. The Company believes that the incurred loss development method provides a reasonable basis for evaluating ultimate losses, particularly in the Company's larger, more established lines of business which have a long operating history.
- The average severity method analyzes historical loss payments and/or incurred losses divided by closed claims and/or total claims to calculate an estimated average cost per claim. From this, the expected ultimate average cost per claim can be estimated. The average severity method coupled with the claim count development method provides meaningful information regarding inflation and frequency trends that the Company believes is useful in establishing reserves. The claim count development method analyzes historical claim count development to estimate future incurred claim count development for current claims. The Company applies these development factors against current

claim counts by accident period to calculate ultimate expected claim counts.

- The paid loss development method analyzes historical payment patterns to estimate the amount of losses yet to be paid. The Company uses this method for losses and loss adjustment expenses.

The Company analyzes catastrophe losses separately from non-catastrophe losses. For catastrophe losses, the Company determines claim counts based on claims reported and development expectations from previous catastrophes and applies an average expected loss per claim based on reserves established by adjusters and average losses on previous similar catastrophes.

There are many factors that can cause variability between the ultimate expected loss and the actual developed loss. While there are certainly other factors, the Company believes that the following three items tend to create the most variability between expected losses and actual losses.

(1) Inflation

For the Company’s California automobile lines of business, total reserves are comprised of the following:

- BI reserves—approximately 60% of total reserves
- Material damage (MD) reserves, including collision and comprehensive property damage—approximately 20% of total reserves
- Loss adjustment expenses reserves—approximately 20% of total reserves.

Loss development on MD reserves is generally insignificant because MD claims are generally settled in a shorter period than BI claims. The majority of the loss adjustment expense reserves are estimated costs to defend BI claims, which tend to require longer periods of time to settle as compared to MD claims.

BI loss reserves are generally the most difficult to estimate because they take longer to close than other coverages. BI coverage in the Company’s policies includes injuries sustained by any person other than the insured, except in the case of uninsured or underinsured motorist BI coverage, which covers damages to the insured for BI caused by uninsured or underinsured motorists. BI payments are primarily for medical costs and general damages.

The following table presents the typical closure patterns of BI claims in the California automobile insurance coverage:

	% of Total	
	Claims Closed	Dollars Paid
BI claims closed in the accident year reported	42%	14%
BI claims closed one year after the accident year reported	80%	55%
BI claims closed two years after the accident year reported	94%	81%
BI claims closed three years after the accident year reported	99%	95%

BI claims closed in the accident year reported are generally the smaller and less complex claims that settle for approximately $3,000 to $3,500, on average, whereas the total average settlement, once all claims are closed in a particular accident year, is approximately $8,500 to $10,000. The Company creates incurred and paid loss triangles to estimate ultimate losses utilizing historical payment and reserving patterns and evaluates the results of this analysis against its frequency and severity analysis to establish BI reserves. The Company adjusts development factors to account for inflation trends it sees in loss severity. As a larger proportion of claims from an accident year are settled, there becomes a higher degree of certainty for the reserves established for that accident year. Consequently, there is a decreasing likelihood of reserve development on any particular accident year, as those periods age. At December 31, 2013, the Company believes that the accident years that are most likely to develop are the 2011 through 2013 accident years; however, it is possible that older accident years could develop as well.

In general, the Company expects that historical claims trends will continue with costs tending to increase, which is generally consistent with historical data, and therefore the Company believes that it is reasonable to expect inflation to continue. The Company is experiencing inflation at a rate that is higher than in recent years. Many potential factors can affect the BI inflation rate, including changes in claims handling process, statutes and regulations, the number of litigated files, increased use of medical procedures such as MRIs and epidural injections, general economic factors, timeliness of claims adjudication, vehicle safety, weather patterns, and gasoline prices, among other factors; however, the magnitude of such impact on the inflation rate is unknown.

The Company believes that it is reasonably possible that the California automobile BI severity could vary from recorded amounts by as much as 10%, 5%, and 3% for 2013, 2012, and 2011, respectively. For example, at December 31, 2013, the loss severity for the amounts recorded at December 31, 2012 changed by (2.2)%, 2.1%, and 1.4% for the 2012, 2011, and 2010 accident years, respectively. Comparatively, at December 31, 2012, the loss severity for the amounts recorded at December 31, 2011 increased by 7.0%, 2.5%, and 0.3% for the 2011, 2010, and

2009 accident years, respectively. The following table presents the effects on the 2013, 2012, and 2011 accident year California BI loss reserves based on possible variations in the severity recorded; however, the variation could be more or less than these amounts.

California Bodily Injury Inflation Reserve Sensitivity Analysis

Accident Year	Number of Claims Expected	Actual Recorded Severity at 12/31/13	Implied Inflation Rate Recorded [1]	(A) Pro-forma severity if actual severity is lower by 10% for 2013, 5% for 2012, and 3% for 2011	(B) Pro-forma severity if actual severity is higher by 10% for 2013, 5% for 2012, and 3% for 2011	Favorable loss development if actual severity is less than recorded (Column A)	Unfavorable loss development if actual severity is more than recorded (Column B)
2013	29,369	$10,418	6.6 %	$ 9,376	$ 11,460	$30,602,000	$ (30,602,000)
2012	28,016	$9,774	5.8 %	$ 9,285	$ 10,263	$13,700,000	$ (13,700,000)
2011	27,095	$9,234	3.0 %	$ 8,957	$9,511	$7,505,000	$ (7,505,000)
2010	27,076	$8,968	—	—	—	—	—
Total Loss Development—Favorable (Unfavorable)						$51,807,000	$ (51,807,000)

(1) Implied inflation rate is calculated by dividing the difference between current and prior year actual recorded severity by the prior year actual recorded severity.

(2) Claim Count Development

The Company generally estimates ultimate claim counts for an accident period based on development of claim counts in prior accident periods. Since 2006, for California automobile BI claims, the Company has experienced that approximately 2% to 5% additional claims will be reported in the year subsequent to an accident year. However, such late reported claims could be more or less than the Company's expectations. Typically, almost every claim is reported within one year following the end of an accident year and at that point the Company has a high degree of certainty as to what the ultimate claim count will be.

There are many other potential factors that can affect the number of claims reported after a period end. These factors include changes in weather patterns, a change in the number of litigated files, the number of automobiles insured, and whether the last day of the period falls on a weekday or a weekend. However, the Company is unable to determine which, if any, of the factors actually impact the number of claims reported and, if so, by what magnitude.

At December 31, 2013, there were 28,029 BI claims reported for the 2013 accident year and the Company estimates that these are expected to ultimately grow by approximately 5%. The Company believes that while actual development in recent years has ranged between approximately 2% to 5%, it is reasonable to expect that the range could be as great as between 0% and 10%. Actual development may be more or less than the expected range. The following table presents the effect on loss development based on different claim count within the broader possible range at December 31, 2013:

California Bodily Injury Claim Count Reserve Sensitivity Analysis

2013 Accident Year	Claims Reported	Amount Recorded at 12/31/13 at 5% Claim Count Development	Total Expected Amount If Claim Count Development is 0%	Total Expected Amount If Claim Count Development is 10%
Claim count	28,029	29,369	28,029	30,832
Approximate average cost per claim	Not meaningful	$10,418	$ 10,418	$ 10,418
Total dollars	Not meaningful	$305,966,000	$ 292,006,000	$ 321,208,000
Total Loss Development—Favorable (Unfavorable)			$ 13,960,000	$ (15,242,000)

(3) Unexpected Losses From Older Accident Periods

Unexpected losses are generally not provided for in the current reserve because they are not known or expected and tend to be unquantifiable. Once known, the Company establishes a provision for the losses, but it is not possible to provide any meaningful sensitivity analysis as to the potential size of any unexpected losses. These losses can be caused by many factors, including unexpected legal interpretations of coverage, ineffective claims handling,

regulation extending claims reporting periods, assumption of unexpected or unknown risks, adverse court decisions as well as many unknown factors.

Unexpected losses are fairly infrequent but can have a large impact on the Company's losses. To mitigate this risk, the Company has established claims handling and review procedures. However, it is still possible that these procedures will not prove entirely effective, and the Company may have material unexpected losses in future periods. It is also possible that the Company has not identified and established a sufficient reserve for all unexpected large losses occurring in the older accident years, even

though a comprehensive claims file review was undertaken. The Company may experience additional development on these reserves.

Discussion of losses and loss reserves and prior period loss development at December 31, 2013

At December 31, 2013 and 2012, the Company recorded its point estimate of approximately $1,039 million and $1,036 million, respectively, in losses and loss adjustment expense liabilities, which include $409.2 million and $408.9 million, respectively, of IBNR loss reserves. IBNR includes estimates, based upon past experience, of ultimate developed costs, which may differ from case estimates, unreported claims that occurred on or prior to December 31, 2013 and estimated future payments for reopened claims. Management believes that the liability for losses and loss adjustment expenses is adequate to cover the ultimate net cost of losses and loss adjustment expenses incurred to date; however, since the provisions are necessarily based upon estimates, the ultimate liability may be more or less than such provisions.

During 2013, the Company recorded catastrophe losses of approximately $17 million which were primarily due to tornadoes in Oklahoma and severe storms in the Midwest and the Southeast regions during the second quarter.

The Company evaluates its reserves quarterly. When management determines that the estimated ultimate claim cost requires a decrease for previously reported accident years, favorable development occurs and a reduction in losses and loss adjustment expenses is reported in the current period. If the estimated ultimate claim cost requires an increase for previously reported accident years, unfavorable development occurs and an increase in losses and loss adjustment expenses is reported in the current period. For 2013, the Company reported unfavorable development of approximately $3 million on the 2012 and prior accident years' losses and loss adjustment expense reserves, which at December 31, 2012 totaled approximately $1,036 million. The unfavorable development in 2013 is largely from Florida claims that were re-opened from prior years due to a state supreme court ruling that was adverse to the insurance industry.

Investments

The Company's fixed maturity and equity investments are classified as "trading" and carried at fair value as required when applying the fair value option, with changes in fair value reflected in net realized investment gains or losses in the consolidated statements of operations. The majority of equity holdings, including non-redeemable fund preferred stocks, is actively traded on national exchanges or trading markets, and is valued at the last transaction price on the balance sheet dates.

Fair Value of Financial Instruments

The financial instruments recorded in the consolidated balance sheets include investments, receivables, a total return swap, interest rate swaps, accounts payable, equity contracts, and secured and unsecured notes payable. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Due to their short-term maturity, the carrying values of receivables and accounts payable approximate their fair market values. All investments are carried on the consolidated balance sheets at fair value, as disclosed in Note 1 of Notes to Consolidated Financial Statements.

The Company's financial instruments include securities issued by the U.S. government and its agencies, securities issued by states and municipal governments and agencies, certain corporate and other debt securities, equity securities, and exchange traded funds. 99.5% of the fair value of financial instruments held at December 31, 2013 is based on observable market prices, observable market parameters, or is derived from such prices or parameters. The availability of observable market prices and pricing parameters can vary by financial instrument. Observable market prices and pricing parameters of a financial instrument, or a related financial instrument, are used to derive a price without requiring significant judgment.

The Company may hold or acquire financial instruments that lack observable market prices or market parameters because they are less actively traded currently or in future periods. The fair value of such instruments is determined

using techniques appropriate for each particular financial instrument. These techniques may involve some degree of judgment. The price transparency of the particular financial instrument will determine the degree of judgment involved in determining the fair value of the Company’s financial instruments. Price transparency is affected by a wide variety of factors, including, for example, the type of financial instrument, whether it is a new financial instrument and not yet established in the marketplace, and the characteristics particular to the transaction. Financial instruments for which actively quoted prices or pricing parameters are available or for which fair value is derived from actively quoted prices or pricing parameters will generally have a higher degree of price transparency. By contrast, financial instruments that are thinly traded or not quoted will generally have diminished price transparency. Even in normally active markets, the price transparency for actively quoted instruments may be reduced during periods of market dislocation. Alternatively, in thinly quoted markets, the participation of market makers willing to purchase and sell a financial

instrument provides a source of transparency for products that are otherwise not actively quoted. For a further discussion, see Note 3 of Notes to Consolidated Financial Statements.

Income Taxes

At December 31, 2013, the Company’s deferred income taxes were in a net asset position materially due to deferred tax assets resulting from unearned premiums, AMT and other tax credit carryforwards, loss reserve discounting, and expense accruals. These deferred tax assets were substantially offset by deferred tax liabilities generated by deferred policy acquisition costs and unrealized gains on securities held. The Company assesses the likelihood that its deferred tax assets will be realized and, to the extent management does not believe these assets are more likely than not to be realized, a valuation allowance is established. Management’s recoverability assessment of the Company's deferred tax assets, which are ordinary in character, takes into consideration the Company’s strong history of generating ordinary taxable income and a reasonable expectation that it will continue to generate ordinary taxable income in the future. Further, the Company has the capacity to recoup its ordinary deferred tax assets through tax loss carryback claims for taxes paid in prior years. Finally, the Company has various deferred tax liabilities which represent sources of future ordinary taxable income.

Management’s recoverability assessment with regard to its capital deferred tax assets is based on estimates of anticipated capital gains and tax-planning strategies available to generate future taxable capital gains, each of which would contribute to the realization of deferred tax benefits. The Company expects to hold certain quantities of debt securities, which are currently in loss positions, to recovery or maturity. Management believes unrealized losses related to these debt securities, which represent a significant portion of the unrealized loss positions at year-end, are fully realizable at maturity. Management believes its long-term time horizon for holding these securities allows it to avoid any forced sales prior to maturity. The Company also has unrealized gains in its investment portfolio that could be realized through asset dispositions, at management’s discretion. Further, the Company has the capability to generate additional realized capital gains by entering into a sale-leaseback transaction using one or more of its appreciated real estate holdings.

The Company has the capability to implement tax planning strategies as it has a steady history of generating positive cash flow from operations and believes that its cash flow needs can be met in future periods without the forced sale of its investments. This capability assists management in controlling the timing and amount of realized losses generated during future periods. By prudent utilization of some or all of these strategies, management has the intent and believes that it has the ability to generate capital gains and minimize tax losses in a manner sufficient to avoid losing the benefits of its deferred tax assets. Management will continue to assess the need for a valuation allowance on a quarterly basis. Although realization is not assured, management believes it is more likely than not that the Company’s deferred tax assets will be realized.

The Company’s effective income tax rate can be affected by several factors. These generally include tax exempt investment income, non-deductible expenses, and periodically, non-routine tax items such as adjustments to unrecognized tax benefits related to tax uncertainties. The effective tax rate was 15.1% for 2013, compared to 13.6% for 2012. The increase in the effective tax rate is mainly due to an increase in taxable income relative to tax exempt investment income and an increase in the provision for the Company's state income tax uncertainties. The Company’s effective tax rate for the year ended December 31, 2013 was lower than the statutory tax rate primarily as a result of tax exempt investment income earned.

Contingent Liabilities

The Company has known, and may have unknown, potential liabilities which include claims, assessments, lawsuits, or regulatory fines and penalties relating to the Company’s business. The Company continually evaluates these potential liabilities and accrues for them and/or discloses them in the notes to the consolidated financial statements where required. The Company does not believe that the ultimate resolution of currently pending legal or regulatory proceedings, either individually or in the aggregate, will have a material adverse effect on its financial condition,

results of operations, or cash flows. See also “Regulatory and Legal Matters” and Note 16 of Notes to Consolidated Financial Statements.

For a discussion of recently issued accounting standards, see Note 1 of Notes to Consolidated Financial Statements.

Premiums

The Company’s insurance premiums are recognized as income ratably over the term of the policies and in proportion to the amount of insurance protection provided. Unearned premiums are carried as a liability on the consolidated balance sheets and are computed on a monthly pro-rata basis. The Company evaluates its unearned premiums periodically for premium deficiencies by comparing the sum of expected claim costs, unamortized acquisition costs, and maintenance costs partially offset by investment income to related unearned premiums. To the extent that any of the Company’s lines of business become unprofitable, a premium deficiency reserve may be required.

RESULTS OF OPERATIONS

Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

Revenues

Net premiums written and net premiums earned in 2013 increased 2.9% and 4.8%, respectively, from 2012. The increase in net premiums written was primarily due to higher average premiums per policy which primarily resulted from the October 2012 4% rate increase on California private passenger automobile policies as well as rate increases taken in non-California states. In addition, the Company implemented a 6.9% rate increase in July 2013 on private passenger automobile policies written in CAIC, which represented approximately 22% of total California private passenger automobile net premiums written as of December 31, 2013.

Net premiums written is a non-GAAP financial measure which represents the premiums charged on policies issued during a fiscal period less any applicable reinsurance. Net premiums written is a statutory measure designed to determine production levels. Net premiums earned, the most directly comparable GAAP measure, represents the portion of net premiums written that is recognized as revenue in the financial statements for the period presented and earned on a pro-rata basis over the term of the policies. The following is a reconciliation of total net premiums written to net premiums earned:

	2013		2012	
	(Amounts in thousands)			
Net premiums written	$2,728,999		$2,651,731	
Change in net unearned premium	(30,812	)	(76,811	)
Net premiums earned	$2,698,187		$2,574,920	

Expenses

Loss and expense ratios are used to interpret the underwriting experience of property and casualty insurance companies. The following table presents the Company’s consolidated loss, expense, and combined ratios determined in accordance with GAAP:

	2013		2012	
Loss ratio	72.7	%	76.2	%
Expense ratio	26.9	%	26.6	%
Combined ratio	99.6	%	102.8	%

Loss ratio is calculated by dividing losses and loss adjustment expenses by net premiums earned. The Company’s loss ratio was affected by unfavorable development of approximately $3 million and $42 million on prior accident years’ losses and loss adjustment expense reserves for the years ended December 31, 2013 and 2012, respectively. The 2013 loss ratio was also negatively impacted by a total of $17 million of catastrophe losses mostly due to tornadoes in Oklahoma and severe storms in the Midwest and Southeast regions during 2013. The unfavorable development in 2012 was largely the result of re-estimates of California BI losses which experienced both higher average severities and more late reported claims than originally estimated at December 31, 2012. The 2012 loss ratio was also negatively impacted by a total of $39 million of catastrophe losses mostly due to Hurricane Sandy and wind and hail storms in the Midwest region during 2012. Excluding the effect of estimated prior periods' loss development and catastrophe losses, the loss ratio was 72.0% and 73.0% for the years ended December 31, 2013 and 2012, respectively.

Expense ratio is calculated by dividing the sum of policy acquisition costs plus other operating expenses by net premiums earned and did not materially change in 2013 compared to 2012. The 2013 expense ratio was affected by the consolidation of claims and underwriting operations located outside of California into hub locations, which resulted in approximately $10 million of pre-tax office closure costs and severance related expense during the first quarter of 2013. The charges added 0.1 point to the expense ratio and 0.3 point to the loss adjustment expense portion of the loss ratio. The Company expects future savings of approximately $12 million per year as a result of the workforce reduction and operational consolidation.

Combined ratio is equal to loss ratio plus expense ratio and is the key measure of underwriting performance traditionally used in the property and casualty insurance industry. A combined ratio under 100% generally reflects profitable underwriting results; and a combined ratio over 100% generally reflects unprofitable underwriting results.

Income tax expense was $20.0 million and $18.4 million for the years ended December 31, 2013 and 2012, respectively. The increase in income tax expense was due to the recognition of additional state income tax expense.

Investments

The following table presents the investment results of the Company:

	2013	2012
	(Amounts in thousands)	
Average invested assets at cost [1]	$3,028,198	$3,011,143
Net investment income [2]		
Before income taxes	$124,538	$131,896
After income taxes	$109,506	$115,359
Average annual yield on investments [2]		
Before income taxes	4.1 %	4.4 %
After income taxes	3.6 %	3.8 %
Net realized investment (losses) gains	$(11,422)	$66,380

(1) Fixed maturities and short-term bonds at amortized cost; and equities and other short-term investments at cost. Average invested assets at cost is based on the monthly amortized cost of the invested assets for each respective period.

(2) Net investment income and average annual yield decreased primarily due to the maturity and replacement of higher yielding investments purchased when market interest rates were higher, with lower yielding investments purchased during a low interest rate environment.

Included in net income are net realized investment losses of $11.4 million and gains of $66.4 million in 2013 and 2012, respectively. Net realized investment (losses) gains include losses of $44.0 million and gains of $45.5 million in 2013 and 2012, respectively, due to changes in the fair value of total investments pursuant to application of the fair value accounting option. The net losses during 2013 arise from a $100.7 million market value decrease in the Company's fixed maturity securities offset by a $56.8 million market value increase in its equity securities. The Company’s municipal bond holdings represent the majority of the fixed maturity portfolio and were negatively affected by the overall municipal market decline for 2013. The primary cause of the increase in the value of the Company’s equity securities was the overall improvement in the equity markets for 2013. The net gains during 2012 arise from $36.3 million and $9.2 million market value increases in the Company’s fixed maturity and equity securities, respectively. The primary cause of the increase in the value of the Company's fixed maturity and equity securities was the overall improvement in the municipal bond market and the equity market in 2012.

Net Income

Net income was $112.1 million or $2.04 per share (basic and diluted), and $116.9 million or $2.13 per share (basic and diluted) in 2013 and 2012, respectively. Diluted per share results were based on a weighted average of 55.0 million and 54.9 million shares in 2013 and 2012, respectively. Included in net income per share were net realized investment losses, net of income taxes, of $0.14 and gains, net of income taxes, of $0.79 per share (basic and diluted) in 2013 and 2012, respectively.

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Revenues

Net premiums earned and net premiums written in 2012 increased 0.3% and 3.0%, respectively, from 2011. Net premiums written by the Company's California operations and non-California operations increased by $73.3 million and $3.1 million, respectively, from 2011. The increase in net premiums written was primarily due to an increase in the number of policies-in-force and slightly higher average premiums per policy. The increase in average premiums per policy partially reflected a modest shift for the California personal automobile line from six-month policies to twelve-month policies. Premiums on twelve-month policies are typically twice that of six-month policies. For 2012,

fewer than 5% of California personal automobile policies were written on a twelve-month basis and more than 95% were written on a six-month basis, whereas in 2011, fewer than 1% of the California personal automobile policies were written on a twelve-month basis and over 99% were written on a six-month basis. In addition, the Company increased private passenger automobile insurance rates in twelve non-California states and grew its homeowners business in several non-California states during 2012.

The following is a reconciliation of total net premiums written to net premiums earned:

	2012	2011
	(Amounts in thousands)	
Net premiums written	$2,651,731	$2,575,383
Change in net unearned premium	(76,811)	(9,326)
Net premiums earned	$2,574,920	$2,566,057

Expenses

The following table presents the Company's consolidated loss, expense, and combined ratios determined in accordance with GAAP:

	2012	2011
Loss ratio	76.2 %	71.3 %
Expense ratio	26.6 %	27.2 %
Combined ratio	102.8 %	98.5 %

The Company's loss ratio was affected by unfavorable development of approximately $42 million and $18 million on prior accident years' losses and loss adjustment expense reserves for the years ended December 31, 2012 and 2011, respectively. The unfavorable development in 2012 was largely the result of re-estimates of California BI losses which experienced both higher average severities and more late reported claims than originally estimated at December 31, 2011. The 2012 loss ratio was also negatively impacted by a total of $39 million of catastrophe losses mostly due to Hurricane Sandy and wind and hail storms in the Midwest region during 2012. In addition, the 2012 loss ratio was negatively impacted by rising loss frequency and increasing severity on the California private passenger automobile line of business. The 2011 loss ratio was negatively impacted by a total of $18 million of catastrophe losses due to California winter storms, Hurricane Irene, and Georgia tornadoes during 2011.

The improvement in the expense ratio in 2012 was mainly due to ongoing cost reduction efforts and lower profitability related expenses.

Income tax expenses were $18.4 million and $53.9 million for the years ended December 31, 2012 and 2011, respectively. The decrease in income tax expense resulted from decreased taxable income in 2012.

Investments

The following table presents the investment results of the Company:

	2012	2011
	(Amounts in thousands)	
Average invested assets at cost (1)	$3,011,143	$3,004,588
Net investment income (2)		
Before income taxes	$131,896	$140,947
After income taxes	$115,359	$124,708
Average annual yield on investments (2)		
Before income taxes	4.4 %	4.7 %
After income taxes	3.8 %	4.2 %
Net realized investment gains	$66,380	$58,397

(1) Fixed maturities and short-term bonds at amortized cost; and equities and other short-term investments at cost. Average invested assets at cost is based on the monthly amortized cost of the invested assets for each respective period.

(2) Net investment income and average annual yield decreased primarily due to the maturity and replacement of higher yielding investments purchased when market interest rates were higher, with lower yielding investments purchased during a low interest rate environment.

Included in net income were net realized investment gains of $66.4 million and $58.4 million in 2012 and 2011, respectively. Net realized investment gains included gains of $45.5 million and $31.3 million in 2012 and 2011, respectively, due to changes in the fair value of total investments pursuant to application of the fair value accounting option. The net gains during 2012 arose

from $36.3 million and $9.2 million market value increases in the Company’s fixed maturity and equity securities, respectively. The Company’s municipal bond holdings represented the majority of the fixed maturity portfolio, which was positively affected by the overall municipal market improvement for 2012. The primary cause of the increase in the value of the Company’s equity securities was the overall improvement in the equity markets for 2012. The net gains during 2011 arose from a $62.1 million market value increase in the Company's fixed maturity securities offset by a $30.9 million market value decline in its equity securities.

Net Income

Net income was $116.9 million or $2.13 per share (basic and diluted) and $191.2 million or $3.49 per share (basic and diluted) in 2012 and 2011, respectively. Diluted per share results were based on a weighted average of 54.9 million and 54.8 million shares in 2012 and 2011, respectively. Included in net income per share were net realized investment gains, net of income taxes, of $0.79 and $0.69 per share (basic and diluted) in 2012 and 2011, respectively.

LIQUIDITY AND CAPITAL RESOURCES

A. General

The Company is largely dependent upon dividends received from its insurance subsidiaries to pay debt service costs and to make distributions to its shareholders. Under current insurance law, the Insurance Companies are entitled to pay ordinary dividends of approximately $260 million in 2014 to Mercury General. The Insurance Companies paid Mercury General ordinary dividends of approximately $120 million during 2013. As of December 31, 2013, Mercury General had approximately $87 million in investments and cash that could be utilized to satisfy its direct holding company obligations.

The principal sources of funds for the Insurance Companies are premiums, sales and maturity of invested assets, and dividend and interest income from invested assets. The principal uses of funds for the Insurance Companies are the payment of claims and related expenses, operating expenses, dividends to Mercury General, payment of debt, and the purchase of investments.

B. Cash Flows

The Company has generated positive cash flow from operations for more than twenty consecutive years and therefore, does not attempt to match the duration and timing of asset maturities with those of liabilities. Rather, the Company manages its portfolio with a view towards maximizing total return with an emphasis on after-tax income. With combined cash and short-term investments of $582.3 million at December 31, 2013 as well as $150 million of credit available on a $200 million revolving credit facility, the Company believes its cash flow is adequate to satisfy its liquidity requirements without the forced sale of investments. Investment maturities are also available to meet the Company's liquidity needs. However, the Company operates in a rapidly evolving and often unpredictable business environment that may change the timing or amount of expected future cash receipts and expenditures. Accordingly, there can be no assurance that the Company’s sources of funds will be sufficient to meet its liquidity needs or that the Company will not be required to raise additional funds to meet those needs or for future business expansion, through the sale of equity or debt securities or from credit facilities with lending institutions.

Net cash provided by operating activities in 2013 was $209.8 million, an increase of $61.7 million compared to 2012. The increase was primarily due to increased premiums collected and reduced operating expenses, offset by an increase in paid losses and loss adjustment expenses. The Company utilized the cash provided by operating activities primarily for the payment of dividends to its shareholders. Funds derived from the sale, redemption, or maturity of fixed maturity investments of $571.7 million were primarily reinvested by the Company in high grade fixed maturity securities.

The following table presents the estimated fair value of fixed maturity securities at December 31, 2013 by contractual maturity in the next five years.

	Fixed Maturity Securities (Amounts in thousands)
Due in one year or less	$59,117

Due after one year through two years	55,773
Due after two years through three years	110,949
Due after three years through four years	96,315
Due after four years through five years	73,552
	$395,706

See “D. Debt” for cash flow related to outstanding debts.

C. Invested Assets

Portfolio Composition

An important component of the Company’s financial results is the return on its investment portfolio. The Company’s investment strategy emphasizes safety of principal and consistent income generation, within a total return framework. The investment strategy has historically focused on maximizing after-tax yield with a primary emphasis on maintaining a well diversified, investment grade, fixed income portfolio to support the underlying liabilities and achieve return on capital and profitable growth. The Company believes that investment yield is maximized by selecting assets that perform favorably on a long-term basis and by disposing of certain assets to enhance after-tax yield and minimize the potential effect of downgrades and defaults. The Company continues to believe that this strategy maintains the optimal investment performance necessary to sustain investment income over time. The Company’s portfolio management approach utilizes a market risk and consistent asset allocation strategy as the primary basis for the allocation of interest sensitive, liquid and credit assets as well as for determining overall below investment grade exposure and diversification requirements. Within the ranges set by the asset allocation strategy, tactical investment decisions are made in consideration of prevailing market conditions.

The following table presents the composition of the total investment portfolio of the Company at December 31, 2013:

	Cost[(1)]	Fair Value
	(Amounts in thousands)	
Fixed maturity securities:		
U.S. government bonds and agencies	$15,994	$16,096
Municipal securities	2,201,047	2,235,323
Mortgage-backed securities	37,848	40,247
Corporate securities	264,172	264,685
Collateralized debt obligations	3,981	4,302
	2,523,042	2,560,653
Equity securities:		
Common stock:		
Public utilities	81,128	85,287
Banks, trusts and insurance companies	1,610	2,927
Energy and other	101,455	151,554
Non-redeemable preferred stock	29,740	29,567
Partnership interest in a private credit fund	10,000	12,548
	223,933	281,883
Short-term investments	315,886	315,776
Total investments	$3,062,861	$3,158,312

(1) Fixed maturities and short-term bonds at amortized cost and equities and other short-term investments at cost.

At December 31, 2013, 70.6% of the Company’s total investment portfolio at fair value and 87.1% of its total fixed maturity investments at fair value were invested in tax-exempt state and municipal bonds. Equity holdings consist of non-redeemable preferred stocks, dividend-bearing common stocks on which dividend income is partially tax-sheltered by the 70% corporate dividend received deduction, and a partnership interest in a private credit fund. At December 31, 2013, 83.3% of short-term investments consisted of highly rated short-duration securities redeemable on a daily or weekly basis. The Company does not have any direct investment in subprime lenders.

During 2013, the Company recognized $11.4 million in net realized investment losses, which primarily included losses of $95.2 million and gains of $80.9 million related to fixed maturity and equity securities, respectively. Included in the gains and losses were $100.7 million in losses and $56.8 million in gains due to changes in the fair

value of the Company's fixed maturity and equity security portfolio, respectively, as a result of applying the fair value accounting option.

During 2012, the Company recognized $66.4 million in net realized investment gains, which primarily included gains of $47.7 million and $16.7 million related to fixed maturity and equity securities, respectively. Included in the gains were $36.3

million and $9.2 million in gains due to changes in the fair value of the Company’s fixed maturity and equity security portfolio, respectively, as a result of applying the fair value accounting option.

Fixed Maturity Securities and Short-Term Investments

Fixed maturity securities include debt securities, which may have fixed or variable principal payment schedules, may be held for indefinite periods of time, and may be used as a part of the Company’s asset/liability strategy or sold in response to changes in interest rates, anticipated prepayments, risk/reward characteristics, liquidity needs, tax planning considerations, or other economic factors. Short-term investments include money market accounts, options, and short-term bonds that are highly rated short duration securities and redeemable within one year.

A primary exposure for the fixed maturity securities is interest rate risk. The longer the duration, the more sensitive the asset is to market interest rate fluctuations. As assets with longer maturity dates tend to produce higher current yields, the Company’s historical investment philosophy has resulted in a portfolio with a moderate duration. The nominal average maturities of the overall bond portfolio were 13.3 years and 12.2 years (12.1 years and 11.0 years including all short-term instruments) at December 31, 2013 and 2012, respectively. The portfolio is heavily weighted in investment grade tax-exempt municipal bonds. Fixed maturity investments purchased by the Company typically have call options attached, which further reduce the duration of the asset as interest rates decline. The call-adjusted average maturities of the overall bond portfolio were 5.2 years and 3.7 years (4.7 years and 3.3 years including all short-term instruments) at December 31, 2013 and 2012, respectively, related to holdings which are heavily weighted with high coupon issues that are expected to be called prior to maturity. The modified durations of the overall bond portfolio reflecting anticipated early calls were 3.9 years and 3.1 years, (3.6 years and 2.8 years including all short-term instruments), including collateralized mortgage obligations with a modified duration of 2.3 years and 3.2 years at December 31, 2013 and 2012, respectively, and short-term bonds that carry no duration. Modified duration measures the length of time it takes, on average, to receive the present value of all the cash flows produced by a bond, including reinvestment of interest. As it measures four factors (maturity, coupon rate, yield, and call terms) which determine sensitivity to changes in interest rates, modified duration is considered a better indicator of price volatility than simple maturity alone.

Another exposure related to the fixed maturity securities is credit risk, which is managed by maintaining a weighted-average portfolio credit quality rating of AA-, at fair value, consistent with the average rating at December 31, 2012. To calculate the weighted-average credit quality ratings as disclosed throughout this Annual Report on Form 10-K, individual securities were weighted based on fair value and a credit quality numeric score that was assigned to each rating grade. Tax-exempt bond holdings are broadly diversified geographically. Taxable holdings consist principally of investment grade issues. At December 31, 2013, fixed maturity holdings rated below investment grade and non-rated bonds totaled $35.0 million and $13.1 million, respectively, at fair value, and represented 1.4% and 0.5%, respectively, of total fixed maturity securities. At December 31, 2012, fixed maturity holdings rated below investment grade and non-rated bonds totaled $41.4 million and $47.4 million, respectively, at fair value, and represented 1.7% and 2.0%, respectively, of total fixed maturity securities.

The following table presents the credit quality ratings of the Company’s fixed maturity portfolio by security type at December 31, 2013 at fair value. The Company’s estimated credit quality ratings are based on the average of ratings assigned by nationally recognized securities rating organizations. Credit ratings for the Company’s fixed maturity portfolio were stable as compared to the prior year, with 83.1% of fixed maturity securities at fair value experiencing no change in their overall rating. 9.3% of fixed maturity securities at fair value experienced downgrades, partially offset by 7.6% in credit upgrades. A majority of the downgrades were slight and still within the investment grade portfolio, except for $7.4 million at fair value that were downgraded to below investment grade during 2013.

	December 31, 2013											
	AAA		AA[(1)]		A[(1)]		BBB[(1)]		Non-Rated/Other		Total	
	(Amounts in thousands)											
U.S. government bonds and agencies:												
Treasuries	$12,747		$0		$0		$0		$ 0		$12,747	
Government Agency	3,349		0		0		0		0		3,349	
Total	16,096		0		0		0		0		16,096	
	100.0	%									100.0	%
Municipal securities:												
Insured	6,667		334,350		624,301		20,513		15,175		1,001,006	
Uninsured	232,494		337,398		487,889		170,535		6,001		1,234,317	
Total	239,161		671,748		1,112,190		191,048		21,176		2,235,323	
	10.7	%	30.1	%	49.8	%	8.5	%	0.9	%	100.0	%
Mortgage-backed securities:												
Commercial	0		0		11,519		10,339		0		21,858	
Agencies	6,942		0		0		0		0		6,942	
Non-agencies:												
Prime	28		462		679		1,615		1,692		4,476	
Alt-A	0		19		1,451		0		5,501		6,971	
Total	6,970		481		13,649		11,954		7,193		40,247	
	17.3	%	1.2	%	33.9	%	29.7	%	17.9	%	100.0	%
Corporate securities:												
Communications	0		0		6,186		4,202		0		10,388	
Consumer—cyclical	0		0		6,797		5,555		0		12,352	
Consumer—non-cyclical	0		0		0		16,781		0		16,781	
Energy	0		0		0		70,881		6,704		77,585	
Financial	0		15,876		35,308		54,014		7,835		113,033	
Industrial	0		0		1,166		5,707		1,758		8,631	
Technology	0		0		0		9,404		3,454		12,858	
Basic materials	0		0		0		8,614		0		8,614	
Utilities	0		0		2,069		2,374		0		4,443	
Total	0		15,876		51,526		177,532		19,751		264,685	
			6.0	%	19.5	%	67.1	%	7.4	%	100.0	%
Collateralized debt obligations:												
Corporate	4,302		0		0		0		0		4,302	
Total	4,302		0		0		0		0		4,302	
	100.0	%									100.0	%
Total	$266,529		$688,105		$1,177,365		$380,534		$ 48,120		$2,560,653	
	10.4	%	26.9	%	46.0	%	14.8	%	1.9	%	100.0	%

(1) Intermediate ratings are offered at each level (e.g., AA includes AA+, AA and AA-).

The Company had $23.0 million, 0.9% of its fixed maturity portfolio, at fair value, in U.S. government bonds and agencies and mortgage-backed securities (Agencies). In August 2011, Standard and Poor’s downgraded the U.S. government’s long-term sovereign credit rating from AAA to AA+. This downgrade triggered significant volatility in prices for a variety of investments. While Moody’s and Fitch affirmed their AAA ratings, they placed a negative outlook in November 2011 and warned of a potential downgrade if no long-term deficit agreement was reached over

the next two years. In 2013, while Moody's and S&P affirmed AAA and AA+ ratings, respectively, with a stable outlook, Fitch warned of a potential downgrade from AAA if the debt limit is not raised in time. Fitch has indicated that it will determine if a downgrade is necessary at the end of the first quarter of 2014. These rating agencies' concerns indicate declining confidence that timely fiscal measures will be forthcoming to place U.S. public

finances on a sustainable path and secure the AAA ratings. Standard and Poor's affirmed the U.S. Treasury's short-term credit rating of AAA indicating that the short-term capacity of the U.S. to meet its financial commitment on its outstanding obligations is strong. The Company understands that market participants continue to use rates of return on U.S. government debt as a risk-free rate and have continued to invest in U.S. Treasury securities.

(1) Municipal Securities

The Company had $2.2 billion at fair value and amortized cost in municipal bonds at December 31, 2013, of which $1.0 billion were insured by bond insurers. For insured municipal bonds that have underlying ratings, the average underlying rating was A+ at December 31, 2013.

At December 31, 2013, the bond insurers providing credit enhancement were Assured Guaranty Corporation and National Public Finance Guarantee Corporation, which covered approximately 25% of the insured municipal securities. The average rating of the Company's insured municipal bonds by these bond insurers was A, with an underlying rating of A-. Most of the insured bonds' ratings were investment grade and reflected the credit of underlying issuer. 8.6% of the remaining insured bonds are non-rated or below investment grade, and the Company does not believe that these insurers provide credit enhancement to the municipal bonds that they insure.

The Company considers the strength of the underlying credit as a buffer against potential market value declines which may result from future rating downgrades of the bond insurers. In addition, the Company has a long-term time horizon for its municipal bond holdings which generally allows it to recover the full principal amounts upon maturity and avoid forced sales prior to maturity of bonds that have declined in market value due to the bond insurers' rating downgrades. Based on the uncertainty surrounding the financial condition of these insurers, it is possible that there will be additional downgrades to below investment grade ratings by the rating agencies in the future, and such downgrades could impact the fair value of municipal bonds.

(2) Mortgage-Backed Securities

The mortgage-backed securities portfolio is categorized as loans to "prime" borrowers except for $7.0 million and $8.2 million ($6.3 million and $7.3 million at amortized cost) of Alt-A mortgages at December 31, 2013 and 2012, respectively. Alt-A mortgage backed securities are at fixed or variable rates and include certain securities that are collateralized by residential mortgage loans issued to borrowers with credit profiles stronger than those of sub-prime borrowers, but do not qualify for prime financing terms due to high loan-to-value ratios or limited supporting documentation. The Company had holdings of $21.9 million and $4.3 million ($21.8 million and $4.2 million at amortized cost) in commercial mortgage-backed securities at December 31, 2013 and 2012, respectively.

The weighted-average rating of the Company's Alt-A mortgage-backed securities was B+ and the weighted-average rating of the entire mortgage backed securities portfolio was BBB+ as of December 31, 2013.

(3) Corporate Securities

Included in fixed maturity securities are $264.7 million and $155.6 million of corporate securities, which had durations of 3.4 and 1.8 years, at December 31, 2013 and 2012, respectively. The weighted-average rating was BBB as of December 31, 2013 and 2012.

(4) Collateralized Debt Obligations

Included in fixed maturities securities are collateralized debt obligations of $4.3 million and $42.8 million, which represent 0.1% and 1.3% of the total investment portfolio and had durations of 0.01 years and 0.47 years, at December 31, 2013 and 2012, respectively.

Equity Securities

Equity holdings consist of non-redeemable preferred stocks, common stocks on which dividend income is partially tax-sheltered by the 70% corporate dividend received deduction, and a partnership interest in a private credit fund. The net gains in 2013 due to changes in fair value of the Company's equity portfolio were $56.8 million. The primary cause of the increase in the value of the Company's equity securities was the overall improvement in the equity markets.

The Company’s common stock allocation is intended to enhance the return of and provide diversification for the total portfolio. At December 31, 2013, 8.9% of the total investment portfolio at fair value was held in equity securities, compared to 15.0% at December 31, 2012. During the second half of 2013, the Company sold a significant portion of its equity portfolio to

improve the asset risk profile in its insurance subsidiaries and to lock in and realize gains that resulted from the large stock market appreciation that occurred during 2013. Those gains can be utilized to offset capital losses for tax purposes within the next three years.

The following table presents the equity security portfolio by industry sector for 2013 and 2012:

	December 31,			
	2013		2012	
	Cost	Fair Value	Cost	Fair Value
		(Amounts in thousands)		
Equity securities:				
Basic materials	$5,401	$7,759	$37,407	$32,862
Communications	3,899	4,538	8,970	10,428
Consumer—cyclical	8,095	8,241	8,337	7,658
Consumer—non-cyclical	1,830	2,836	9,498	10,162
Energy	75,093	121,662	242,961	246,209
Financial	25,242	25,627	27,553	30,075
Funds	10,000	12,548	10,264	11,579
Industrial	5,571	5,260	32,697	29,188
Technology	2,503	2,715	10,567	8,635
Utilities	86,299	90,697	87,705	90,292
	$223,933	$281,883	$475,959	$477,088

D. Debt

Notes payable consists of the following:

	Lender	Interest Rate	Expiration	December 31, 2013	2012
				(Amounts in thousands)	
Secured credit facility	Bank of America	LIBOR plus 40 basis points	July 31, 2016	$120,000	$120,000
Secured loan	Union Bank	LIBOR plus 40 basis points	January 2, 2015	20,000	20,000
Unsecured credit facility	Bank of America and Union Bank	(1)	June 30, 2018	50,000	0
Total				$190,000	$140,000

(1) On July 2, 2013, the Company entered into an unsecured $200 million five-year revolving credit facility. The interest rate on borrowings under the credit facility is based on the Company's debt to total capital ratio and ranges from LIBOR plus 112.5 basis points when the ratio is under 15% to LIBOR plus 162.5 basis points when the ratio is above 25%. Commitment fees for undrawn portions of the credit facility range from 12.5 basis points when the ratio is under 15% to 22.5 basis points when the ratio is above 25%. In 2013, the interest rate was LIBOR plus 112.5 basis points on the $50 million of borrowings and 12.5 basis points on the undrawn portions of the credit facility.

The bank loan and credit facilities contain financial covenants pertaining to minimum statutory surplus, debt to capital ratio, and RBC ratio. The Company was in compliance with all of its loan covenants at December 31, 2013.

For a further discussion, see Notes 6 and 7 of Notes to Consolidated Financial Statements.

E. Capital Expenditures

In 2013, the Company made capital expenditures, including capitalized software, of approximately $19 million primarily related to Information Technology.

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F. Regulatory Capital Requirement

The Insurance Companies must comply with minimum capital requirements under applicable state laws and regulations. The RBC formula is used by insurance regulators to monitor capital and surplus levels. It was designed to capture the widely varying elements of risks undertaken by writers of different lines of insurance having differing risk characteristics, as well as writers of similar lines where differences in risk may be related to corporate structure, investment policies, reinsurance arrangements, and a number of other factors. The Company periodically monitors the RBC level of each of the Insurance Companies. As of December 31, 2013, 2012, and 2011 each of the Insurance Companies exceeded the minimum required RBC levels, as determined by the NAIC and adopted by the state insurance regulators. None of the Insurance Companies' RBC ratio was less than 800% of the authorized control level RBC as of December 31, 2013, 2012, and 2011, respectively. Generally, an RBC ratio of 200% or less would require some form of regulatory or company action.

Among other considerations, industry and regulatory guidelines suggest that the ratio of a property and casualty insurer's annual net premiums written to statutory policyholders' surplus should not exceed 3.0 to 1. Based on the combined surplus of all the Insurance Companies of $1.5 billion at December 31, 2013, and net premiums written of $2.7 billion, the ratio of premiums written to surplus was 1.8 to 1.

Beginning in 2015, insurance companies will be required to file an ORSA with the insurance regulators in their state of domicile. The ORSA is required to cover, among many items, a company's risk management policies, the material risks to which the company is exposed, how the company measures, monitors, manages and mitigates material risks, and how much economic and regulatory capital is needed to continue to operate in a strong and healthy manner. The ORSA will be used by the state insurance regulator to evaluate the risk exposure and quality of the risk management processes within the insurance companies to assist in conducting risk-focused financial examinations and for determining the overall financial condition of the insurance company.

OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2013, the Company had no off-balance sheet arrangements as defined under Regulation S-K 303(a)(4) and the instructions thereto.

CONTRACTUAL OBLIGATIONS

The Company's significant contractual obligations at December 31, 2013 are summarized as follows:

Contractual Obligations	Total	2014	2015	2016	2017	2018	Thereafter
			(Amounts in thousands)				
Debt (including interest)[1]	$216,806	$1,905	$21,787	$121,491	$1,082	$70,541	$0
Lease obligations[2]	44,633	13,282	11,214	9,510	7,345	3,112	170
Losses and loss adjustment expenses[3]	1,038,984	587,906	254,798	124,583	47,740	23,957	0
Total Contractual Obligations	$1,300,423	$603,093	$287,799	$255,584	$56,167	$97,610	$170

(1) The Company's debt contains various terms, conditions and covenants which, if violated by the Company, would result in a default and could result in the acceleration of the Company's payment obligations. Amounts differ from the balance presented on the consolidated balance sheets as of December 31, 2013 because the debt amounts above include interest, calculated at the most recent LIBOR rate and bank margin in effect, and an additional draw of $20 million made subsequent to