SeaWorld Entertainment, Inc.
Form S-1/A
December 09, 2013
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As filed with the Securities and Exchange Commission on December 9, 2013

Registration No. 333-192420

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SeaWorld Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**7990**	**27-1220297**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

9205 South Park Center Loop, Suite 400

Orlando, Florida 32819

(407) 226-5011

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

G. Anthony (Tony) Taylor, Esq.

Chief Legal and Corporate Affairs Officer, General Counsel and Corporate Secretary

9205 South Park Center Loop, Suite 400

Orlando, Florida 32819

(407) 226-5011

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value $0.01 per share	17,250,000	$31.52	$543,720,000	$70,031.14

(1) Includes shares/offering price of shares of common stock that the underwriters have the option to purchase. See Underwriting.
(2) These figures are estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of high and low prices of the common stock on November 15, 2013 as reported on the New York Stock Exchange.
(3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor do we or the selling stockholders seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated December 9, 2013.

Preliminary Prospectus

15,000,000 Shares

SeaWorld Entertainment, Inc.

Common Stock

The selling stockholders identified in this prospectus are offering 15,000,000 shares of common stock of SeaWorld Entertainment, Inc. The selling stockholders will receive all of the net proceeds from this offering and we will not receive any of the proceeds from the sale of the shares of common stock being sold by the selling stockholders.

Concurrently with this offering, we have also agreed to repurchase 1.5 million shares of our common stock directly from the selling stockholders in a private, non-underwritten transaction. This repurchase was approved by the special committee comprised of two of our independent, disinterested directors as being in the best interests of the Company and its stockholders other than the selling stockholders. The repurchase will be consummated concurrently with the closing of this offering and involves a price per share payable by the Company equal to the price per share that would be paid to the selling stockholders by the underwriters in this offering. The completion of this share repurchase is conditioned upon, among other things, the completion of this offering, but the completion of this offering is not conditioned upon the completion of such share repurchase.

The common stock of SeaWorld Entertainment, Inc. is listed on the New York Stock Exchange (the NYSE) under the symbol SEAS. The last reported sale price of SeaWorld Entertainment, Inc. s common stock on the NYSE on December 6, 2013 was $29.66 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page 17.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	$	$
Underwriting discount and commissions(1)	$	$
Proceeds, before expenses, to the selling stockholders	$	$

(1) See Underwriting (Conflicts of Interest) for additional disclosure regarding the underwriting discount, commissions and estimated offering expenses.

To the extent that the underwriters sell more than 15,000,000 shares of common stock, the underwriters have the option to purchase up to an additional 2,250,000 shares from the selling stockholders at the public offering price less the underwriting discount and commissions. The selling stockholders will receive all of the proceeds from the sale of any such additional shares to the underwriters.

The underwriters expect to deliver the shares against payment in New York, New York on , 2013.

Goldman, Sachs & Co. **J.P. Morgan**

Blackstone Capital Markets

Prospectus dated , 2013.

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Unless otherwise indicated or the context otherwise requires, financial data in this prospectus reflects the consolidated business and operations of SeaWorld Entertainment, Inc. and its consolidated subsidiaries.

We have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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MARKET AND INDUSTRY DATA

Market data and industry statistics and forecasts used throughout this prospectus are based on the good faith estimates of management, which in turn are based upon management s reviews of independent industry publications, reports by market research firms and other independent and publicly available sources. Although we believe that these third-party sources are reliable, we do not guarantee the accuracy or completeness of this information and have not independently verified this information. Similarly, internal Company surveys, while believed by us to be reliable, have not been verified by any independent sources. Unless we indicate otherwise, market data and industry statistics used throughout this prospectus are for the year ended December 31, 2012.

In this prospectus (i) references to the TEA/AECOM Report refer to *Theme Index: The Global Attractions Attendance Report*, TEA/AECOM, 2012, (ii) references to the Freedonia Report refer to The Freedonia Group Inc. s *Focus on Amusement Parks* report dated July 2011 and (iii) references to the IBISWorld Report refer to the *IBISWorld Industry Report 71311: Amusement Parks in the US* dated June 2013. Unless otherwise noted, attendance rankings included in this prospectus are based on the TEA/AECOM Report and theme park industry statistics are based on the Freedonia Report and/or the IBISWorld Report.

Although we are not aware of any misstatements regarding the industry data that we present in this prospectus, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under Risk Factors, Special Note Regarding Forward-Looking Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations in this prospectus.

TRADEMARKS, SERVICE MARKS AND TRADENAMES

We own or have rights to use a number of registered and common law trademarks, service marks and trade names in connection with our business in the United States and in certain foreign jurisdictions, including SeaWorld Entertainment, SeaWorld Parks & Entertainment, SeaWorld®, Shamu®, Busch Gardens®, Aquatica, Discovery Cove®, Sea Rescue and other names and marks that identify our theme parks, characters, rides, attractions and other businesses. In addition, we have certain rights to use Sesame Street® marks, characters and related indicia through certain license agreements with Sesame Workshop (f/k/a Children s Television Workshop) (Sesame Workshop).

Solely for convenience, the trademarks, service marks, and trade names referred to in this prospectus are without the ® and symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks, and trade names. This prospectus contains additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this prospectus are, to our knowledge, the property of their respective owners.

BASIS OF PRESENTATION

On December 1, 2009, investment funds affiliated with The Blackstone Group L.P. and certain co-investors, through SeaWorld Entertainment, Inc. and its wholly-owned subsidiary, SeaWorld Parks & Entertainment, Inc. (SWPEI), acquired 100% of the equity interests of Sea World LLC (f/k/a SeaWorld, Inc.) and SeaWorld Parks & Entertainment LLC (f/k/a Busch Entertainment Corporation)

from certain subsidiaries of Anheuser-Busch Companies, Inc. We refer to this acquisition and related financing transactions as the 2009 Transactions. As a result of the 2009 Transactions, Blackstone and the other co-investors own, through SW Delaware L.P. (f/k/a SW Cayman L.P.), SW Delaware A L.P. (f/k/a SW Cayman A L.P.), SW Delaware B L.P. (f/k/a SW Cayman B L.P.), SW Delaware C L.P. (f/k/a SW Cayman C L.P.), SW Delaware D L.P. (f/k/a SW Cayman D L.P.), SW Delaware E L.P. (f/k/a SW Cayman E L.P.), SW Delaware F L.P. (f/k/a SW Cayman F L.P.), SW Delaware Co-Invest L.P. (f/k/a SW Cayman Co-Invest L.P.), SW Delaware (GS) L.P. (f/k/a SW Cayman (GS) L.P.) and SW Delaware (GSO) L.P. (f/k/a SW Cayman (GSO) L.P.) (collectively, the Partnerships), common stock of SeaWorld Entertainment, Inc. The Partnerships are the selling stockholders in this offering. For a more complete description of the Partnerships, see Principal and Selling Stockholders and Certain Relationships and Related Party Transactions Limited Partnership Agreements and Equityholders Agreement.

As used in this prospectus, unless otherwise noted or the context otherwise requires, (i) references to the Company, we, our or us refer to SeaWorld Entertainment, Inc. and its consolidated subsidiaries, (ii) references to the Issuer refer to SeaWorld Entertainment, Inc. exclusive of its subsidiaries, (iii) references to Blackstone or the Sponsor refer to certain investment funds affiliated with The Blackstone Group L.P., (iv) references to the Investor Group refer, collectively, to Blackstone and other co-investors in the Partnerships, (v) references to the 2009 Advisory Agreement refer to the Amended and Restated 2009 Advisory Agreement among SeaWorld Parks & Entertainment, Inc. (f/k/a SW Acquisitions Co., Inc.), Sea World Parks & Entertainment LLC, Sea World LLC and affiliates of Blackstone, (vi) references to ABI refer to Anheuser-Busch, Incorporated, (vii) references to guests refer to our theme park visitors, (viii) references to customers refer to any consumer of our products and services, including guests of our theme parks, and (ix) references to the underwriters refer to the firms listed on the cover page of this prospectus.

All references herein to a fiscal year refer to the 12 months ended December 31 of such year, and references to the first, second, third and fourth fiscal quarters refer to the three months ended March 31, June 30, September 30 and December 31, respectively.

Information presented as of and for the fiscal years ended December 31, 2012, 2011 and 2010 is derived from our audited consolidated financial statements for those periods included elsewhere in this prospectus. Information presented for the one month period ended December 31, 2009 is derived from our audited consolidated statements of operations and comprehensive income (loss), stockholders equity and cash flows for the one month period ended December 31, 2009 not included in this prospectus. The results for the one month period ended December 31, 2009 include the results of operations of the Company from December 1, 2009 to December 31, 2009, which is the period in which we first became an independent, stand-alone entity following the 2009 Transactions. Information presented as of and for the nine months ended September 30, 2013 and 2012 is derived from our unaudited consolidated financial statements included elsewhere in this prospectus.

The historical consolidated financial statements and financial data included in this prospectus are those of SeaWorld Entertainment, Inc. and its consolidated subsidiaries. The historical consolidated financial information and financial data for the periods prior to the 2009 Transactions (the Predecessor Financial Information) is not presented in this prospectus because it is not comparable and therefore not meaningful to a prospective investor. The Predecessor Financial Information does not fully reflect our operations on a stand-alone basis and we believe would not materially contribute to an investor s understanding of our historical financial performance. The Predecessor Financial Information prepared on a basis comparable with our consolidated financial statements included in this prospectus is not available and cannot be provided without unreasonable effort and expense. We believe that the omission of the Predecessor Financial Information will not have a material impact on an investor s understanding of our financial results and condition and related trends.

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PROSPECTUS SUMMARY

This summary highlights certain significant aspects of our business and this offering. This is a summary of information contained elsewhere in this prospectus, is not complete and does not contain all of the information that you should consider before making your investment decision. You should carefully read the entire prospectus, including the information presented under the section entitled Risk Factors and the consolidated financial statements and the notes thereto, before making an investment decision. This summary contains forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from future results contemplated in the forward-looking statements as a result of certain factors such as those set forth in Risk Factors and Special Note Regarding Forward-Looking Statements. When making an investment decision, you should also read the discussion under Basis of Presentation above for the definition of certain terms used in this prospectus and a description of certain transactions and other matters described in this prospectus.

Company Overview

We are a leading theme park and entertainment company delivering personal, interactive and educational experiences that blend imagination with nature and enable our customers to celebrate, connect with and care for the natural world we share. We own or license a portfolio of globally recognized brands including SeaWorld, Shamu and Busch Gardens. Over our more than 50 year history, we have built a diversified portfolio of 11 destination and regional theme parks that are grouped in key markets across the United States, many of which showcase our one-of-a-kind collection of approximately 67,000 marine and terrestrial animals. Our theme parks feature a diverse array of rides, shows and other attractions with broad demographic appeal which deliver memorable experiences and a strong value proposition for our guests. In addition to our theme parks, we have recently begun to leverage our brands into media, entertainment and consumer products.

During the year ended December 31, 2012, we hosted more than 24 million guests in our theme parks, including approximately 3.5 million international guests from over 55 countries and six continents. During the nine months ended September 30, 2013, we hosted approximately 18.9 million guests, including approximately 2.9 million international guests. In the year ended December 31, 2012 and the nine months ended September 30, 2013, we had total revenues of $1,423.8 million and $1,188.3 million, respectively, and net income of $77.4 million and $64.0 million, respectively. Our increasing revenue and growing profit margins, combined with our disciplined approach to capital expenditures and working capital management, enable us to generate strong and recurring cash flow.

Our portfolio of branded theme parks includes the following names:

SeaWorld. SeaWorld is widely recognized as the leading marine-life theme park brand in the world. Our SeaWorld theme parks, located in Orlando, San Antonio and San Diego, each rank among the most highly attended theme parks in the industry and offer up-close interactive experiences and a variety of live performances, including shows featuring Shamu in specially designed amphitheaters. We offer our guests numerous animal encounters, including the opportunity to work with trainers and feed marine animals, as well as themed thrill rides and theatrical shows that creatively incorporate our one-of-a-kind animal collection.

Busch Gardens. Our Busch Gardens theme parks are family-oriented destinations designed to immerse guests in foreign geographic settings. They are renowned for their beauty and award-winning landscaping and gardens and allow our guests to discover the natural side of fun by offering a family experience featuring a variety of attractions and rollercoasters in a richly-themed environment. Busch Gardens Tampa presents our collection of exotic animals

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from Africa, Asia and Australia. Busch Gardens Williamsburg, which has been named the Most Beautiful Park in the World by the National Amusement Park Historical Association for 23 consecutive years, showcases European-themed cultural and culinary experiences, including high-quality theatrical productions.

Aquatica. Our Aquatica branded water parks are premium, family-oriented destinations that are based in a South Seas-themed tropical setting. Aquatica water parks build on the aquatic theme of our SeaWorld brand and feature high-energy rides, water attractions, white-sand beaches and an innovative and entertaining presentation of marine and terrestrial animals. We position our Aquatica water parks as companion water parks to our SeaWorld theme parks in Orlando and San Diego and we have an Aquatica water park situated within our SeaWorld San Antonio theme park.

Discovery Cove. Discovery Cove is a reservations only, all-inclusive, marine-life day resort adjacent to SeaWorld Orlando. Discovery Cove offers guests personal, signature experiences, including the opportunity to swim and interact with dolphins, take an underwater walking reef tour and enjoy pristine white-sand beaches and landscaped private cabanas. Discovery Cove presently limits its attendance to approximately 1,300 guests per day and features premium culinary offerings in order to provide guests with a more relaxed, intimate and high-end luxury resort experience.

Sesame Place. Sesame Place is the only U.S. theme park based entirely on the award-winning television show Sesame Street. Located between Philadelphia and New York City, Sesame Place is a destination where parents and children can share in the spirit of imagination and experience Sesame Street together through whirling rides, water slides, colorful shows and furry friends. In addition, we have introduced Sesame Street brands in our other theme parks through Sesame Street-themed rides, shows, children s play areas and merchandise.

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Our theme parks are consistently recognized among the top theme parks in the world and rank among the most highly-attended in the industry. We generally locate our theme parks in geographical clusters, which improves our ability to serve guests by providing them with a varied, comprehensive vacation experience and valuable multi-park pricing packages, as well as improving our operating efficiency through shared overhead costs. The following table summarizes our theme park portfolio as of December 31, 2012:

Location	**Theme Park**	**Year Opened**	**Season**	**Animal Habitats[2]**	**Rides[3]**	**Shows[4]**	**Play Areas[5]**	**Events[6]**	**Distinctive Experiences[7]**
		1973	Year-round	19	14	18	2	7	17
Orlando, FL		2000	Year-round	5	0	0	0	0	5
		2008	Year-round	5	13	0	2	0	2
Tampa, FL		1959	Year-round	16	30	18	11	9	20
		1980	Mar-Oct	0	12	0	4	1	2
San Diego, CA		1964	Year-round	26	10	20	2	4	11
		1996[1]	May-Sep	2	11	0	0	0	0
San Antonio, TX		1988	Feb-Dec	12	23	29	12	7	32
Williamsburg, VA		1975	Mar-Oct & Dec	7	38	16	8	6	28
		1984	May-Sep	1	14	1	4	0	6
Langhorne, PA		1980	May-Oct & Dec	0	22	14	9	4	7
Total[8]				**93**	**187**	**116**	**54**	**38**	**130**

(1) On November 20, 2012, we acquired the Knott s Soak City Chula Vista water park from a subsidiary of Cedar Fair, L.P. This water park was rebranded and relaunched as Aquatica San Diego on June 1, 2013.
(2) Represents animal habitats without a ride or show element, often adjacent to a similarly themed attraction.
(3) Represents rides, including mechanical rides and water slides.
(4) Represents annual and seasonal shows with live entertainment, animals, characters and/or 3-D or 4-D experiences.
(5) Represents pure play areas, typically designed for children or seasonal special event oriented, often without a queue (such as water splash areas and Halloween mazes).
(6) Represents special limited time events.
(7) Represents special experiences, such as educational tours, immersive dining experiences and swimming with animals, often limited to small groups and individuals and/or requiring a supplemental fee.
(8) The total number of animal habitats, rides, shows, play areas, events and distinctive experiences in our theme park portfolio varies seasonally.

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Our Competitive Strengths

Brands That Consumers Know and Love. We believe that our brands attract and appeal to guests from around the world and have been established as a part of popular culture. Our brand portfolio is highly stable, which we believe reduces our exposure to changing consumer tastes. We use our brands and intellectual property to increase awareness of our theme parks, drive attendance to our theme parks and create out-of-park experiences for our guests as a way to connect with them before they visit our theme parks and to stay connected with them after their visit. Such experiences include various media and consumer product offerings, including websites, advertisements and media programming, toys, books, apparel and technology accessories. The popularity of our brands is evidenced by over 62 million unique visitors to our websites from January 2012 through September 2013. In addition to our theme parks, we have recently begun to leverage our brands into media, entertainment and consumer products. Our Sea Rescue television program was seen by more than 98 million viewers in its first two seasons and is currently in its third season. In October 2013, we introduced our newest television program, The Wildlife Docs.

Differentiated Theme Parks. We own and operate 11 theme parks, including five of the top 20 theme parks in North America as measured by attendance according to the TEA/AECOM report. Our theme parks are beautifully themed and deliver high-quality entertainment, aesthetic appeal, shopping and dining and have won numerous awards, including Amusement Today s Golden Ticket Awards for Best Landscaping. Our theme parks feature seven of the 50 highest rated steel rollercoasters in the world, led by Apollo s Chariot, the #5 rated steel rollercoaster in the world. Our theme parks have won the top three spots in Amusement Today s annual Golden Ticket Award for Best Marine Life Park since the award s inception in 2006. As of December 31, 2012, we had over 600 attractions, including 93 animal habitats, 116 shows and 187 rides to appeal to guests of all ages. In addition, we have over 300 restaurants and specialty shops. Our theme parks appeal to the entire family and offer a broad range of experiences, ranging from emotional and educational animal encounters to thrilling rides and exciting shows.

Diversified Business Portfolio. Our portfolio of theme parks is diversified in a number of important respects. Our theme parks are located across the United States, which helps protect us from the impact of localized events. Each theme park showcases a different mix of zoological, thrill-oriented and family-friendly attractions. This varied portfolio of entertainment offerings attracts guests from a broad range of demographics and geographies. Our theme parks appeal to both regional and destination guests, which provides us with a stable attendance base while allowing us to benefit from improvements in macroeconomic conditions, including increased consumer spending and international travel.

One of the World s Largest Zoological Collections. We believe we are attractively positioned in the industry due to our ability to display our extensive animal collection in a differentiated and interactive manner. We believe we have one of the world s largest zoological collections with approximately 67,000 animals, including approximately 7,000 marine and terrestrial animals and approximately 60,000 fish. With 28 killer whales, we have the largest group of killer whales in human care. We have established successful and innovative breeding programs that have produced 30 killer whales, 155 dolphins and 130 sea lions, among other species, and our marine animal populations are characterized by their substantial genetic diversity. More than 80% of our marine mammals were born in human care.

Strong Competitive Position. Our competitive position is protected by the combination of our powerful brands, extensive animal collection and expertise and attractive in-park assets

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located on valuable real estate. Our animal collection and zoological expertise, which have evolved over our more than four decades of caring for animals, would be very difficult to replicate. From 2010 through 2012, we have made extensive investments in new marketable attractions and infrastructure and we believe that our theme parks are well capitalized. The limited supply of real estate suitable for theme park development coupled with high initial capital investment, long development lead-times and zoning and other land use restrictions constrain the number of large theme parks that can be constructed.

Proven and Experienced Management Team and Employees with Specialized Animal Expertise. Our senior management team, led by Jim Atchison, our Chief Executive Officer and President, includes some of the most experienced theme park executives in the world, with an average tenure of more than 30 years in the industry. The management team is comprised of highly skilled and dedicated professionals with wide ranging experience in theme park operations, zoological operations, product development, business development and marketing. In addition, we are one of the world s foremost zoological organizations with approximately 1,600 employees dedicated to animal welfare, training, husbandry and veterinary care.

Proximity of Complementary Theme Parks. Our theme parks are grouped in key locations near large population centers across the United States, which allows us to realize revenue and operating expense efficiencies. Having theme parks located within close proximity to each other enables us to cross market and offer bundled ticket and travel packages. In addition, closely located theme parks provide operating efficiencies including sales, marketing, procurement and administrative synergies as overhead expenses are shared among the theme parks within each region. We intend to continue to capitalize on this strength, including through our 2012 acquisition of Knott s Soak City Chula Vista water park in California, which we rebranded and relaunched as Aquatica San Diego on June 1, 2013 near our SeaWorld San Diego theme park.

Attractive, Growing Profit Margins and Strong Cash Flow Generation. Our attractive and growing profit margins, combined with our disciplined approach to capital expenditures and working capital management, enable us to generate strong and recurring cash flow. Five of our 11 theme parks are open year-round, reducing om" width="9%" style="BORDER-BOTTOM: black 2px solid; TEXT-ALIGN: right">696,883

		612,451
Expenses		
Losses and loss adjustment expenses	601,342	423,889
Reinsurance recoveries	(90,139)	(68,268)
Net losses and loss adjustment expenses	511,203	355,621
Policy acquisition and other underwriting expenses	203,479	185,684
General, selling and administrative expenses	18,411	17,751
General corporate expenses	2,848	909
Amortization expense	4,095	3,646
Interest expense	6,382	6,320
Total expenses	746,418	569,931
(Loss) income before taxes and equity earnings	(49,535)	42,520
Federal and state income tax (benefit) expense	(21,284)	10,313

Equity earnings of affiliates, net of tax	2,041	1,895
Equity losses of unconsolidated subsidiaries, net of tax	(28)	(30)
Net (loss) income	$(26,238)	$34,072
(Losses) Earnings Per Share		
Basic	$(0.52)	$0.64
Diluted	$(0.52)	$0.64
Weighted average number of common shares		
Basic	50,312,285	52,860,729
Diluted	50,312,285	52,974,390
Dividends paid per common share	$0.15	$0.12

The accompanying notes are an integral part of the Consolidated Financial Statements.

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MEADOWBROOK INSURANCE GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Three Months Ended September 30,

	2012	As Adjusted 2011
	(Unaudited) (In thousands)	
Net (loss) income	$(26,610)	$ 9,643
Other comprehensive (loss) income, net of tax:		
Unrealized gain on securities	11,921	16,788
Unrealized gains in affiliates and unconsolidated subsidiaries	57	23
Increase on non-credit other-than-temporary impairments on securities	271	74
Net deferred derivative losses - hedging activity	(72)	(275)
Less reclassification adjustment for investment gains included in net income	(880)	(342)
Other comprehensive gains	11,297	16,268
Comprehensive (loss) income	$(15,313)	$ 25,911

MEADOWBROOK INSURANCE GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Nine Months Ended September 30,

	2012	As Adjusted 2011
	(Unaudited) (In thousands)	
Net (loss) income	$(26,238)	$ 34,072
Other comprehensive (loss) income, net of tax:		
Unrealized gains on securities	19,653	27,936
Unrealized gains in affiliates and unconsolidated subsidiaries	222	22
Increase on non-credit other-than-temporary impairments on securities	563	159
Net deferred derivative (losses) gains - hedging activity	(185)	10
Less reclassification adjustment for investment gains included in net income	(3,236)	(2,222)
Other comprehensive gains	17,017	25,905
Comprehensive (loss) income	$(9,221)	$ 59,977

The accompanying notes are an integral part of the Consolidated Financial Statements.

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MEADOWBROOK INSURANCE GROUP, INC.
CONSOLIDATED BALANCE SHEETS

	September 30, 2012 (Unaudited)	As Adjusted December 31, 2011
	(In thousands, except share data)	
ASSETS		
Investments		
Debt securities available for sale, at fair value (amortized cost of $1,397,121 and $1,252,775)	$ 1,527,482	$ 1,358,749
Equity securities available for sale, at fair value (cost of $22,559 and $25,176)	25,615	27,174
Cash and cash equivalents	111,144	101,757
Accrued investment income	15,216	13,757
Premiums and agent balances receivable, net	225,943	183,160
Reinsurance recoverable on:		
Paid losses	14,251	9,870
Unpaid losses	366,998	315,884
Prepaid reinsurance premiums	52,756	33,754
Deferred policy acquisition costs	84,372	74,467
Goodwill	121,041	120,792
Other intangible assets	31,465	34,483
Other assets	121,097	96,251
Total assets	$ 2,697,380	$ 2,370,098
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Losses and loss adjustment expenses	$ 1,409,422	$ 1,194,977
Unearned premiums	465,076	386,750
Debt	70,000	28,375
Debentures	80,930	80,930
Accounts payable and accrued expenses	35,923	38,716
Funds held and reinsurance balances payable	43,016	25,903
Payable to insurance companies	3,855	4,321
Deferred income taxes, net	13,489	8,453
Other liabilities	18,342	16,522
Total liabilities	2,140,053	1,784,947
Shareholders' Equity		
Common stock, $0.01 par value; authorized 75,000,000 shares; 49,776,011 and 51,050,204 shares issued and outstanding	505	520
Additional paid-in capital	272,336	279,005
Retained earnings	200,360	238,539
Note receivable from officer	(745)	(767)
Accumulated other comprehensive income	84,871	67,854
Total shareholders' equity	557,327	585,151
Total liabilities and shareholders' equity	$ 2,697,380	$ 2,370,098

The accompanying notes are an integral part of the Consolidated Financial Statements.

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MEADOWBROOK INSURANCE GROUP, INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

	Common Stock	Additional Paid-In Capital	Retained Earnings	Note Receivable from Officer	Accumulated Other Comprehensive Income	Total Shareholders' Equity
			(Unaudited, In thousands)			
Balances December 31, 2011 (As previously reported)	$520	$ 279,005	$245,816	$ (767)	$ 67,854	$ 592,428
Cumulative effect of adjustment resulting from adoption of new accounting guidance	-	-	(7,277)	-	-	(7,277)
As Adjusted Balances December 31, 2011	520	279,005	238,539	(767)	67,854	585,151
Net loss	-	-	(26,238)	-	-	(26,238)
Dividends declared	-	-	(7,546)	-	-	(7,546)
Change in unrealized gain or loss on available for sale securities, net of tax	-	-	-	-	16,539	16,539
Change in valuation allowance on deferred tax assets	-	-	-	-	441	441
Net deferred derivative loss - hedging activity	-	-	-	-	(185)	(185)
Stock award	-	279	-	-	-	279
Long term incentive plan; stock award for 2012 plan years	-	159	-	-	-	159
Change in investment of affiliates, net of tax	-	-	-	-	197	197
Change in investment of unconsolidated subsidiaries	-	-	-	-	25	25
Repurchase of 1,267,300 shares of common stock	(15)	(7,107)	(4,395)	-	-	(11,517)
Note receivable from officer	-	-	-	22	-	22
Balances September 30, 2012	$505	$ 272,336	$200,360	$ (745)	$ 84,871	$ 557,327

The accompanying notes are an integral part of the Consolidated Financial Statements.

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MEADOWBROOK INSURANCE GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Nine Months Ended September 30,		
		As Adjusted
	2012	2011
	(Unaudited)	
	(In thousands)	
Cash Flows From Operating Activities		
Net (loss) income	$(26,238)	$ 34,072
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of other intangible assets	4,095	3,646
Amortization of deferred debenture issuance costs	94	94
Depreciation of furniture, equipment, and building	3,916	3,916
Net amortization of discount and premiums on bonds	4,680	3,092
Gain on sale of investments, net	(3,236)	(2,222)
Gain on sale of fixed assets	(66)	(47)
Long-term incentive plan expense (benefit)	159	(1,195)
Stock award	279	454
Equity earnings of affiliates, net of taxes	(2,041)	(1,895)
Equity losses of unconsolidated subsidiaries, net of tax	28	30
Deferred income tax benefit	(3,437)	(9,304)
Goodwill adjustment	(249)	-
Write-off of book of business	123	-
Changes in operating assets and liabilities:		
(Increase) in:		
Premiums and agent balances receivable	(42,783)	(23,829)
Reinsurance recoverable on paid and unpaid losses	(55,495)	(23,655)
Prepaid reinsurance premiums	(19,002)	(6,502)
Deferred policy acquisition costs	(9,905)	(8,335)
Other assets	(3,773)	(3,409)
Increase (decrease) in:		
Losses and loss adjustment expenses	214,445	92,397
Unearned premiums	78,326	45,328
Payable to insurance companies	(466)	55
Funds held and reinsurance balances payable	17,113	5,409
Other liabilities	(28,676)	(13,225)
Total adjustments	154,129	60,803
Net cash provided by operating activities	127,891	94,875
Cash Flows From Investing Activities		
Purchase of debt securities available for sale	(242,172)	(170,746)
Proceeds from sales and maturities of debt securities available for sale	103,529	104,272
Proceeds from sales of equity securities available for sale	3,090	700
Capital expenditures	(2,183)	(5,606)
Acquisition of rights renewals	-	(164)
Other investing activities	(4,008)	132
Net cash used in investing activities	(141,744)	(71,412)
Cash Flows From Financing Activities		
Proceeds from term loan	30,000	-

Proceeds from line of credit	20,000	-
Proceeds from FHLB advance	30,000	-
Payments on term loan	(23,875)	(10,188)
Payments on line of credit	(14,500)	-
Book overdrafts	656	(593)
Dividends paid on common stock	(7,546)	(6,336)
Share repurchases	(11,517)	(20,441)
Other financing activities	22	29
Net cash provided by (used in) financing activities	23,240	(37,529)
Net increase (decrease) in cash and cash equivalents	9,387	(14,066)
Cash and cash equivalents, beginning of period	101,757	90,414
Cash and cash equivalents, end of period	$ 111,144	$ 76,348
Supplemental Disclosure of Cash Flow Information:		
Interest paid	$ 5,951	$ 6,074
Net income taxes paid	$ 3,510	$ 18,279
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Stock-based employee compensation	$ 279	$ 454

The accompanying notes are an integral part of the Consolidated Financial Statements.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – Summary of Significant Accounting Policies

Basis of Presentation and Management Representation

The consolidated financial statements include accounts, after elimination of intercompany accounts and transactions, of Meadowbrook Insurance Group, Inc. (the "Company" or "Meadowbrook"), its wholly owned subsidiary Star Insurance Company ("Star"), and Star's wholly owned subsidiaries, Savers Property and Casualty Insurance Company ("Savers"), Williamsburg National Insurance Company ("Williamsburg"), and Ameritrust Insurance Corporation ("Ameritrust"). The consolidated financial statements also include Meadowbrook, Inc., Crest Financial Corporation, and their respective subsidiaries. In addition, the consolidated financial statements also include ProCentury Corporation ("ProCentury") and its wholly owned subsidiaries. ProCentury's wholly owned subsidiaries consist of Century Surety Company ("Century") and its wholly owned subsidiary ProCentury Insurance Company ("PIC"). In addition, ProCentury Risk Partners Insurance Company, Ltd., is a wholly owned subsidiary of ProCentury. Star, Savers, Williamsburg, Ameritrust, Century, and PIC are collectively referred to as the Insurance Company Subsidiaries.

In the opinion of management, the consolidated financial statements reflect all normal recurring adjustments necessary to present a fair statement of the results for the interim period. Preparation of financial statements under generally accepted accounting principles ("GAAP") requires management to make estimates. Actual results could differ from those estimates. The results of operations for the three months and nine months ended September 30, 2012 are not necessarily indicative of the results expected for the full year.

These financial statements and the notes thereto should be read in conjunction with the Company's audited financial statements and accompanying notes included in its Annual Report on Form 10-K, as filed with the United States Securities and Exchange Commission, for the year ended December 31, 2011.

Revenue Recognition

Premiums written, which include direct, assumed and ceded amounts are recognized as earned on a pro rata basis over the life of the policy term. Unearned premiums represent the portion of premiums written that are applicable to the unexpired terms of policies in force. Provisions for unearned premiums on reinsurance assumed from others are made on the basis of ceding reports when received and actuarial estimates.

Assumed premium estimates include business where the Company accepts a portion of the risk from a ceding carrier as well as the mandatory assumed pool business from the National Council on Compensation Insurance ("NCCI"), or residual market business. The majority of the assumed premium is from an established book of workers' compensation business produced by a ceding company in which the Company has an equity stake.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Fee income, which includes risk management consulting, loss control, and claims services, is recognized during the period the services are provided. Depending on the terms of the contract, claims processing fees are recognized as revenue over the estimated life of the claims, or the estimated life of the contract. For those contracts that provide services beyond the expiration or termination of the contract, fees are deferred in an amount equal to management's estimate of the Company's obligation to continue to provide services in the future.

Commission income, which includes reinsurance placement, is recorded on the later of the effective date or the billing date of the policies on which they were earned. Commission income is reported net of any sub-producer commission expense. Commission adjustments that occur subsequent to the issuance of the policy, because of cancellation typically are recognized when the policy is effectively cancelled. Profit sharing commissions from insurance companies are recognized when determinable, which is when such commissions are received.

Income Taxes

As of September 30, 2012 and December 31, 2011, the Company did not have any unrecognized tax benefits and had no accrued interest or penalties related to uncertain tax positions.

Recent Accounting Pronouncements

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the Financial Accounting Standards Board ("FASB") issued guidance to assist in a consistent application of accounting for costs related to acquiring or renewing insurance contracts among industry practice. The new guidance restricts the capitalization of a contract's acquisition costs to those that are directly related to the successful acquisition of a new or renewing insurance contract. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2011. The Company adopted this guidance retrospectively on January 1, 2012 and has adjusted its previously issued financial information.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The effect of adoption of this new guidance on the consolidated balance sheet and shareholders' equity statements as of December 31, 2011 was as follows:

	December 31, 2011		
(In thousands)	As Previously Reported	Adjustment	As Adjusted Reported
Deferred policy acquisition costs	$85,663	$(11,196)	$ 74,467
Total assets	2,381,294	(11,196)	2,370,098
Deferred income tax, net	12,372	(3,919)	8,453
Total liabilities	1,788,866	(3,919)	1,784,947
Retained earnings	245,816	(7,277)	238,539
Total shareholders' equity	592,428	(7,277)	585,151
Total liabilities and shareholders' equity	2,381,294	(11,196)	2,370,098

The effect of adoption of this new guidance on the consolidated income and comprehensive income statements for the three months and nine months ended September 30, 2011 was as follows:

	Three Months Ended September 30, 2011		
(In thousands)	As Previously Reported	Adj.	As Adjusted Reported
Policy acquisition and other underwriting expenses	$ 64,665	$ 168	$ 64,833
Total expenses	203,044	168	203,212
Income before taxes and equity earnings	11,701	(168)	11,533
Federal and state income tax expense	2,590	(59)	2,531
Net income	9,752	(109)	9,643
Comprehensive income	26,020	(109)	25,911
Earnings per share			
Basic	$ 0.19	$ (0.01)	$ 0.18
Diluted	$ 0.19	$ (0.01)	$ 0.18

	Nine Months Ended September 30, 2011		
(In thousands)	As Previously Reported	Adj.	As Adjusted Reported
Policy acquisition and other underwriting expenses	$ 184,553	$ 1,131	$ 185,684
Total expenses	568,800	1,131	569,931
Income before taxes and equity earnings	43,651	(1,131)	42,520
Federal and state income tax expense	10,709	(396)	10,313
Net income	34,807	(735)	34,072
Comprehensive income	60,712	(735)	59,977

Earnings per share			
Basic	$0.66	$(0.02)	$0.64
Diluted	$0.66	$(0.02)	$0.64

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The effect of adoption of this new guidance on the consolidated cash flows statement for the nine months ended September 30, 2011 was as follows:

(In thousands)	Nine Months Ended September 30, 2011		
	As Previously Reported	Adjustment	As Adjusted Reported
Net income	$ 34,807	$ (735)	$ 34,072
Deferred income tax expense	(8,908)	(396)	(9,304)
Deferred policy acquisition costs	(9,466)	1,131	(8,335)

Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

In May 2011, the FASB issued guidance to achieve common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and International Financial Reporting Standards (IFRSs). The guidance explains how to measure fair value and does not require additional fair value measurements, nor is it intended to establish valuation standards or affect valuation practices outside of financial reporting. The guidance is to be applied prospectively for interim and annual periods beginning after December 15, 2011. The Company adopted this guidance in the first quarter of 2012. The adoption did not have a material impact on its financial condition and results of operations.

Presentation of Comprehensive Income

In June 2011, the FASB issued guidance to increase the prominence of items reported in other comprehensive income by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The guidance requires that all nonowner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance is to be applied retrospectively and is effective for interim and annual periods beginning after December 15, 2011, with early adoption permitted. The Company adopted this guidance in the first quarter of 2012. The adoption of this guidance did not have a material impact on its financial condition and results of operations.

Testing Indefinite-Lived Intangible Assets for Impairment

In July 2012, the FASB issued guidance on how to test indefinite-lived intangible assets for impairment through use of a qualitative approach. The guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not (defined as having a likelihood of more than 50 percent) that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles—Goodwill and Other—General Intangibles Other than Goodwill. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company is still evaluating the impact of adoption on its financial condition and results of operations, but currently does not anticipate it having a material impact.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 2 – Investments

The cost or amortized cost, gross unrealized gains, losses, non-credit other-than-temporary impairments ("OTTI") and estimated fair value of investments in securities classified as available for sale at September 30, 2012 and December 31, 2011 were as follows (in thousands):

	September 30, 2012				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Non-Credit OTTI	Estimated Fair Value
Debt Securities:					
U.S. Government and agencies	$19,298	$1,745	$-	$-	$21,043
Obligations of states and political subs	638,724	55,903	-	-	694,627
Corporate securities	566,869	57,765	(63)	-	624,571
Redeemable preferred stock	1,743	441	-	-	2,184
Residential mortgage-backed securities	124,525	10,222	(1)	-	134,746
Commercial mortgage-backed securities	35,556	2,877	-	-	38,433
Other asset-backed securities	10,406	1,714	(242)	-	11,878
Total debt securities available for sale	1,397,121	130,667	(306)	-	1,527,482
Equity Securities:					
Perpetual preferred stock	7,796	1,940	-	-	9,736
Common stock	14,763	1,281	(165)	-	15,879
Total equity securities available for sale	22,559	3,221	(165)	-	25,615
Total securities available for sale	$1,419,680	$133,888	$(471)	$-	$1,553,097

	December 31, 2011				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Non-Credit OTTI	Estimated Fair Value
Debt Securities:					
U.S. Government and agencies	$20,510	$1,856	$-	$-	$22,366
Obligations of states and political subs	556,265	49,742	(5)	-	606,002
Corporate securities	469,770	40,591	(1,292)	-	509,069
Redeemable preferred stock	1,924	330	-	-	2,254
Residential mortgage-backed securities	152,719	11,534	(40)	(228)	163,985
Commercial mortgage-backed securities	37,191	2,337	-	-	39,528
Other asset-backed securities	14,396	1,695	(33)	(513)	15,545
Total debt securities available for sale	1,252,775	108,085	(1,370)	(741)	1,358,749
Equity Securities:					
Perpetual preferred stock	10,413	1,792	(58)	-	12,147
Common stock	14,763	597	(333)	-	15,027
Total equity securities available for sale	25,176	2,389	(391)	-	27,174

Total securities available for sale	$1,277,951	$110,474	$(1,761)	$(741)	$1,385,923

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Gross unrealized gains, losses, and non-credit OTTI on available for sale securities as of September 30, 2012 and December 31, 2011 were as follows (in thousands):

	September 30, 2012	December 31, 2011
Unrealized gains	$ 133,888	$ 110,474
Unrealized losses	(471)	(1,761)
Non-credit OTTI	-	(741)
Net unrealized gains	133,417	107,972
Deferred federal income tax expense	(46,696)	(37,790)
Net unrealized gains on investments, net of deferred federal income taxes	$ 86,721	$ 70,182

Net realized gains (losses including OTTI) on securities, for the three months and nine months ended September 30, 2012 and 2011 were as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2012	2011	2012	2011
Realized gains (losses):				
Debt securities:				
Gross realized gains	$818	$274	$2,812	$2,141
Gross realized losses	(16)	(22)	(49)	(163)
Total debt securities	802	252	2,763	1,978
Equity securities:				
Gross realized gains	78	90	473	244
Gross realized losses	-	-	-	-
Total equity securities	78	90	473	244
Net realized gains	$880	$342	$3,236	$2,222
OTTI included in realized losses on securities above	$-	$-	$-	$(84)

Proceeds from the sales of fixed maturity securities available for sale were $6.6 million and $1.1 million for the three months ended September 30, 2012 and 2011, respectively. Proceeds from the sales of fixed maturity securities available for sale were $27.0 million and $28.5 million for the nine months ended September 30, 2012 and 2011, respectively.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

At September 30, 2012, the amortized cost and estimated fair value of available for sale debt securities by contractual maturity are shown below. Expected maturities may differ from contractual maturities, because certain borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands):

	Available for Sale	
	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 45,884	$ 46,446
Due after one year through five years	353,917	377,406
Due after five years through ten years	634,545	713,525
Due after ten years	192,288	205,048
Mortgage-backed securities, collateralized obligations and asset-backed securities	170,487	185,057
	$ 1,397,121	$ 1,527,482

Net investment income for the three months and nine months ended September 30, 2012 and 2011 was as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2012	2011	2012	2011
Net Investment Income Earned From:				
Debt securities	$ 13,544	$ 13,207	$ 40,348	$ 39,834
Equity Securities	421	452	1,297	1,431
Cash and cash equivalents	197	176	610	567
Total gross investment income	14,162	13,835	42,255	41,832
Less investment expenses	347	333	1,025	993
Net investment income	$ 13,815	$ 13,502	$ 41,230	$ 40,839

Other-Than-Temporary Impairments of Securities and Unrealized Losses on Investments

Available for sale securities are reviewed for declines in fair value that are determined to be other-than-temporary. For a debt security, if the Company intends to sell a security and it is more likely than not that the Company will be required to sell a debt security before recovery of its amortized cost basis and that the fair value of the debt security is below amortized cost, the Company concludes that an OTTI has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized loss in the Consolidated Statements of Income. If the Company does not intend to sell a debt security and it is not more likely than not that the Company will be required to sell a debt security before recovery of its amortized cost basis, but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), the Company concludes that an OTTI has occurred. In this instance, accounting guidance requires the bifurcation of the total OTTI into the amount related to the credit loss, which is recognized in earnings, and the non-credit OTTI, which is recorded in Other comprehensive income as an unrealized non-credit OTTI in the Consolidated Statements of Comprehensive Income.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

When assessing the Company's intent to sell a debt security, if it is more likely than not that the Company will be required to sell a debt security before recovery of its cost basis, facts and circumstances such as, but not limited to, decisions to reposition the security portfolio, sales of securities to meet cash flow needs and sales of securities to capitalize on favorable pricing, are evaluated. In order to determine the amount of the credit loss for a debt security, the Company calculates the recovery value by performing a discounted cash flow analysis based on the current cash flows and future cash flows expected to be recovered. The discount rate is the effective interest rate implicit in the underlying debt security upon issuance. The effective interest rate is the original yield or the coupon if the debt security was previously impaired. If an OTTI exists and there is not sufficient cash flows or other information to determine a recovery value of the security, the Company concludes that the entire OTTI is credit-related and the amortized cost for the security is written down to current fair value with a corresponding charge to realized loss in the Consolidated Statements of Income.

To determine the recovery period of a debt security, the Company considers the facts and circumstances surrounding the underlying issuer including, but not limited to the following:

- Historical and implied volatility of the security;
- Length of time and extent to which the fair value has been less than amortized cost;
- Conditions specifically related to the security such as default rates, loss severities, loan to value ratios, current levels of subordination, third party guarantees, and vintage;
- Specific conditions in an industry or geographic area;
- Any changes to the rating of the security by a rating agency;
- Failure, if any, of the issuer of the security to make scheduled payments; and
- Recoveries or additional declines in fair value subsequent to the balance sheet date.

In periods subsequent to the recognition of an OTTI, the security is accounted for as if it had been purchased on the measurement date of the OTTI. Therefore, for a fixed maturity security, the discount or reduced premium is reflected in net investment income over the contractual term of the investment in a manner that produces a constant effective yield.

For an equity security, if the Company does not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, the Company concludes that an OTTI has occurred, and the cost of the equity security is written down to the current fair value, with a corresponding charge to realized loss within the Consolidated Statements of Income. When assessing the Company's ability and intent to hold the equity security to recovery, the Company considers, among other things, the severity and duration of the decline in fair value of the equity security, the cause of the decline and a fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer.

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MEADOWBROOK INSURANCE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

After the Company’s review of its investment portfolio in relation to this policy, the Company did not record a credit or a non-credit related OTTI loss for the three months or nine months ended September 30, 2012. For the three months and nine months ended September 30, 2011, the Company recorded no credit OTTI loss and a credit OTTI loss of $84,000, respectively. For the three months and nine months ended September 30, 2011, no non-credit related OTTI losses were recognized by the Company in Other comprehensive income.

The fair value and amount of unrealized losses segregated by the time period the investment has been in an unrealized loss position were as follows (in thousands):

	September 30, 2012								
	Less than 12 months			Greater than 12 months			Total		
	Number of Issues	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Number of Issues	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI	Number of Issues	Fair Value of Investments with Unrealized Losses	Gross Unrealized Losses and Non-Credit OTTI
Debt Securities:									
U.S. Government and agencies	-	$ -	$ -	-	$ -	$ -	-	$ -	$ -
Obligations of states and political subs	-	-	-	-	-	-	-	-	-
Corporate securities	3	5,305	(29)	1	3,071	(34)	4	8,376	(63)
Redeemable preferred stock	-	-	-	-	-	-	-	-	-
Residential mortgage-backed securities	1	1	-	1	24	(1)	2	25	(1)
Commercial mortgage-backed securities	-	-	-	-	-	-	-	-	-
Other asset-backed securities	3	2,001	(26)	5	1,348	(216)	8	3,349	(242)
Total debt securities	7	7,307	(55)	7	4,443	(251)	14	11,750	(306)
Equity Securities:									
Perpetual preferred stock	-	-	-	-	-	-	-	-	-
Common stock	-	-	-	2	4,606	(165)	2	4,606	(165)
Total equity securities	-	-	-	2	4,606	(165)	2	4,606	(165)
Total securities	7	$ 7,307	$ (55)	9	$ 9,049	$ (416)	16	$ 16,356	$ (471)

	December 31, 2011								
	Less than 12 months			Greater than 12 months			Total		
			Gross	Number		Gross	Number		Gross

	Number of Issues	Fair Value of Investments with Unrealized Losses	Unrealized Losses and Non-Credit OTTI	of Issues	Fair Value of Investments with Unrealized Losses	Unrealized Losses and Non-Credit OTTI	of Issues	Fair Value of Investments with Unrealized Losses	Unrealized Losses and Non-Credit OTTI
Debt Securities:									
U.S. Government and agencies	-	$ -	$ -	-	$ -	$ -	-	$ -	$ -
Obligations of states and political subs	1	202	(2)	2	923	(3)	3	1,125	(5)
Corporate securities	15	27,154	(1,292)	-	-	-	15	27,154	(1,292)
Redeemable preferred stock	-	-	-	-	-	-	-	-	-
Residential mortgage-backed securities	4	183	(38)	2	3,561	(230)	6	3,744	(268)
Commercial mortgage-backed securities	1	683	-	-	-	-	1	683	-
Other asset-backed securities	3	1,163	(27)	8	1,831	(519)	11	2,994	(546)
Total debt securities	24	29,385	(1,359)	12	6,315	(752)	36	35,700	(2,111)
Equity Securities:									
Perpetual preferred stock	3	1,079	(58)	-	-	-	3	1,079	(58)
Common stock	1	279	(12)	3	4,851	(321)	4	5,130	(333)
Total equity securities	4	1,358	(70)	3	4,851	(321)	7	6,209	(391)
Total securities	28	$ 30,743	$ (1,429)	15	$ 11,166	$ (1,073)	43	$ 41,909	$ (2,502)

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Changes in the amount of credit loss on fixed maturities for which a portion of an OTTI related to other factors was recognized in Other comprehensive income were as follows (in thousands):

Balance as of December 31, 2011	$(789)
Additional credit impairments on:	
Previously impaired securities	-
Securities for which an impairment was not previously recognized	-
Reductions	-
Balance as of September 30, 2012	$(789)

NOTE 3 – Fair Value Measurements

According to accounting guidance for fair value measurements and disclosures, fair value is the price that would be received in the sale of an asset or would be paid in the transfer of a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. The guidance establishes a three-level hierarchy for fair value measurements that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity ("observable inputs") and the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances ("unobservable inputs").

The estimated fair values of the Company's fixed investment portfolio are based on prices provided by a third party pricing service and a third party investment manager. The prices provided by these services are based on quoted market prices, when available, non-binding broker quotes, or matrix pricing. The third party pricing service and the third party investment manager provide a single price or quote per security and the Company has not historically adjusted security prices. The Company obtains an understanding of the methods, models and inputs used by the third party pricing service and the third party investment manager, and has controls in place to validate that amounts provided represent fair values. The Company's control process includes, but is not limited to, initial and ongoing evaluation of the methodologies used, a review of specific securities and an assessment for proper classification within the fair value hierarchy. The hierarchy level assigned to each security in the Company's available for sale portfolio is based upon its assessment of the transparency and reliability of the inputs used in the valuation as of the measurement date. The three hierarchy levels are defined as follows:

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Level 1 – Valuations that are based on unadjusted quoted prices in active markets for identical securities. The fair value of exchange-traded preferred and common equities, and mutual funds included in the Level 1 category were based on quoted prices that are readily and regularly available in an active market. The fair value measurements that were based on Level 1 inputs comprise 1.7% of the fair value of the total investment portfolio.

Level 2 – Valuations that are based on observable inputs (other than Level 1 prices) such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of securities included in the Level 2 category were based on the market values obtained from a third party pricing service that were evaluated using pricing models that vary by asset class and incorporate available trade, bid and other observable market information. The third party pricing service monitors market indicators, as well as industry and economic events. The Level 2 category includes corporate bonds, government and agency bonds, asset-backed, residential mortgage-backed and commercial mortgage-backed securities and municipal bonds. The fair value measurements that were based on Level 2 inputs comprise 97.9% of the fair value of the total investment portfolio.

Level 3 – Valuations that are derived from techniques in which one or more of the significant inputs are unobservable and/or involve management judgment and/or are based on non-binding broker quotes. The fair value measurements that were based on Level 3 inputs comprise 0.4% of the fair value of the total investment portfolio.

For corporate, government and municipal bonds, the third party pricing service utilizes a pricing model with standard inputs that include benchmark yields, reported trades, issuer spreads, two-sided markets, benchmark securities, market bids/offers, and other reference data observable in the marketplace. The model uses the option adjusted spread methodology and is a multi-dimensional relational model. All bonds valued under these techniques are classified as Level 2.

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For asset-backed, residential mortgage-backed and commercial mortgage-backed securities, the third party pricing service valuation methodology includes consideration of interest rate movements, new issue data, monthly remittance reports and other pertinent data that is observable in the marketplace. This information is used to determine the cash flows for each tranche and identifies the inputs to be used, such as benchmark yields, prepayment assumptions and collateral performance. All asset-backed, residential mortgage-backed and commercial mortgage-backed securities valued under these methods are classified as Level 2.

Also included in Level 2 valuation are interest rate swap agreements the Company utilizes to hedge the floating interest rate on its debt, thereby changing the variable rate exposure to a fixed rate exposure for interest on these obligations. The estimated fair value of the interest rate swaps is obtained from the third party financial institution counterparties and measured using discounted cash flow analysis that incorporates significant observable inputs, including the LIBOR forward curve, derivative counterparty spreads, and measurements of volatility.

The Level 3 securities consist of 38 securities totaling $6.3 million or 0.4% of the fair value of the total investment portfolio. These primarily represent asset-backed securities and corporate debt securities that have a principal protection feature supported by a U.S. Treasury strip. To fair value these securities, the third party investment manager uses a combination of methods. Non-binding broker/dealer quotes are used on 3 holdings. Benchmarking techniques based upon industry sector, rating and other factors are used on the other 35 holdings.

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The following table presents the Company's assets and liabilities measured at fair value on a recurring basis, classified by the valuation hierarchy as of September 30, 2012 (in thousands):

		Fair Value Measurements Using		
	September 30, 2012 Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Debt Securities:				
U.S. Government and agencies	$ 21,043	$ -	$ 21,043	$ -
Obligations of states and political subs	694,627	-	694,627	-
Corporate securities	624,571	-	623,449	1,122
Redeemable preferred stock	2,184	2,184	-	-
Residential mortgage-backed securities	134,746	-	134,717	29
Commercial mortgage-backed securities	38,433	-	37,705	728
Other asset-backed securities	11,878	-	7,442	4,436
Total debt securities available for sale	1,527,482	2,184	1,518,983	6,315
Equity Securities:				
Perpetual preferred stock	9,736	8,976	760	-
Common stock	15,879	15,879	-	-
Total equity securities available for sale	25,615	24,855	760	-
Total securities available for sale	$ 1,553,097	$ 27,039	$ 1,519,743	$ 6,315
Derivatives - interest rate swaps	$ (5,328)	$ -	$ (5,328)	$ -

The following table presents changes in Level 3 available for sale investments measured at fair value on a recurring basis as of September 30, 2012 (in thousands):

	Fair Value Measurement Using Significant Unobservable Inputs - Level 3
Balance as of December 31, 2011	$ 4,659
Total gains or losses (realized/unrealized):	
Included in earnings	48
Included in other comprehensive income	52
Purchases	-

Issuances		-
Settlements		(4)
Transfers in and out of Level 3		1,560
Balance as of September 30, 2012	$	6,315

There were no credit losses for the period included in earnings attributable to the change in unrealized losses on Level 3 assets still held at the reporting date.

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The Company's policy on recognizing transfers between hierarchy levels is applied at the end of a reporting period. During the three and nine months ended September 30, 2012, there were no transfers between Level 1 and Level 2. During the three months ended September 30, 2012, there were 25 structured securities transferred into Level 3 from Level 2. During the nine months ended September 30, 2012, there were 26 structured securities transferred into Level 3 from Level 2, as fair value was no longer determined using market inputs that could be directly or indirectly observable.

NOTE 4 – Debt

Credit Facilities

On August 29, 2012, the Company executed $130.0 million in senior credit facilities (the "Credit Facilities"). The Credit Facilities include a $30.0 million term loan facility and a $100.0 million revolving credit facility.

The Term Loan Facility has a four year term with a $30.0 million borrowing limit, which, subject to certain exceptions, can be increased up to an additional $25.0 million. As of September 30, 2012, the outstanding balance on its term loan facility was $30.0 million. The Company had a $10.0 million outstanding balance on its revolving credit facility as of September 30, 2012, and $0.5 million in letters of credit had been issued as of September 30, 2012. The undrawn portion of the revolving credit facility, which was $89.5 million as of September 30, 2012, is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to its Insurance Company Subsidiaries to support premium growth or strategic acquisitions. These Credit Facilities replaced the Company's former term loan and revolving credit agreement, which were terminated upon the execution of the Credit Facilities. At the time of the creation of the Credit Facilities, there was a $16.5 million outstanding balance on the former term loan and a $14.5 million balance on the former revolving credit facility, both of which were paid in full in connection with the creation of the new Credit Facilities. At December 31, 2011, the Company had an outstanding balance of $23.9 million on its former term loan and a $4.5 million outstanding balance on its former revolving credit facility. There was $0.5 million in letters of credit that had been issued and were outstanding as of December 31, 2011.

The principal amount outstanding under the Credit Facilities provides for interest at either the Alternative Base Rate ("ABR") or the London interbank offered rate ("LIBOR"). ABR borrowings under the Agreement will bear interest at the greatest of (a) the Administrative Agent's prime rate, (b) the federal funds effective rate plus 0.5%, or (c) the adjusted LIBOR for a one-month period plus 1.0%, in each case, plus a margin that is adjusted on the basis of Company's consolidated leverage ratio. Eurodollar borrowings under the Agreement will bear interest at the adjusted LIBOR for the interest period in effect plus a margin that is adjusted on the basis of Company's consolidated leverage ratio. In addition, the Credit Facilities provide for an unused facility fee ranging between twenty basis points and thirty basis points, based on the Company's consolidated leverage ratio as defined by the Credit Facilities. At September 30, 2012, the interest rate on the Company's term loan was 2.46%, which consisted of a weighted fixed rate of 0.71%, plus an applicable margin of 1.75%, as described in Note 5 ~ Derivative Instruments. At September 30, 2012, the interest rate on the Company's revolving credit facility was 0.25%, plus a 1.75% margin.

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The financial covenants applicable to the Credit Facilities consist of: (1) minimum consolidated net worth starting at $473.9 million, (2) minimum Risk Based Capital Ratio for Star of 1.50 to 1.00 and Century of 1.75 to 1.00, (3) maximum permitted consolidated leverage ratio of 0.35 to 1.00, (4) minimum consolidated fixed charge coverage ratio of 1.25 to 1.00, and (5) minimum A.M. Best rating of “B++.” As of September 30, 2012, the Company was in compliance with these debt covenants.

During 2011, several of the Company's insurance subsidiaries (Star, Williamsburg, and Ameritrust) became members of the Federal Home Loan Bank of Indianapolis (“FHLBI”). As a member of the FHLBI, these subsidiaries have the ability to borrow on a collateralized basis at relatively low borrowing rates, providing a source of liquidity. As of September 30, 2012, the Company had borrowed $30.0 million from the FHLBI after pledging as collateral residential mortgage-backed securities (“RMBS”) having a carrying value of $32.4 million, and making a FHLBI common stock investment of approximately $1.6 million. The Company has the ability to increase its borrowing capacity through purchasing additional investments and pledging additional securities. The Company retains all the rights regarding the collateralized RMBS.

Debentures

The following table summarizes the principal amounts and certain other information associated with the Company’s debentures (in thousands):

Year of Issuance	Description	Year Callable	Year Due	Interest Rate Terms	Interest Rate at September 30, 2012 (1)		Principal Amount
2003	Junior subordinated debentures	2008	2033	Three-month LIBOR, plus 4.05%	4.41	%	$10,310
2004	Senior debentures	2009	2034	Three-month LIBOR, plus 4.00%	4.43	%	13,000
2004	Senior debentures	2009	2034	Three-month LIBOR, plus 4.20%	4.63	%	12,000
2005	Junior subordinated debentures	2010	2035	Three-month LIBOR, plus 3.58%	3.97	%	20,620
	Junior subordinated debentures (2)	2007	2032	Three-month LIBOR, plus 4.00%	4.42	%	15,000
	Junior subordinated debentures (2)	2008	2033	Three-month LIBOR, plus 4.10%	4.53	%	10,000
					Total		$80,930

(1) The underlying three-month LIBOR varies as a result of the interest rate reset dates used in determining the three-month LIBOR which varies for each long-term debt item each quarter.

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(2) Represents the junior subordinated debentures acquired in conjunction with the merger with ProCentury Corporation (the "Merger") on July 31, 2008.

Excluding the junior subordinated debentures acquired in conjunction with the Merger, the Company received a total of $53.3 million in net proceeds from the issuances of the above long-term debt, of which $26.2 million was contributed to the surplus of its Insurance Company Subsidiaries and the remaining balance was used for general corporate purposes. Associated with the issuance of the above long-term debt, the Company incurred approximately $1.7 million in issuance costs for commissions paid to the placement agents in the transactions.

The issuance costs associated with these debentures have been capitalized and are included in other assets on the balance sheet. As of June 30, 2007, these issuance costs were being amortized over a seven year period as a component of interest expense. The seven year amortization period represented management's best estimate of the estimated useful life of the bonds related to both the senior debentures and junior subordinated debentures. Beginning July 1, 2007, the Company reevaluated its best estimate and determined a five year amortization period to be a more accurate representation of the estimated useful life. Therefore, this change in amortization period from seven years to five years has been applied prospectively beginning July 1, 2007.

The junior subordinated debentures issued in 2003 and 2005 were issued in conjunction with the issuance of $10.0 million and $20.0 million in mandatory redeemable trust preferred securities to a trust formed by an institutional investor from the Company's unconsolidated subsidiary trusts, Meadowbrook Capital Trust I and Meadowbrook Capital Trust II, respectively.

The junior subordinated debentures acquired in the Merger were issued in conjunction with the issuance of $15.0 million and $10.0 million in floating rate trust preferred securities to a trust formed from the Company's unconsolidated trust, ProFinance Statutory Trust I and ProFinance Statutory Trust II. The Company also acquired the remaining unamortized portion of the capitalized issuance costs associated with these debentures. The remaining unamortized portion of the issuance costs acquired was $625,000. These issuance costs are included in other assets on the balance sheet. The remaining balance is being amortized over a five year period beginning August 1, 2008, as a component of interest expense.

The junior subordinated debentures are unsecured obligations of the Company and are junior in the right of payment to all senior indebtedness of the Company. The Company has guaranteed that the payments made to the four trusts mentioned above will be distributed to the holders of the respective trust preferred securities.

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The Company estimates that the fair value of the above mentioned junior subordinated debentures and senior debentures issued approximated the gross proceeds of cash received at the time of issuance.

NOTE 5 – Derivative Instruments

The Company has entered into interest rate swap transactions to mitigate its interest rate risk on its existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense.

The following table summarizes the rates and amounts associated with the Company's interest rate swaps (in thousands):

Effective Date	Expiration Date	Debt Instrument	Counterparty Interest Rate Terms	Fixed Rate		Fixed Amount at September 30, 2012
4/23/2008	6/30/2013	Junior subordinated debentures (1)	Three-month LIBOR, plus 4.05%	8.020	%	$ 10,000
4/29/2008	4/29/2013	Senior debentures (1)	Three-month LIBOR, plus 4.00%	7.940	%	13,000
9/28/2012	8/30/2016	Term loan (2)	Three-month LIBOR	0.714	%	30,000
8/15/2008	8/15/2013	Junior subordinated debentures (1)(3)	Three-month LIBOR	3.780	%	10,000
9/4/2008	9/4/2013	Junior subordinated debentures (1)(3)	Three-month LIBOR	3.790	%	15,000
9/8/2010	5/24/2016	Senior debentures	Three-month LIBOR, plus 4.20%	6.248	%	5,000
9/16/2010	9/15/2015	Junior subordinated debentures	Three-month LIBOR, plus 3.58%	6.160	%	10,000
9/16/2010	9/15/2015	Junior subordinated debentures	Three-month LIBOR, plus 3.58%	6.190	%	10,000
5/24/2011	5/24/2016	Senior debentures	Three-month LIBOR, plus 4.20%	6.472	%	7,000
				Total		$ 110,000

(1) During the quarter ended June 30, 2012, the Company entered into four forward starting interest rate swaps. The swaps will replace the identified interest rate swap, upon their expiration in 2013. The fixed rates on the forward starting interest rate swaps are approximately 150 basis points less than the fixed rates on the current swaps in place. Additionally, the forward starting interest rate swaps will expire ten years from the effective date.

(2) As a result of the new Credit Facilities, as described in Note 4 ~ Debt, the Company terminated and replaced its swaps on the former term loan, which were set to expire on July 31, 2013. The early termination resulted in

approximately $391,000 of breakage fees that were expensed in the third quarter of 2012. The fixed rate on the replacement swaps entered into on the new term loan amount represents the weighted fixed rate. The Company is required to make fixed rate interest payments on the current balance of the term loan, amortizing in accordance with the term loan amortization schedule. The Company fixed only the variable interest portion of the loan. The actual interest payments associated with the term loan also include an additional rate of 1.75% in accordance with the Credit Facilities.

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(3) The Company fixed only the variable interest portion of the debt. The actual interest payments associated with the debentures also include an additional rate of 4.10% and 4.00% on the $10.0 million and $15.0 million debentures, respectively.

In relation to the above interest rate swaps, the net interest expense incurred for the three months ended September 30, 2012 and 2011, was approximately $1.0 million and $0.9 million, respectively. The net interest expense incurred for the nine months ended September 30, 2012 and 2011, was approximately $2.5 million and $2.8 million, respectively.

As of September 30, 2012 and December 31, 2011, the total fair value of the interest rate swaps was an unrealized loss of $5.3 million and $5.0 million, respectively. At September 30, 2012 and December 31, 2011, accumulated other comprehensive income included accumulated loss on the cash flow hedge, net of taxes, of approximately $3.5 million and $3.3 million, respectively.

In March 2012, the Company replaced its existing $5.6 million convertible note and $664,000 demand note receivables with an unaffiliated insurance agency into new debt instruments with a related limited liability company. The new instruments were effective January 1, 2012 and consist of a $2 million convertible note and a $4.2 million term loan. The interest rate on the convertible note is 3% and is due on January 1, 2022. This note is convertible at the option of the Company based upon a pre-determined formula. The interest rate on the term loan is 5.5% and is due on April 30, 2016. As security for the note and term loan, the borrower granted the Company a first lien on all of its accounts receivable, cash, general intangibles, and other assets. As additional collateral for the note and term loan, the Company obtained guaranties of payment and performance from certain affiliated companies of the borrower, as well as related individuals, which guaranties are secured by additional collateral.

NOTE 6 – Restricted and Non-Restricted Stock Awards

On February 23, 2011 and 2010, the Company issued 28,500 and 202,500 restricted stock awards, respectively, to executives of the Company, out of its 2002 Amended and Restated Stock Option Plan (the “Plan”). The restricted stock awards vest over a four year period, with the first twenty percent vesting immediately on the date issued (i.e., February 23) and the remaining eighty percent vesting annually on a straight line basis over the requisite four year service period. The unvested restricted stock awards are subject to forfeiture in the event the employee is terminated for “Good Cause” or voluntarily resigns their employment without “Good Reason” as provided for in the employees’ respective employment agreements. The Company recorded approximately $83,000 and $87,000 of compensation expense related to the restricted stock awards for the three months ended September 30, 2012 and 2011, respectively. The Company recorded approximately $211,000 and $305,000 of compensation expense related to the restricted stock awards for the nine months ended September 30, 2012 and 2011, respectively.

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A portion of our Board of Directors' compensation is in the form of non-restricted stock awards. On February 23, 2012 and 2011, the Company issued 1,500 non-restricted stock awards to each member of the Board of Directors pursuant to the Plan, which vested immediately. The Company recorded zero non-restricted stock awards compensation expense for the three months ended September 30, 2012 and 2011. The Company recorded approximately $149,000 and $150,000 of compensation expense related to the non-restricted stock awards for the nine months ended September 30, 2012 and 2011, respectively.

NOTE 7 – Shareholders' Equity

At September 30, 2012, shareholders' equity was $557.3 million, or a book value of $11.20 per common share, compared to $585.2 million, or a book value of $11.46 per common share, at December 31, 2011.

On October 28, 2011, the Company's Board of Directors approved a Share Repurchase Plan authorizing management to purchase up to 5.0 million shares of the Company's common stock in market transactions for a period not to exceed twenty-four months. For the three months ended September 30, 2012, there were no share repurchases. For the nine months ended September 30, 2012, the Company purchased and retired approximately 1.3 million shares of common stock for a total cost of approximately $11.5 million. For the year ended December 31, 2011, the Company purchased and retired approximately 2.2 million shares of common stock for a total cost of approximately $20.4 million.

For the period ended September 30, 2012, the Company paid dividends to its common shareholders of $7.5 million. For the year ended December 31, 2011, the Company paid dividends to its common shareholders of $8.9 million. On October 26, 2012, the Company's Board of Directors declared a quarterly dividend of $0.02 per common share. The dividend is payable on November 27, 2012, to shareholders of record as of November 12, 2012.

When evaluating the declaration of a dividend, the Company's Board of Directors considers a variety of factors, including but not limited to, cash flow, liquidity needs, results of operations, industry conditions, and our overall financial condition. As a holding company, the ability to pay cash dividends is partially dependent on dividends and other permitted payments from its Insurance Company Subsidiaries.

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NOTE 8 – Earnings Per Share

Basic earnings per share are based on the weighted average number of common shares outstanding during the year, while diluted earnings per share include the weighted average number of common shares and potential dilution from shares issuable pursuant to stock awards using the treasury stock method.

The following table is a reconciliation of the (loss) income and share data used in the basic and diluted earnings per share computations for the three months and nine months ended September 30, 2012 and 2011 (in thousands, except per share amounts):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2012	As Adjusted 2011	2012	As Adjusted 2011
Net (loss) income	$(26,610)	$9,643	$(26,238)	$34,072
Common shares:				
Basic				
Weighted average shares outstanding	49,776,011	52,240,813	50,312,285	52,860,729
Diluted				
Weighted average shares outstanding	49,776,011	52,240,813	50,312,285	52,860,729
Dilutive effect of:				
Share awards under long term incentive plan	-	114,768	-	113,661
Total	49,776,011	52,355,581	50,312,285	52,974,390
Net (loss) income per common share				
Basic	$(0.53)	$0.18	$(0.52)	$0.64
Diluted	$(0.53)	$0.18	$(0.52)	$0.64

NOTE 9 – Commitments and Contingencies

The Company, and its subsidiaries, are subject at times to various claims, lawsuits and proceedings relating principally to alleged errors or omissions in the placement of insurance, claims administration, consulting services and other business transactions arising in the ordinary course of business. Where appropriate, the Company vigorously defends such claims, lawsuits and proceedings. Some of these claims, lawsuits and proceedings seek damages, including consequential, exemplary or punitive damages, in amounts that could, if awarded, be significant. Most of the claims, lawsuits and proceedings arising in the ordinary course of business are covered by the policy at issue, errors and omissions insurance or other appropriate insurance. In terms of deductibles associated with such insurance, the Company has established provisions against these items, which are believed to be adequate in light of current information and legal advice. In accordance with accounting guidance, if it is probable that an asset has been impaired or a liability has been incurred as of the date of the financial statements and the amount of loss is estimable, then an accrual for the costs to resolve these claims is recorded by the Company in the accompanying consolidated balance sheets. Period expenses related to the defense of such claims are included in the accompanying consolidated

statements of income. Management, with the assistance of outside counsel, adjusts such provisions according to new developments or changes in the strategy in dealing with such matters. On the basis of current information, the Company does not expect the outcome of the claims, lawsuits and proceedings to which the Company is subject to, either individually, or in the aggregate, will have a material adverse effect on the Company's financial condition. However, it is possible that future results of operations or cash flows for any particular quarter or annual period could be materially affected by an unfavorable resolution of any such matters.

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

For the Periods ended September 30, 2012 and 2011

Forward-Looking Statements

This quarterly report may provide information including certain statements which constitute 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 include statements regarding the intent, belief, or current expectations of management, including, but not limited to, those statements that use the words "believes," "expects," "anticipates," "estimates," or similar expressions. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties, and results could differ materially from those indicated by such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are: the frequency and severity of claims; uncertainties inherent in reserve estimates; catastrophic events; a change in the demand for, pricing of, availability or collectability of reinsurance; increased rate pressure on premiums and on underwriting criteria; ability to obtain rate increases in current market conditions; investment rate of return and losses (whether realized or unrealized) in our investment portfolio; changes in and adherence to insurance or other regulation; actions taken by regulators, rating agencies or lenders, including possible downgrade of our current A- financial strength rating; attainment of certain processing efficiencies; changing rates of inflation; impairment of intangibles; general economic conditions; our possible ability to implement our capital raising and capital preservation strategies in a timely manner, and other risks identified in our reports and registration statements filed with the Securities and Exchange Commission, any of which may have a material and adverse effect on our results of operations and financial condition. For additional information with respect to certain of these and other factors, refer to the "Risk Factors" section contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and subsequent filings made with the United States Securities and Exchange Commission. We are not under any obligation to (and expressly disclaim any obligation to) update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

Business Overview

We are a publicly traded specialty niche, focused commercial insurance underwriter and insurance administration services company. We market and underwrite specialty property and casualty insurance programs and products on both an admitted and non-admitted basis through a broad and diverse network of independent retail agents, wholesalers, program administrators and general agents, who value service, specialized knowledge, and focused expertise. Program business refers to an aggregation of individually underwritten risks that have some unique characteristic and are distributed through a select group of agents. We seek to combine profitable underwriting, income from our net commissions and fees, investment returns and efficient capital management to deliver consistent long-term growth in shareholder value.

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Through our retail property and casualty agencies, we also generate commission revenue, which represents 1.7% of our total consolidated revenues. Our agencies are located in Michigan, California, Massachusetts, and Florida and produce commercial, personal lines, life and accident and health insurance that is primarily with unaffiliated insurance carriers. These agencies produce a minimal amount of business for our affiliated Insurance Company Subsidiaries.

We recognize revenue related to the services and coverages we provide within the following categories: net earned premiums, management administrative fees, claims fees, commission revenue, net investment income, and net realized gains (losses).

We compete in the specialty insurance market. Our wide range of specialty niche insurance expertise allows us to accommodate a diverse distribution network ranging from specialized program agents to retail agents. In the specialty market, competition tends to place considerable focus on availability, service and other tailored coverages in addition to price. Moreover, our broad geographical footprint enables us to function with a local presence on both a regional and national basis. We also have the capacity to write specialty insurance in both the admitted and non-admitted markets. These unique aspects of our business model enable us to compete on factors other than price.

Recent Developments

Following the announcement by A.M. Best Company ("A.M. Best") that it has put the financial strength rating of our insurance subsidiaries under review with negative implications, the Company commenced a detailed review of potential capital enhancement strategies that may be taken to improve our capital position and maintain the current A.M. Best rating. Steps taken thus far include:

- undertaking a sale of a portion of our bond portfolio in order to realize gains initially targeted at $50 million, which is expected to add about $36 million to $37 million to our statutory surplus on an after-tax basis, leaving approximately $80 million in additional pre-tax unrealized gains remaining in our $1.5 billion portfolio;
- reducing our quarterly dividend from $0.05 per share to $0.02 per share;
- reducing our premium volume in certain unprofitable lines of business or terminating the programs entirely, as described in more detail below; and
- retaining Willis Capital Markets & Advisory to review various strategies with respect to our current capital position.

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Critical Accounting Policies

In certain circumstances, we are required to make estimates and assumptions that affect amounts reported in our consolidated financial statements and related footnotes. We evaluate these estimates and assumptions periodically on an on-going basis based on a variety of factors. There can be no assurance, however, that actual results will not be materially different than our estimates and assumptions, and that reported results of operation will not be affected by accounting adjustments needed to reflect changes in these estimates and assumptions. The accounting estimates and related risks described in our Annual Report on Form 10-K, as filed with the United States Securities and Exchange Commission on March 15, 2012, are those that we consider to be our critical accounting estimates. For the three months and nine months ended September 30, 2012, there have been no material changes in regard to any of our critical accounting estimates.

Non-GAAP Financial Measures

Net Operating (Loss) Income and Net Operating (Loss) Income Per Share

Net operating (loss) income and net operating (loss) income per share are non-GAAP measures that represent net (loss) income excluding net realized gains or loss, net of tax. The most directly comparable financial GAAP measures to net operating (loss) income and net operating (loss) income per share are net (loss) income and net (loss) income per share, respectively. Net operating (loss) income and net operating (loss) income per share are intended as supplemental information and are not meant to replace net (loss) income nor net (loss) income per share. Net operating (loss) income and net operating (loss) income per share should be read in conjunction with the GAAP financial results. The following is a reconciliation of net operating (loss) income to net (loss) income, as well as net operating (loss) income per share to net (loss) income per share:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In thousands, except share and per share data)		(In thousands, except share and per share data)	
Net operating (loss) income	$(27,223)	$9,406	$(28,448)	$31,804
Net realized gains, net of tax	613	237	2,210	2,268
Net (loss) income	$(26,610)	$9,643	$(26,238)	$34,072
Diluted earnings per common share:				
Net operating (loss) income	$(0.55)	$0.18	$(0.57)	$0.60
Net (loss) income	$(0.53)	$0.18	$(0.52)	$0.64
Diluted weighted average common shares outstanding	49,776,011	52,355,581	50,312,285	52,974,390

We use net operating (loss) income and net operating (loss) income per share as components to assess our performance and as measures to evaluate the results of our business. We believe these measures provide investors with valuable information relating to our ongoing performance that may be obscured by the net effect of realized gains and losses as a result of our market risk sensitive instruments, which primarily relate to fixed income securities that are available for sale and not held for trading purposes. Realized gains and losses may vary significantly between periods and are generally driven by external economic developments, such as capital market conditions. Accordingly, net operating (loss) income excludes the effect of items that tend to be highly variable from period to period and highlights the results from our ongoing business operations and the underlying loss or profitability of our business. We believe that it is useful for investors to evaluate net operating (loss) income and net operating (loss) income per share, along with net (loss) income and net (loss) income per share, when reviewing and evaluating our performance.

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Accident Year Loss and LAE Ratio

The accident year loss and LAE ratio is a non-GAAP measure and represents our net loss and LAE ratio excluding the impact of any changes in net ultimate loss estimates on prior year loss and LAE reserves. The most directly comparable financial GAAP measure to the accident year loss and LAE ratio is the net loss and LAE ratio. The accident year loss and LAE ratio is intended as supplemental information and is not meant to replace the net loss and LAE ratio. The accident year loss and LAE ratio should be read in conjunction with the GAAP financial results. The following is a reconciliation of the accident year loss and LAE ratio to the net loss and LAE ratio:

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2012		2011		2012		2011	
Accident year loss and LAE ratio	76.0	%	65.6	%	68.5	%	65.2	%
Increase in net ultimate loss estimates on prior year loss reserves	19.2	%	1.0	%	13.0	%	0.0	%
Net loss & LAE ratio	95.2	%	66.6	%	81.5	%	65.2	%

We use the accident year loss and LAE ratio as one component to assess our current year performance and as a measure to evaluate, and if necessary, adjust our pricing and underwriting. Our net loss and LAE ratio is based on calendar year information. Adjusting this ratio to an accident year loss and LAE ratio allows us to evaluate information based on the current year activity. We believe this measure provides investors with valuable information for comparison to historical trends and current industry estimates. We also believe that it is useful for investors to evaluate the accident year loss ratio and LAE and net loss and LAE ratio separately when reviewing and evaluating our performance.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011

Executive Overview

Our results for the third quarter of 2012 were impacted by the increase in net ultimate loss estimates for 2011 and prior accident years, which added 19.2 percentage points to the GAAP combined ratio. The third quarter 2012 results also reflect higher than expected storm losses, which added 3.5 percentage points to the GAAP combined ratio. The third quarter 2012 increase in net ultimate loss estimates for accident years 2011 and prior primarily reflects continued higher than expected incurred loss activity in accident years 2009, 2010, and 2011. Our GAAP combined ratio was 127.1% for the third quarter of 2012 compared to 100.1% for the comparable quarter in 2011. Our accident year combined ratio was 107.9% for the third quarter of 2012, compared to 99.1% in 2011.

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Net operating loss, a non-GAAP measure, for the third quarter ended September 30, 2012 was ($27.2 million), or ($0.55) per diluted share, compared to net operating income of $9.4 million, or $0.18 per diluted share for the third quarter ended September 30, 2011. The third quarter 2012 results include the pre-tax increase in net ultimate loss estimates for 2011 and prior accident years of $42.9 million. By contrast, the third quarter 2011 results include the pre-tax increase in net ultimate loss estimates for 2010 and prior accident years of $2.0 million.

Gross written premium increased $62.6 million, or 25.8%, to $305.9 million, compared to $243.3 million in 2011. The growth primarily reflects the accelerating pace of rate increases that have been achieved in combination with the maturation of existing programs. This growth was partially offset by reductions in certain programs where pricing and underwriting did not meet our targets.

Results of Operations

Net loss for the three months ended September 30, 2012, was ($26.6 million), or ($0.53) per diluted share, compared to net income of $9.6 million, or $0.18 per diluted share, for the comparable period of 2011. Net operating loss, a non-GAAP measure, for the third quarter ended September 30, 2012 was ($27.2 million), or ($0.55) per diluted share, compared to net operating income of $9.4 million, or $0.18 per diluted share for the third quarter ended September 30, 2011. Total diluted weighted average shares outstanding for the three months ended September 30, 2012 were 49,776,011 compared to 52,355,581 for the comparable period in 2011. This decrease reflects the impact of our Share Repurchase Plan.

Revenues

Revenues for the three months ended September 30, 2012, increased $30.8 million, or 14.3%, to $245.5 million, from $214.7 million for the comparable period in 2011. This increase primarily reflects overall growth within our net earned premiums.

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The following table sets forth the components of revenues (in thousands):

	For the Three Months Ended September 30,	
	2012	2011
Revenue:		
Net earned premiums	$223,407	$193,587
Management administrative fees	2,705	3,052
Claims fees	1,596	1,544
Commission revenue	3,109	2,697
Net investment income	13,815	13,502
Net realized gains	902	363
Total revenue	$245,534	$214,745

Net earned premiums increased $29.8 million, or 15.4%, to $223.4 million for the three months ended September 30, 2012, from $193.6 million in the comparable period in 2011. This growth primarily reflects rate increase in combination with the maturation of existing programs. This growth was partially offset by reductions in certain programs where pricing and underwriting did not meet our targets.

Commission revenue increased $0.4 million, or 15.3%, to $3.1 million for the three months ended September 30, 2012, from $2.7 million for the comparable period in 2011. This increase was driven primarily by commission revenues generated from assets of a Michigan agency that was acquired in the fourth quarter of 2011.

Expenses

Expenses increased $91.1 million from $203.2 million for the three months ended September 30, 2011 to $294.3 million for the three months ended September 30, 2012.

The following table sets forth the components of expenses (in thousands):

	For the Three Months Ended September 30,	
	2012	2011
Expense:		
Net losses and loss adjustment expenses	$212,698	$128,956
Policy acquisition and other underwriting expenses	71,373	64,833
General selling & administrative expenses	5,745	5,876
General corporate expenses	717	273
Amortization expense	1,372	1,208
Interest expense	2,372	2,066
Total expenses	$294,277	$203,212

Net loss and loss adjustment expenses ("LAE") increased $83.7 million, to $212.7 million for the three months ended September 30, 2012, from $129.0 million for the same period in 2011. Our loss and LAE ratio was 95.2% for the three months ended September 30, 2012 and 66.6% for the three months ended September 30, 2011. The loss and LAE ratio for the third quarter of 2012 includes a 19.2 percentage point increase from net ultimate loss estimates for accident years 2011 and prior, whereas the 2011 results include a 1.0 percentage point increase from net ultimate loss estimates for accident years 2010 and prior. The accident year loss and LAE ratio was 76.0% for the three months ended September 30, 2012 up from 65.6% in the comparable period in 2011. The increase was partially driven by higher than expected storm losses in 2012 as compared to 2011. In addition, the 2012 accident year loss ratio reflects the cumulative effect of an increase in our accident year forecasted 2012 loss ratio based upon the increase in net ultimate loss estimates for the 2009, 2010 and 2011 accident years. These increases were partially offset by the impact of cumulative rate increases achieved and other underwriting actions taken in multiple lines of business. Additional discussion of our reserve activity is described below within the Other Items ~ Reserves section.

Policy acquisition and other underwriting expenses increased $6.6 million, to $71.4 million for the three months ended September 30, 2012 from $64.8 million for the same period in 2011. Our expense ratio decreased 1.6 percentage points to 31.9% for the three months ended September 30, 2012, from 33.5% for the same period in 2011. The 2012 expense ratio improvement reflects a reduction in profit sharing commissions and leveraging of fixed costs over a larger premium base.

The GAAP effective tax rate for the three months ended September 30, 2012 was approximately 44%, compared to 21% for the same period in 2011. The higher rate is primarily due to the current quarter loss development and storm losses generating an underwriting loss and tax benefit. The Company is required to record income tax expense/benefit for the first nine months of the year based on the estimated total federal effective tax rate for the year. As the Company has experienced a net operating loss year to date that exceeds its expected annual loss, the tax benefit recognized at September 30, 2012 is limited to the benefit that would be recognized if the year to date loss were the estimated annual loss. This limitation decreased the tax benefit recognized during the quarter. The annual effective tax rate for 2012 is expected to be approximately 50%. Income tax expense on capital gains and the change in our valuation allowance on deferred tax assets was $289,000 and $123,000 for the three months ended September 30, 2012 and 2011, respectively.

Other Items

Equity earnings of affiliated, net of tax

In July 2009, our subsidiary, Star, purchased a 28.5% ownership interest in an affiliate, Midwest Financial Holdings, LLC ("MFH"), for $14.8 million in cash. We are not required to consolidate this investment as we are not the primary beneficiary of the business nor do we control the entity's operations. Our ownership interest is significant, but is less than a majority ownership and, therefore, we are accounting for this investment under the equity method of accounting. Star recognizes 28.5% of the profits and losses as a result of this equity interest ownership. We recognized equity earnings, net of tax, from MFH of $0.8 million, or $0.02 per diluted share, for the three months ended September 30, 2012, compared to $0.6 million, or $0.01 per diluted share impact, for the comparable period of 2011. We received dividends from MFH in the three months ended September 30, 2012 and 2011 of $1.3 million and $1.0 million, respectively.

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Reserves

For the three months ended September 30, 2012, we reported an increase in net ultimate loss estimates for accident years 2011 and prior of $42.9 million, or 4.9% of $879.1 million of net loss and LAE reserves at December 31, 2011. There were no significant changes in the key assumptions utilized in the analysis and calculations of our reserves during 2011 and 2012.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011

Executive Overview

Our results for the nine months ended September 30, 2012, were impacted by the increase in net ultimate loss estimates for 2011 and prior accident years, which added 13.0 percentage points to the GAAP combined ratio. The year-to-date 2012 increase in net ultimate loss estimates for accident years 2011 and prior primarily reflects continued higher than expected incurred loss activity in accident years 2009, 2010, and 2011. Our GAAP combined ratio was 113.9% for the nine months ended September 30, 2012, compared to 99.2% for the comparable period in 2011. Our accident year combined ratio was 100.9% for the nine months ended September 30, 2012, compared to 99.2% in 2011.

Net operating loss, a non-GAAP measure, for the nine months ended September 30, 2012 was ($28.4 million), or ($0.57) per diluted share, compared to net operating income of $31.8 million, or $0.60 per diluted share for the nine months ended September 30, 2011. The results for the nine months ended September 30, 2012 include the pre-tax increase in net ultimate loss estimates for 2011 and prior accident years of $81.3 million. By contrast, the nine months ended 2011 results include an after-tax decrease in net ultimate loss estimates for 2010 and prior accident years of $0.4 million.

Gross written premium increased $139.1 million, or 20.4%, to $820.0 million, compared to $680.9 million in 2011. The growth primarily reflects the accelerating pace of rate increases that have been achieved in combination with the maturation of existing programs. This growth was partially offset by reductions in certain programs where pricing and underwriting did not meet our targets.

Results of Operations

Net loss for the nine months ended September 30, 2012, was ($26.2 million), or ($0.52) per diluted share, compared to net income of $34.1 million, or $0.64 per diluted share, for the comparable period of 2011. Net operating loss, a non-GAAP measure, for the nine months ended September 30, 2012 was ($28.4 million), or ($0.57) per diluted share, compared to net operating income of $31.8 million, or $0.60 per diluted share for the nine months ended September 30, 2011. Total diluted weighted average shares outstanding for the nine months ended September 30, 2012 were 50,312,285 compared to 52,974,390 for the comparable period in 2011. This decrease reflects the impact of our Share Repurchase Plan.

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Revenues

Revenues for the nine months ended September 30, 2012, increased $84.4 million, or 13.8%, to $696.9 million, from $612.5 million for the comparable period in 2011. This increase primarily reflects overall growth within our net earned premiums.

The following table sets forth the components of revenues (in thousands):

	For the Nine Months Ended September 30,	
	2012	2011
Revenue:		
Net earned premiums	$627,525	$545,715
Management administrative fees	8,457	9,452
Claims fees	4,856	4,756
Commission revenue	11,614	9,420
Net investment income	41,230	40,839
Net realized gains	3,201	2,269
Total revenue	$696,883	$612,451

Net earned premiums increased $81.8 million, or 15.0%, to $627.5 million for the nine months ended September 30, 2012, from $545.7 million in the comparable period in 2011. This growth primarily reflects rate increases in combination with the maturation of existing programs. This growth was partially offset by reductions in certain programs where pricing and underwriting did not meet our targets.

Commission revenue increased $2.2 million, or 23.3%, to $11.6 million for the nine months ended September 30, 2012, from $9.4 million for the comparable period in 2011. This increase was driven primarily by commission revenues generated from assets of a Michigan agency that was acquired in the fourth quarter of 2011.

Expenses

Expenses increased $176.5 million from $569.9 million for the nine months ended September 30, 2011 to $746.4 million for the nine months ended September 30, 2012.

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The following table sets forth the components of expenses (in thousands):

	For the Nine Months Ended September 30,	
	2012	2011
Expense:		
Net losses and loss adjustment expenses	$511,203	$355,621
Policy acquisition and other underwriting expenses	203,479	185,684
General selling & administrative expenses	18,411	17,751
General corporate expenses	2,848	909
Amortization expense	4,095	3,646
Interest expense	6,382	6,320
Total expenses	$746,418	$569,931

Net loss and LAE increased $155.6 million, to $511.2 million for the nine months ended September 30, 2012, from $355.6 million for the same period in 2011. Our loss and LAE ratio was 81.5% for the nine months ended September 30, 2012 and 65.2% for the nine months ended September 30, 2011. The loss and LAE ratio for the nine months ended September 30, 2012 include a 13.0 percentage point increase from net ultimate loss estimates for accident years 2011 and prior, whereas the 2011 results include less than a 0.1 percentage point change from net ultimate loss estimates for accident years 2010 and prior. The accident year loss and LAE ratio was 68.5% for the nine months ended September 30, 2012 up from 65.2% in the comparable period in 2011. In addition, the 2012 accident year loss ratio reflects an increase in our 2012 forecasted loss ratio based upon the increase in net ultimate loss estimates for the 2009, 2010 and 2011 accident years. These increases were partially offset by the impact of cumulative rate increases achieved and other underwriting actions taken in multiple lines of business. Additional discussion of our reserve activity is described below within the Other Items ~ Reserves section.

Policy acquisition and other underwriting expenses increased $17.8 million, to $203.5 million for the nine months ended September 30, 2012 from $185.7 million for the same period in 2011. Our expense ratio decreased 1.6 percentage points to 32.4% for the nine months ended September 30, 2012, from 34.0% for the same period in 2011. The 2012 expense ratio improvement reflects a reduction in profit sharing commissions and leveraging of fixed costs over a larger premium base.

General corporate expenses increased $1.9 million, to $2.8 million for the nine months ended September 30, 2012, from $0.9 million for the same period in 2011. The prior year amount reflects a reduction in the accrual for variable compensation; excluding this item, 2012 general corporate expenses were consistent with 2011.

The GAAP effective tax rate for the nine months ended September 30, 2012 was approximately 43%, compared to 23% for the same period in 2011. The higher rate is primarily due to the current quarter loss development and storm losses generating an underwriting loss and tax benefit. The Company is required to record income tax expense/benefit for the first nine months of the year based on the estimated total federal effective tax rate for the year. As the Company has experienced a net operating loss year to date that exceeds its expected annual loss, the tax benefit recognized at September 30, 2012 is limited to the benefit that would be recognized if the year to date loss were the estimated annual loss. The annual effective tax rate for 2012 is expected to be approximately 50%. Income tax expense on capital gains and the change in our valuation allowance on deferred tax assets was $992,000 and $1,000 for the nine months ended September 30, 2012 and 2011, respectively.

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Other Items

Equity earnings of affiliated, net of tax

In July 2009, our subsidiary, Star, purchased a 28.5% ownership interest in an affiliate, MFH, for $14.8 million in cash. We are not required to consolidate this investment as we are not the primary beneficiary of the business nor do we control the entity's operations. Our ownership interest is significant, but is less than a majority ownership and, therefore, we are accounting for this investment under the equity method of accounting. Star recognizes 28.5% of the profits and losses as a result of this equity interest ownership. We recognized equity earnings, net of tax, from MFH of $2.0 million, or $0.04 per diluted share, for the nine months ended September 30, 2012, compared to $1.9 million, or $0.04 per diluted share, for the comparable period of 2011. We received dividends from MFH in the nine months ended September 30, 2012 and 2011, for $3.1 million and $2.7 million, respectively.

Reserves

At September 30, 2012, our best estimate for the ultimate liability for loss and LAE reserves, net of reinsurance recoverables, was $1.0 billion. We established a reasonable range of reserves of approximately $0.9 billion to $1.1 billion. This range was established primarily by considering the various indications derived from standard actuarial techniques and other appropriate reserve considerations. The following table sets forth this range by line of business (in thousands):

Line of Business	Minimum Reserve Range	Maximum Reserve Range	Selected Reserves
Workers' Compensation	$ 383,650	$ 445,118	$ 431,624
Residual Markets	16,191	17,932	17,412
Commercial Multiple Peril / General Liability	362,801	456,203	410,841
Commercial Automobile	129,215	146,732	138,701
Other	41,183	46,201	43,846
Total Net Reserves	$ 933,040	$ 1,112,186	$ 1,042,424

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Reserves are reviewed and established by our internal actuaries for adequacy and peer reviewed by our third-party actuaries. When reviewing reserves, we analyze historical data and estimate the impact of numerous factors such as (1) per claim information; (2) industry and our historical loss experience; (3) legislative enactments, judicial decisions, legal developments in the imposition of damages, and changes in political attitudes; and (4) trends in general economic conditions, including the effects of inflation. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of reserves, because the eventual deficiency or redundancy is affected by multiple factors.

The key assumptions used in our selection of ultimate reserves included the underlying actuarial methodologies, a review of current pricing and underwriting initiatives, an evaluation of reinsurance costs and retention levels, and a detailed claims analysis with an emphasis on how aggressive claims handling may be impacting the paid and incurred loss data trends embedded in the traditional actuarial methods. With respect to the ultimate estimates for losses and LAE, the key assumptions remained consistent for the nine months ended September 30, 2012, and the year ended December 31, 2011.

For the nine months ended September 30, 2012, we reported an increase in net ultimate loss estimates for accident years 2011 and prior of $81.3 million, or 9.3% of $879.1 million of beginning net loss and LAE reserves at December 31, 2011. The change in net ultimate loss estimates reflected revisions in the estimated reserves as a result of actual claims activity in calendar year 2012 that differed from the projected activity. The major components of this change in ultimates are as follows (in thousands):

		Incurred Losses			Paid Losses			
Line of Business	Reserves at December 31, 2011	Current Year	Prior Years	Total Incurred	Current Year	Prior Years	Total Paid	Reserves at September 30, 2012
Workers' Compensation	$ 358,131	$ 179,802	$ 28,396	$ 208,198	$ 26,190	$ 108,515	$ 134,705	$ 431,624
Residual Markets	17,682	3,443	(958)	2,485	1,034	1,721	2,755	17,412
Commercial Multiple Peril / General Liability	353,311	112,966	30,933	143,899	6,509	79,860	86,369	410,841
Commercial Automobile	117,594	71,575	20,059	91,634	21,192	49,335	70,527	138,701
Other	32,375	62,082	2,905	64,987	32,429	21,087	53,516	43,846
Net Reserves	879,093	$ 429,868	$ 81,335	$ 511,203	$ 87,354	$ 260,518	$ 347,872	1,042,424
Reinsurance Recoverable	315,884							366,998
Consolidated	$ 1,194,977							$ 1,409,422

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The following table shows the re-estimated December 31, 2011 held reserves by line as of September 30, 2012 (in thousands):

Line of Business	Reserves at December 31, 2011	Re-estimated Reserves for December 31, 2011 at September 30, 2012	Development as a Percentage of Prior Year Reserves
Workers' Compensation	$ 358,131	$ 386,527	7.9%
Commercial Multiple Peril / General Liability	353,311	384,244	8.8%
Commercial Automobile	117,594	137,653	17.1%
Other	32,375	35,280	9.0%
Sub-total	861,411	943,704	9.6%
Residual Markets	17,682	16,724	-5.4%
Total Net Reserves	$ 879,093	$ 960,428	9.3%

Workers’ Compensation Excluding Residual Markets

The net ultimate loss estimates for accident years 2011 and prior in the workers' compensation line of business increased $28.4 million, or 7.9%. This was driven primarily by accident years 2009, 2010, and 2011. The increase in net ultimate loss estimates is $8.7 million in 2009, $12.9 million in 2010, and $7.2 million in 2011. These increases were partially offset by a reduction in net ultimate loss estimates for accident years 2008 and prior.

In this line of business we continue to see favorable overall underwriting trends. The average accident year combined ratio since 2010 was 103.2%. In California workers’ compensation, which represents approximately 57% of our year-to-date 2012 workers’ compensation net written premium, the average accident year combined ratio since 2010 is 101.6%. Our overall current accident year combined ratio for workers’ compensation is 100.8%. This improvement reflects the impact of cumulative rate increases of 17.2% since 2009, with an additional 14.4% filed and approved rate increase, which will be effective November 15, 2012. While we continue to experience acceleration in the case reserving process, the amount of acceleration identified is less in this quarter than our previous estimates contemplated. Accordingly, we have increased our estimates for prior year losses as we have placed less weight on the case reserving acceleration assumption. Furthermore, although the acceleration represents a deviation from standard loss development patterns, it also accelerated the recognition of some claim liabilities that were more than contemplated in our previous estimates. This, in turn, also led to an increase in the net ultimate loss estimates on prior accident years. Paid loss severities remain more stable and claim frequencies have decreased due to earned rate increases. We view the paid loss severity and frequency trends, along with the rate increases that we have achieved as positive indicators for this business. In most states', underwriting actions and rate increases have been effective and ultimate loss estimates on prior accident years have been stable.

Commercial Multiple Peril / General Liability

The net ultimate loss estimates for accident years 2011 and prior in the commercial multi-peril/general liability line of business increased $30.9 million, or 8.8%. This was driven primarily by accident years 2007, 2008, 2009, 2010 and 2011. The increase in net ultimate loss estimates is $4.3 million for 2007, $2.0 million for 2008, $7.3 million for 2009, $2.7 million for 2010, and $10.9 million for the 2011 accident year. This re-estimation reflects an increase in the frequency of larger claims and strengthening of case reserves relating to prior years that occurred in calendar year 2012.

Of the $30.9 million increase in prior accident year net ultimate loss estimates, $12.6 million was related to the excess liability program. This program has been cancelled as of October 2012.

Although our ultimate loss estimates for prior years increased in 2012, we continue to see favorable overall underwriting trends in this line of business. The average accident year combined ratio since 2009 was 95.2%. Our current accident year combined ratio is 94.0%. During the year, our claim managers continued to perform an exposure analysis on our larger exposure claims. This recent initiative was designed to identify higher exposure claims earlier and focus our investigation and defense strategy on claims with higher exposures. This may have led to a higher level of incurred losses than indicated by our historical development patterns. While this acceleration represents a deviation from standard loss development patterns, it also accelerated the recognition of some claim liabilities that were not contemplated in our previous estimates.

Commercial Automobile

The $20.1 million increase, or 17.1%, in net ultimate loss estimates for the commercial automobile line of business is primarily in the 2010 and 2011 accident years and also reflects the emergence of higher than expected large loss activity. The increase in net ultimate loss estimates is $7.4 million for 2010 and $9.8 million for 2011.

The average accident year combined ratio since 2009 was 109.1%. Our current accident year combined ratio is 109.6%.

These unfavorable results primarily reflect the impact of the transportation program and a smaller segment of another program. The Company aggressively achieved rate increases and reduced exposure on the transportation program. Despite these cumulative rate increases, which exceeded 46% since 2010, this program has been terminated on a go forward basis along with the smaller program mentioned above. As these rate increases taken continue to earn in 2012, and as this business runs off, we expect improved current accident year results for this business.

Other

The $2.9 million increase, or 9.0%, in net ultimate loss estimates in the other lines of business is primarily from 2011 accident year property exposures where we had a handful of larger claims that occurred in late 2011, but were not reported until the first quarter of 2012. The increase in net ultimate loss estimates is $2.3 million for 2011. These occurrences were partially offset by better than expected frequency in our medical malpractice line of business. Cumulative rate increases in other lines since 2009 have been approximately 4.5%.

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Residual Markets

The workers' compensation residual market line of business had a decrease in net ultimate loss estimate of $1.0 million, or 5.4% of net reserves. This decrease reflects reductions in the net ultimate loss estimates for various accident years. We record loss reserves as reported by the National Council on Compensation Insurance ("NCCI"), plus a provision for the reserves incurred but not yet analyzed and reported to us due to a two quarter lag in reporting. These changes reflect a difference between our estimate of the lag incurred but not reported and the amounts reported by the NCCI in the year.

Over the years we have demonstrated an ability to remediate programs that are not meeting our targets through a combination of underwriting and pricing actions. Although we have experienced increases in net ultimate loss estimates noted above, we have made significant headway in remediating where necessary. We will continue to earn premium in 2012 that reflects the cumulative rate increases and underwriting actions, which we expect to result in an improved combined ratio. Despite the prolonged soft market and lackluster economic growth, we have had an average combined ratio of 99.9% over the last six accident years and 2012 is at 100.9%. As we emerge from an underpriced environment to more adequate pricing levels, we should see ongoing, incremental improvement in our overall underwriting results.

LIQUIDITY AND CAPITAL RESOURCES

Our principal sources of funds are insurance premiums, investment income, proceeds from the maturity and sale of invested assets from our Insurance Company Subsidiaries, and risk management fees and agency commissions from our non-regulated subsidiaries. Funds are primarily used for the payment of claims, commissions, salaries and employee benefits, other operating expenses, shareholder dividends, share repurchases, capital expenditures, and debt service.

A significant portion of our consolidated assets represents assets of our Insurance Company Subsidiaries that may not be transferable to the holding company in the form of dividends, loans or advances in accordance with state insurance laws. These laws generally specify that dividends can be paid only from unassigned surplus and only to the extent that all dividends in the current twelve months do not exceed the greater of 10% of total statutory surplus as of the end of the prior fiscal year or 100% of the statutory net income for the prior year, less any dividends paid in the prior twelve months. Using these criteria, the ordinary dividend available that can be paid from the Insurance Company Subsidiaries during 2012 is $41.2 million without prior regulatory approval. Of this $41.2 million, ordinary dividends of $12.5 million have been declared and paid as of September 30, 2012. In addition to ordinary dividends, the Insurance Company Subsidiaries have the capacity to pay $66.4 million of extraordinary dividends in 2012, subject to prior regulatory approval. The ability to pay ordinary and extraordinary dividends must be reviewed in relation to the impact on key financial measurement ratios, including Risk Based Capital (RBC) ratios and A.M. Best's Capital Adequacy Ratio (BCAR). The Company heavily considers these ratios when evaluating liquidity and capital strategies. The Insurance Company Subsidiaries' ability to pay future dividends without advance regulatory approval is dependent upon maintaining a positive level of unassigned surplus, which in turn, is dependent upon the Insurance Company Subsidiaries generating net income. Total ordinary dividends paid from our Insurance Company Subsidiaries to our holding company were $12.5 million and $22.6 million for the nine months ended September 30, 2012 and 2011, respectively. As of September 30, 2012, on a trailing twelve month statutory consolidated basis, the gross and net premium leverage ratios were 3.0 to 1.0 and 2.5 to 1.0, respectively.

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We have undertaken the sale of a portion of our bond portfolio in order to realize gains initially targeted at $50 million, which is expected to add about $36 million to $37 million to our statutory surplus on an after-tax basis; we will still have approximately $80 million in additional pre-tax unrealized gains remaining in our $1.5 billion portfolio.

We also generate operating cash flow from non-regulated subsidiaries in the form of commission revenue, outside management fees, and intercompany management fees. These sources of income are available for debt service, shareholders' dividends, and other operating expenses of the holding company and non-regulated subsidiaries. Earnings before interest, taxes, depreciation, and amortization from non-regulated subsidiaries were approximately $7.4 million for the nine months ended September 30, 2012.

We have a total revolving credit facility of $100.0 million. As of September 30, 2012, we had a $10.0 million outstanding balance on our revolving credit facility and $0.5 million in letters of credit. The undrawn portion of the revolving credit facility, which was $89.5 million as of September 30, 2012, is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to our Insurance Company Subsidiaries to support premium growth or strategic acquisitions.

Based on our subsidiaries' membership in the FHLBI, we have the ability to borrow on a collateralized basis at relatively low borrowing rates, providing a source of liquidity. As of September 30, 2012, we had borrowed $30.0 million from the FHLBI. The proceeds were used to fund purchases of high quality bonds with maturities that match the maturity of the FHLBI credit facility. Due to the low cost of the FHLBI funding, the Company expects to generate returns in excess of its cost of borrowing under this strategy. We have the ability to increase our borrowing capacity through additional investments and pledging additional securities.

Cash flow provided by operations was $127.9 million and $94.9 million for the nine months ended September 30, 2012 and 2011, respectively. The increase in operating cash flows is driven primarily by a decrease in estimated federal income tax payments in the current year. The increase was also driven by increased premium revenue and was partially offset by policy acquisition costs and paid losses and LAE. We maintain a strong balance sheet with diversified geographic risks, high quality reinsurance and a high quality investment portfolio.

Other Items – Liquidity and Capital Resources

Interest Rate Swaps

We have entered into interest rate swap transactions to mitigate our interest rate risk on our existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense.

Refer to Note 5 ~ Derivative Instruments of the Notes to the Consolidated Financial Statements, for additional information specific to our interest rate swaps.

Credit Facilities

On August 29, 2012, we executed a credit agreement, which provides the Company with access to $130.0 million in Credit Facilities. The Credit Facilities included a $30.0 million term loan facility and a $100.0 million revolving credit facility. These new Credit Facilities replaced the Company's former $100.0 million credit facilities, which included a $65.0 million term loan facility and a $35.0 million revolving credit facility. The undrawn portion of the revolving credit facility is available to finance working capital and for general corporate purposes, including but not limited to, surplus contributions to our Insurance Company Subsidiaries to support premium growth or strategic acquisitions.

Refer to Note 4 ~ Debt of the Notes to the Consolidated Financial Statements, for additional information specific to our credit facilities and debentures.

Investment Portfolio

As of September 30, 2012 and December 31, 2011, the recorded values of our investment portfolio, including cash and cash equivalents, were $1.7 billion and $1.5 billion, respectively.

In general, we believe our overall investment portfolio is conservatively invested. The effective duration of the investment portfolio at September 30, 2012, is 4.8 years, compared to 4.9 years at September 30, 2011. Our pre-tax book yield as of September 30, 2012 is 3.9%, compared to 4.1% in 2011. The current after-tax yield is 3.0% as of September 30, 2012, compared to 3.1% in 2011. Approximately 99.1% of our fixed income investment portfolio is investment grade.

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Shareholders' Equity

Refer to Note 7 ~ Shareholders' Equity of the Notes to the Consolidated Financial Statements.

Contractual Obligations and Commitments

For the nine months ended September 30, 2012, there were no material changes in relation to our contractual obligations and commitments, outside of the ordinary course of our business.

Recent Accounting Pronouncements

Refer to Note 1 ~ Summary of Significant Accounting Policies of the Notes to the Consolidated Financial Statements.

Goodwill

As of September 30, 2012, the Company had $121.0 million of goodwill recorded. In accordance with accounting guidance, the Company concluded its reporting units to be agency operations and specialty insurance operations (SIO). As a result of operating results to date, the updated forecast of the fair value of the SIO reporting unit has decreased. As such, the Company performed an interim goodwill impairment test as of September 30, 2012, updating its cash flow projections and related assumptions from the analysis performed as of October 1, 2011. As a result of completing this analysis, the SIO's fair value exceeded its carrying value. Subsequent to September 30, 2012, we have identified certain additional indicators of potential goodwill impairment in the SIO reporting unit. These indicators include a notable decrease in the stock price of the Company as well as the A.M. Best review with negative implications. In connection with our annual impairment test of goodwill as of October 1, 2012, we will consider these indicators in connection with the SIO's fair value.

Terminated Programs

We have commenced terminating certain programs in our businesses that have been adversely impacting our results. As a result, we have notified the affected production sources that, due to the capital situation we are addressing, certain areas of our business that have been adversely impacting our results need to be terminated. Those programs are expected to generate approximately $75.9 million of gross written premium in 2012. We will continue to earn some premium on these terminated programs as they run off in 2013.

Furthermore, one of the programs terminated is the public-entity excess workers' compensation program ("PEEP"), which was terminated on October 15, 2012. We insured this program since 2003, and in 2007 we acquired the customer list from the producer that controlled the program. The acquisition resulted in the establishment of $7.5 million of intangible assets with definite lives. This asset is being amortized over a period of 10 years, with approximately $2.0 million remaining as of September 30, 2012. As a result of terminating PEEP in the fourth quarter, we expect to recognize the remaining amortization expense of $2.0 million in the fourth quarter of 2012.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates as well as other relevant market rate or price changes. The volatility and liquidity in the markets in which the underlying assets are traded directly influence market risk. The following is a discussion of our primary risk exposures and how those exposures are currently managed as of September 30, 2012. Our market risk sensitive instruments are primarily related to fixed income securities, which are available for sale and not held for trading purposes.

Interest rate risk is managed within the context of an asset and liability management strategy where the target duration for the fixed income portfolio is based on the estimate of the liability duration and takes into consideration our surplus. The investment policy guidelines provide for a fixed income portfolio duration of between three and a half and five and a half years. At September 30, 2012 and December 31, 2011, our fixed income portfolio had an effective duration of 4.8 years and 4.9 years, respectively.

At September 30, 2012, the fair value of our investment portfolio, excluding cash and cash equivalents, was $1.6 billion. Our market risk relating to the investment portfolio is primarily interest rate risk associated with debt securities. Our exposure to equity price risk is related to our investments in relatively small positions of preferred stocks and mutual funds with an emphasis on dividend income. These investments comprised 1.6% of our investment portfolio as of September 30, 2012.

Our investment philosophy is one of maximizing after-tax earnings and has historically included significant investments in tax-exempt bonds. We continue to increase our holdings of tax-exempt securities based on our desire to maximize after-tax investment income. For our investment portfolio, there were no significant changes in our primary market risk exposures or in how those exposures are managed compared to the year ended December 31, 2011. We do not anticipate significant changes in our primary market risk exposures or in how those exposures are managed in future reporting periods based upon what is known or expected to be in effect.

A sensitivity analysis is defined as the measurement of potential loss in future earnings, fair values, or cash flows of market sensitive instruments resulting from one or more selected hypothetical changes in interest rates and other market rates or prices over a selected period. In our sensitivity analysis model, a hypothetical change in market rates is selected that is expected to reflect reasonable possible near-term changes in those rates. “Near-term” means a period of up to one year from the date of the consolidated financial statements. In our sensitivity model, we use a hypothetical change to measure our potential loss in fair value of debt securities assuming an upward and downward parallel shift in interest rates. The table below presents our model’s estimate of changes in fair values given a change in interest rates. Dollar values are in thousands.

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	Rates Down 100bps	Rates Unchanged	Rates Up 100bps
Fair Value	$1,589,091	$1,527,482	$1,454,643
Yield to Maturity or Call	1.3%	2.0%	2.9%
Effective Duration	4.8	4.8	4.9

The other financial instruments, which include cash and cash equivalents, equity securities, premium receivables, reinsurance recoverables, line of credit and other assets and liabilities, when included in the sensitivity model, do not produce a material change in fair values.

Our debentures are subject to variable interest rates. Thus, our interest expense on these debentures is directly correlated to market interest rates. At September 30, 2012 and December 31, 2011, we had outstanding debentures of $80.9 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $809,000.

Our term loan is subject to variable interest rates. Thus, our interest expense on our term loan is directly correlated to market interest rates. At September 30, 2012, we had an outstanding balance on our term loan of $30.0 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $300,000. At December 31, 2011, we had an outstanding balance on our term loan of $23.9 million. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $239,000.

We have entered into interest rate swap transactions to mitigate our interest rate risk on our existing debt obligations. These interest rate swap transactions have been designated as cash flow hedges and are deemed highly effective hedges. These interest rate swap transactions are recorded at fair value on the balance sheet and the effective portion of the changes in fair value are accounted for within other comprehensive income. The interest differential to be paid or received is accrued and recognized as an adjustment to interest expense. Refer to Note 5 ~ Derivative Instruments of the Notes to the Consolidated Financial Statements, for further detail relating to our interest rate swap transactions.

In addition, our revolving line of credit under which we can borrow up to $100.0 million is subject to variable interest rates. Thus, our interest expense on the revolving line of credit is directly correlated to market interest rates. At September 30, 2012, we had a $10 million outstanding balance on our line of credit. At this level, a 100 basis point (1%) change in market rates would change annual interest expense by $100,000. At December 31, 2011, we had $4.5 million outstanding on this revolving line of credit. At this level, a 100 basis point (1%) change in market rates would have changed annual interest expense by $45,000. At September 30, 2012 and December 31, 2011, $0.5 million in letters of credit had been issued.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, the "Exchange Act"), which we refer to as disclosure controls, are controls and procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any control system. A control system, no matter how well conceived and operated, can provide only reasonable assurance that its objectives are met. No evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

As of September 30, 2012, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of disclosure controls. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls were effective in recording, processing, summarizing, and reporting, on a timely basis, material information required to be disclosed in the reports we file under the Exchange Act and is accumulated and communicated, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no significant changes in our internal control over financial reporting during the three month period ended September 30, 2012, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information required by this item is included under Note 9 - Commitments and Contingencies of the Notes to the Consolidated Financial Statements (unaudited) of the Company's Form 10-Q for the nine months ended September 30, 2012, which is hereby incorporated by reference.

ITEM 1A. RISK FACTORS

Except as set forth below, have been no material changes to the Risk Factors previously disclosed in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2011 and our other filings with the Securities and Exchange Commission.

A decrease in our A.M. Best rating could negatively affect our business.

Insurance companies are subject to financial strength ratings produced by external rating agencies. Higher ratings generally indicate greater financial stability and a stronger ability to pay claims. Ratings are assigned by rating agencies to insurers based upon factors they believe are important to policyholders. Ratings evaluations are not directed to potential purchasers of our common stock and are not recommendations to buy, hold, or sell our securities.

Our ability to write business is most influenced by our rating from A.M. Best. A.M. Best ratings are designed to assess an insurer's financial strength and ability to meet continuing obligations to policyholders. Currently, our financial strength rating from A.M. Best is "A–" (Excellent) for our Insurance Company Subsidiaries. On October 19, 2012, following our preliminary announcement of our third quarter 2012 results, A.M. Best Co. placed under review with negative implications the financial strength rating of A- (Excellent) and issuer credit ratings of "a-" of the subsidiaries of the Company, which operate under an intercompany reinsurance pooling agreement. A.M. Best also has placed under review with negative implications the issuer credit rating of "bbb-" of the Company. The negative implications reflect the possibility that the ratings may be downgraded.

A rating downgrade from A.M. Best could materially adversely affect the business we write and our results of operations. Our failure to maintain our ratings, or any other adverse development with respect to our ratings, could cause our current and future independent agents and insureds to choose to transact their business with more highly rated competitors. If A.M. Best downgrades our ratings, it is likely that we would not be able to compete as effectively with our competitors, and our ability to sell insurance policies could decline. Should this occur, our sales and earnings would likely decrease.

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

In October 2011, the Company's Board of Directors authorized management to purchase up to 5,000,000 shares of the Company's common stock in market transactions for a period not to exceed twenty-four months.

The following table represents information with respect to repurchases of the Company's common stock for the quarterly period ended September 30, 2012:

Period	Total Number of Shares Repurchased	Average Price Paid Per Share	Total Number of Shares Purchased as	Maximum Number of Shares that may still be

			Part of Publicly Announced Plans or Programs	Repurchased Under the Plans or Programs
July 1 - July 31, 2012	-	$-	-	3,732,700
August 1 - August 31, 2012	-	-	-	3,732,700
September 1 - September 30, 2012	-	-	-	3,732,700
Total	-	$-	-	

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

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ITEM 6. EXHIBITS

The following documents are filed as part of this Report:

Exhibit No.	Description
10.1	2012 Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 from Current Report on Form 8-K filed on August 2, 2012).*
31.1	Certification of Robert S. Cubbin, Chief Executive Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).
31.2	Certification of Karen M. Spaun, Senior Vice President and Chief Financial Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Robert S. Cubbin, Chief Executive Officer of the Corporation.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Karen M. Spaun, Senior Vice President and Chief Financial Officer of the Corporation.
101	Interactive Data File

* Compensatory plan required to be as an exhibit pursuant to Item 6 of this report.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Meadowbrook Insurance Group, Inc.

By: /s/ Karen M. Spaun
Senior Vice President and
Chief Financial Officer

Dated: November 9, 2012

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