

STATE OF INDIANA)
) SS:
COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
)
Infinity Insurance Company)
3700 Colonnade Parkway, Suite 600)
Birmingham, Alabama 35243-3216)

Examination of **Infinity Insurance Company**

NOTICE OF ENTRY OF ORDER

Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of **Infinity Insurance Company**, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as amended by the Final Order, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of **Infinity Insurance Company** shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

April 17, 2013
Date

Cynthia D. Donovan
Cynthia D. Donovan
Chief Financial Examiner

CERTIFIED MAIL NUMBER: 9214 8901 0661 5400 0013 9033 87

STATE OF INDIANA)
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COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
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Infinity Insurance Company)
3700 Colonnade Parkway, Suite 600)
Birmingham, Alabama 35243-3216)

Examination of **Infinity Insurance Company**

FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the **Infinity Insurance Company** (hereinafter "Company") for the time period January 1, 2007 through December 31, 2011.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on November 30, 2012.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on February 20, 2013 and was received by the Company on February 27, 2013.

On March 26, 2013, pursuant to Ind. Code § 27-1-3.1-10, the Company filed a response to the Verified Report of Examination. The Commissioner has fully considered the Company's response.

NOW THEREFORE, based on the Verified Report of Examination and the response filed by the Company, the Commissioner hereby FINDS as follows:

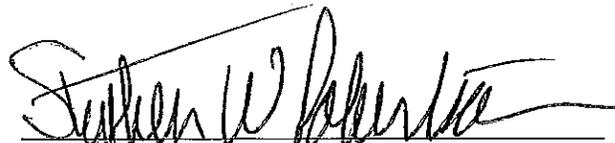
1. The suggested modifications to the Verified Report of Examination submitted by the Company are reasonable and shall be incorporated into the Verified Examination Report. A copy of the Verified Report of Examination, as amended, is attached hereto.

2. The Verified Report of Examination, as amended, is true and accurate report of the financial condition and affairs of the Company as of December 31, 2011.
3. The Examiners' recommendations are reasonable and necessary in order for the Company to comply with the insurance laws of the state of Indiana.

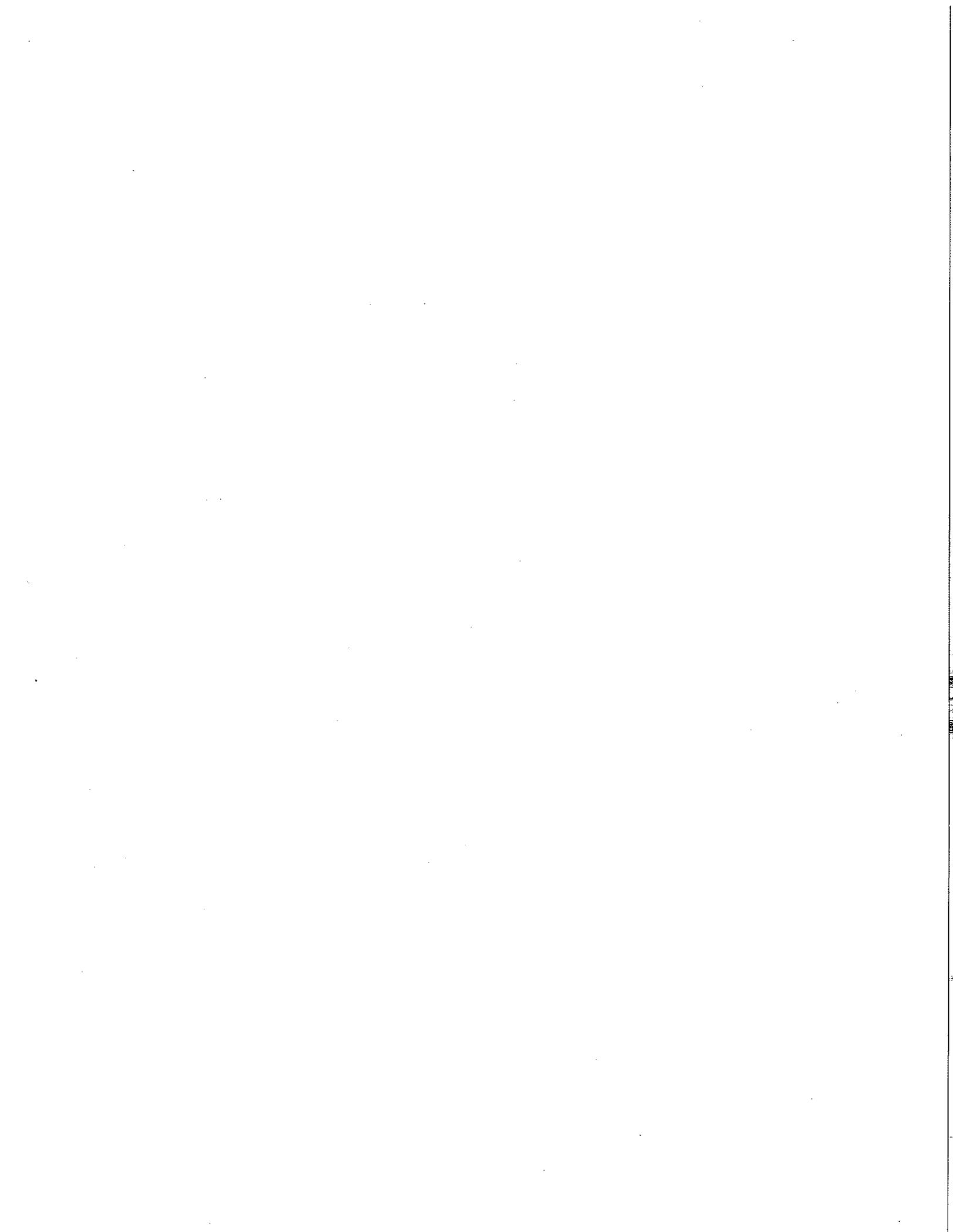
Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, as amended, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination, as amended. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed and Sealed this 17th day of
April, 2013.



Stephen W. Robertson
Insurance Commissioner



STATE OF INDIANA
Department of Insurance
REPORT OF EXAMINATION
OF
INFINITY INSURANCE COMPANY
NAIC Co. CODE 22268
NAIC GROUP CODE 3495

As of

December 31, 2011

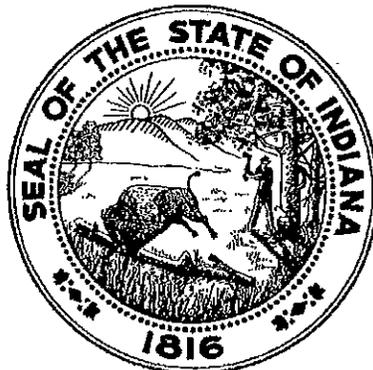


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STATE OF INDIANA

MICHAEL R. PENCE, Governor

IDOI

INDIANA DEPARTMENT OF INSURANCE
311 W. WASHINGTON STREET, SUITE 300
INDIANAPOLIS, INDIANA 46204-2787
TELEPHONE: (317) 232-2385
FAX: (317) 232-5251

November 30, 2012

Stephen W. Robertson, Commissioner

Honorable Stephen W. Robertson, Commissioner
Indiana Department of Insurance
311 West Washington Street, Suite 300
Indianapolis, Indiana 46204-2787

Dear Commissioner:

Pursuant to the authority vested in Appointment Number 3702, an examination has been made of the affairs and financial condition of:

Infinity Insurance Company
3700 Colonnade Parkway, Suite 600
Birmingham, Alabama 35243-3216

hereinafter referred to as the "Company", or "IIC", an Indiana domestic, property and casualty insurance company. The examination was conducted at the Company's corporate offices in Birmingham, Alabama.

The Report of Examination, reflecting the status of the Company as of December 31, 2011, is hereby respectfully submitted.

ACCREDITED BY THE
NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES
(317) 232-2413

COMPANY COMPLIANCE
(317) 233-0697

CONSUMER SERVICES
(317) 232-2395
In-State 1-800-622-4461

EXAMINATIONS / FINANCIAL SERVICES
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MEDICAL MALPRACTICE
(317) 232-2402

SECURITIES / COMPANY RECORDS
(317) 232-1991

SCOPE OF EXAMINATION

The Company was last examined by representatives of the Indiana Department of Insurance (INDOI) as of the period ending December 31, 2006. The present risk-focused examination was conducted by Noble Consulting Services, Inc. (Noble) and covered the period from January 1, 2007 through December 31, 2011.

David M. Shepherd, FCAS, MAAA, of Merlinos & Associates, Inc., has been appointed by the INDOI to conduct a review of IIC and its affiliated property and casualty insurance companies' (the Group) statutory reserves as of December 31, 2011. There were no actuarial adjustments from the review performed by Merlinos & Associates, Inc.

Noble conducted the examination pursuant to and in accordance with the NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall Financial Statement presentation, management's compliance with Statutory Accounting Principles and Annual Statement instructions, when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

HISTORY

On July 9, 1955, the Company was originally incorporated under the laws of the state of Alabama as Dixie Auto Insurance Company (DAIC). On June 1, 1977, American Financial Corporation, a member of the American Financial Group, Inc. (AFG), acquired control of DAIC by purchasing 100% of the stock of its parent, Stonewall Insurance Company (SIC). In 1978, the Company merged with another SIC subsidiary, Specialty Insurance Company, a Florida corporation. The name of the surviving company was changed to Dixie Insurance Company on the merger date. On December 31, 1990, the Company was acquired by Pennsylvania Company (PC), a member of AFG. Effective October 2002, PC merged into American Premier Underwriters, Inc. (APU) and the Company became a direct subsidiary of APU.

Effective August 1, 1992, the Company's name was changed to Infinity Insurance Company. On November 14, 1997, the Company was re-domiciled from Florida to Indiana. Effective December 31, 2002, all of the issued and outstanding common stock of the Company was contributed to Infinity Property and Casualty Corporation (IPCC). IPCC was formed to own all of the personal lines agency business of AFG for the purpose of making it available in an initial public offering. At the formation date of IPCC, the Company was the lead insurer in the Infinity Inter-Company Reinsurance Pool (Infinity Pool). The Infinity Casualty Insurance Company (Casualty), Infinity Standard Insurance Company (Standard), and Infinity Auto Insurance Company (Auto) reinsurance pools continued to operate independently as subsidiaries of IPCC.

On February 19, 2003, AFG sold 61% of IPCC in an initial public offering. Effective December 17, 2003, AFG sold its remaining shares of the issued and outstanding common stock of IPCC through a secondary public offering. As a result, AFG ceased to be the ultimate controlling entity and also ceased to be an affiliate of IPCC and its subsidiaries.

The Group is the culmination of efforts to combine the four separate insurance groups formerly owned by AFG. On June 1, 2007, the Company paid an extraordinary dividend in the form of all issued and outstanding shares of its wholly-owned subsidiary, Hillstar Insurance Company, to IPCC. The Company owns all other companies in the Infinity Pool, with the exception of Infinity County Mutual Insurance Company (County Mutual), which is affiliated but not owned. The Company sold two (2) of the companies in the Infinity Pool, Infinity General Insurance Company and Infinity Specialty Insurance Company, during 2011. Both were Ohio domiciled insurance companies.

CAPITAL AND SURPLUS

The Articles of Incorporation, as amended, provide that the authorized capital of the Company shall consist of 40,000 shares of common stock with \$120 par value. As of December 31, 2011, IPCC owned all 25,000 issued and outstanding shares of the Company's common stock. The Company has no shares of preferred stock outstanding.

DIVIDENDS TO STOCKHOLDERS

The Company paid the following dividends to IPCC during the examination period:

<u>Year</u>	<u>Total</u>	<u>Ordinary Dividends</u>	<u>Extraordinary Dividends</u>
2011	\$ 12,500,000	\$ 12,500,000	\$ -
2010	100,000,000	25,000,000	75,000,000
2009	90,000,000	-	90,000,000
2008	70,000,000	-	70,000,000
2007	90,291,269	-	90,291,269
Total	<u>\$ 362,791,269</u>	<u>\$ 37,500,000</u>	<u>\$ 325,291,269</u>

In accordance with Indiana Code (IC) 27-1-23-4(h), the payment of dividends to holding companies or affiliated insurers may not exceed the greater of 10% of the prior year's surplus or the gains from operations of such insurer of the prior year. The Company paid four (4) extraordinary dividends during the examination period with the prior approval of the INDOI. Other dividends paid during the examination period were ordinary in nature and did not require prior regulatory approval. In accordance with IC 27-1-23-1.5, the Company notified INDOI of all declared dividends to the parent during the examination period.

TERRITORY AND PLAN OF OPERATION

The Group provides automobile insurance nationwide with a concentration in non-standard private passenger auto insurance. The Group markets its insurance products using a network of approximately 12,900 independent agents and brokers. While the Group does offer commercial auto and classic collector coverage, these products represented only 6% and 1% of gross written premiums for 2011, respectively. The remaining 93% of gross writings represents private passenger auto insurance. Overall, the Group estimates that 76% of their auto insurance is concentrated in non-standard private passenger auto coverage.

The Group, through its various affiliated insurance companies, holds licenses in all fifty (50) states and the District of Columbia, but the Group is committed to growth in targeted urban areas identified within the Group's focus states. The Group has targeted urban areas in the following focus states: Arizona, California, Florida, Georgia, Illinois, Nevada, Pennsylvania, and Texas. In 2011, the Group's top five (5) states included California, Florida, Georgia, Pennsylvania, and Texas which accounted for approximately 90% of direct written premiums (DWP). California and Florida, alone, represented more than 71% of DWP.

The Company is licensed in all states and the District of Columbia except the following: Kansas, Louisiana, New Hampshire, New Jersey, Vermont, and Wyoming. In 2011, California represented approximately 88% of the Company's direct writings. Arizona and Pennsylvania are the only states that exceeded 2% of the Company's DWP with 4% and 5%, respectively. IIC represented 52% of the Group's total DWP in 2011.

GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company during the examination period:

<u>Year</u>	<u>Admitted Assets</u>	<u>Liabilities</u>	<u>Surplus and Other Funds</u>	<u>Earned Premiums</u>	<u>Net Income</u>
2011	\$1,568,670,877	\$1,041,919,680	\$ 526,751,197	\$1,004,793,276	\$ 42,058,958
2010	1,419,419,432	944,067,715	475,351,717	893,235,890	95,713,933
2009	1,412,485,538	946,224,914	466,260,624	836,513,200	107,264,300
2008	1,385,995,178	960,824,518	425,170,660	909,536,631	34,139,767
2007	1,541,076,203	1,067,703,154	473,373,049	1,017,122,172	78,484,274

The decrease of Premiums in 2008 and 2009 was primarily due to a decrease in DWP caused by rising unemployment as consumer demand for auto insurance declined. The decrease in admitted assets in 2008 was primarily due to a weakening bond market and the payment of an extraordinary dividend.

Surplus and other funds also grew for all years except 2008, mainly from favorable operating results, which were partially offset by stockholder dividends. In addition, the Company received a paid-in surplus contribution of \$20,000,000 from IPCC in 2011. The decline in surplus and other funds in 2008 was primarily due to the lower net income and the extraordinary dividend paid in that year.

MANAGEMENT AND CONTROL

Directors

The Articles of Incorporation provide that the Board of Directors shall be composed of not less than seven (7) nor more than twenty-one (21) members. The directors shall hold office from annual meeting to annual meeting. The following is a listing of persons serving as directors at December 31, 2011, and their principal occupations as of that date:

<u>Name and Address</u>	<u>Principal Occupation</u>
James Gober Birmingham, Alabama	Chairman of the Board, President, and Chief Executive Officer Infinity Property and Casualty Corporation
Mark Gozdecki Indianapolis, Indiana	Regional Vice President, Business Development Infinity Insurance Company
Glen Godwin Birmingham, Alabama	Senior Vice President, Business Development Infinity Insurance Company
Scott Pitrone Decatur, Georgia	Senior Vice President, Product Management Infinity Insurance Company
Roger Prestridge * Alabaster, Alabama	Vice President and Controller Infinity Insurance Company
Samuel Simon Birmingham, Alabama	EVP, General Counsel, Assistant Secretary, and Director Infinity Property and Casualty Corporation
Roger Smith Columbiana, Alabama	EVP, Chief Financial Officer, Treasurer, and Director Infinity Property and Casualty Corporation

* Deceased in 2012

Officers

The Bylaws state that the officers of the Company shall consist of a President (who shall be a director), one (1) or more Vice Presidents, a Treasurer, one (1) or more Secretaries, and such other Assistant Vice Presidents, Assistant Treasurers, or other officers, as from time to time, may appear to the Board of Directors necessary or desirable for the conduct of the affairs of the Company. Any two (2) offices may be held by the same person except that any person holding the office of Secretary shall not also hold the office of Chairman of the Board or President.

The following is a list of key officers and their respective titles as of December 31, 2011:

<u>Name</u>	<u>Office</u>
Glen Godwin	President and Chief Executive Officer
Samuel Simon	Senior Vice President and Secretary
Mitchell Silverman	Assistant Secretary
James Romaker	Assistant Secretary
Roger Smith	Senior Vice President and Chief Financial Officer
Roger Prestridge *	Vice President and Treasurer
Shelia Williams	Vice President
Vicki Daniell	Assistant Treasurer
Troy Ballard	Assistant Treasurer
Mary Linn Clark	Assistant Treasurer

* Deceased in 2012

CONFLICT OF INTEREST

Officers and directors are required to review and sign Conflict of Interest statements annually. It was determined that officers and directors listed in the management and control section of this Report of Examination have reviewed and signed their statements as of year-end 2011.

OATH OF OFFICE

IC 27-1-7-10(i) stipulates that every director, when elected, shall take and subscribe to an oath stating that he or she will faithfully, honestly, and diligently administer the affairs of the Company and will not knowingly violate any of the laws applicable to such Company. Each director subscribed to an Oath of Office statement in 2011.

CORPORATE RECORDS

Articles of Incorporation

The Articles of Incorporation were amended in September 2010. The amendment changed the capital requirement to \$3,000,000 and it changed the number of authorized shares of common stock to 40,000 with a par value of \$120 each. The Company submitted the amended Articles of Incorporation to INDOI for approval.

Bylaws

There were no amendments made to the Bylaws during the examination period.

Minutes

The Company's Board of Directors and finance committee meeting minutes were reviewed for the period under examination through the fieldwork date. Significant actions taken during each meeting were noted. IPCC's Board of Directors, audit committee, and investment committee meeting minutes were also reviewed.

AFFILIATED COMPANIES

Organizational Structure

The following organizational chart, effective as of December 31, 2011, shows the upstream affiliates and insurance company subsidiaries of IIC:

	<u>NAIC Co.</u> <u>Code</u>	<u>Domiciliary</u> <u>State</u>
Infinity Property and Casualty Corporation		
Hillstar Insurance Company	10068	IN
Infinity Insurance Company	22268	IN
Infinity Assurance Insurance Company	39497	OH
Infinity Auto Insurance Company	11738	OH
Infinity Casualty Insurance Company	21792	OH
Infinity County Mutual Insurance Company*	13820	TX
Infinity Indemnity Insurance Company	10061	IN
Infinity Preferred Insurance Company	10195	OH
Infinity Premier Insurance Company	37001	IN
Infinity Reserve Insurance Company	10968	OH
Infinity Safeguard Insurance Company	16802	OH
Infinity Security Insurance Company	38873	IN
Infinity Select Insurance Company	20260	IN
Infinity Standard Insurance Company	12599	IN

* *Infinity County Mutual Insurance Company is affiliated but not owned by Infinity Insurance Company. As a mutual insurance company, Infinity County Mutual Insurance Company is owned by its policyholders.*

Affiliated Agreements:

The following affiliated agreements and transactions were disclosed as part of the Form B – Holding Company Registration Statement and were filed with the INDOI, as required, in accordance with IC 27-1-23-4.

Management Agreements

IIC and County Mutual are parties to a Management Agreement effective December 7, 1991, under which IIC acts as manager of County Mutual. Great American Insurance Company assigned this agreement to Infinity Standard Insurance Company (Standard) on January 31, 2003. Standard assigned this agreement to IIC effective August 1, 2008.

General Services Agreements

IIC and Infinity Agency of Texas (IAT) are parties to a General Services Agreement providing for IIC to furnish executive, administrative, clerical, data processing, printing, office duplicating, telecommunications, consultative, and other services to IAT. IAT is to pay IIC compensation equal to the policy fees and installment fees recorded on the book of business of IAT serviced by IIC, less all appropriate operating expenses of IAT on that business.

Consolidated Tax Allocation Agreement

IPCC and certain of its subsidiaries are parties to a Consolidated Tax Allocation Agreement whereby federal income taxes resulting from the filing of a consolidated federal tax return are allocated among parties to the federal consolidated tax group. The agreement was entered into on December 31, 2003, and was effective February 13, 2003. A complete list of companies who are participants to this agreement is contained in Note 9(f) of each company's Annual Statement.

Inter-Company Pooling Agreement

As more fully discussed in the Reinsurance section of this Report of Examination, all affiliate insurers except Infinity County Mutual Insurance Company are members of an Inter-Company Pooling Agreement. Transactions are covered in accordance with an Inter-Company Pooling Agreement initially dated January 1, 1992, which covers substantially all business.

FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by its employees through a financial institution bond issued by St. Paul Fire and Marine Insurance Company. The bond has blanket coverage of \$5,000,000 with a deductible of \$250,000. The bond is adequate to meet the prescribed minimum coverage specified by the NAIC.

The Company had additional types of coverage in-force at December 31, 2011, including, but not limited to umbrella liability, fiduciary liability, and directors and officers liability.

PENSION, STOCK OWNERSHIP, AND INSURANCE PLANS

All employees providing services to the Group's insurance operations are employed by IIC.

IPCC has a 401(k) Retirement Plan (the Plan) for the benefit of employees of IPCC and its participating subsidiaries. The Plan is a defined contribution plan in which participating employees are entitled to share in contributions made by IIC on their behalf. The Plan has two (2) types of contributions, including 401(k) contributions made by participating employees and contributions made by IIC. Participating employees are permitted to make 401(k) contributions to the Plan. Matching contributions may be made by IIC based on the amount of 401(k) contributions made by the participating employees. IPCC also has a Supplemental Executive Retirement Plan (SERP) for a select group of management or highly compensated employees. The SERP enables eligible employees to receive additional retirement contributions from IIC that are precluded by law due to limitations of a qualified retirement plan. SERP costs are funded as they accrue and vested benefits are fully funded. Matching contributions to the SERP are subject to the discretion of IPCC, and IIC has no liability for future contributions to the SERP. IIC's share of the expense for the Plan and the SERP during 2011 was \$3,934,994.

IIC also provides postretirement benefits to employees based on date of retirement, age, and service requirements through a plan sponsored by IPCC. The retiree medical care plan is a contributory plan. Some employees pay the full cost of retiree medical coverage as outlined by the Plan. IIC paid the full cost of life insurance coverage in 2011 for retirees eligible for this coverage. IPCC has the right to modify or terminate either of these plans in the future. IIC has the right to terminate its participation at any time in the future.

IIC accrues its postretirement benefits over the period the employees qualify for such benefits. At December 31, 2011, IIC's accumulated postretirement benefit obligation (APBO) was \$3,996,282 using a discount rate of 4% of which \$3,996,282 is currently accrued. Net postretirement benefits costs for the year ended December 31, 2011, were \$138,450 which includes administrative cost, service cost, and interest cost.

The weighted average annual assumed rate of increase in the health care cost trend rate is 9% for 2012 and is assumed to decrease gradually to 5% by 2031 and remains at that level thereafter. The effect of a 1% increase in the assumed health care cost trend rate for each year would increase the APBO at December 31, 2011, by \$307,494.

STATUTORY DEPOSITS

The Company reported the following statutory deposits at December 31, 2011:

<u>State</u>	<u>Book Value</u>	<u>Fair Value</u>
For all Policyholders:		
Florida	\$ 357,881	\$ 373,979
Indiana	2,302,812	2,364,548
All Other Special Deposits:		
Georgia	114,323	119,465
Louisiana	110,252	112,910
Massachusetts	576,587	602,521
Nevada	198,823	207,766
New Mexico	119,294	124,660
North Carolina	200,045	205,909
Virginia	124,264	129,854
Total Deposits	<u>\$ 4,104,281</u>	<u>\$ 4,241,612</u>

REINSURANCE

Inter-Company Pooling

IIC acts as the lead pool reinsurer for the Group in an Inter-Company Pool.

The pooling process is comprised of three (3) steps. First, each affiliated company directly or indirectly cedes 100% of their direct and assumed business to IIC pursuant to the pooling agreement. In 2011, IIC assumed premiums, case losses, and expense reserves totaling \$516 million and \$135 million respectively in connection with pooling transactions.

Second, IIC cedes excess of loss and catastrophe reinsurance to a group of unrelated open market reinsurers (external reinsurance) and various state-operated residual market reinsurance facilities. Any uncollected external reinsurance balances are ultimately shared among all pool members in proportion to each member's designated pooling percentage.

Third, in its capacity as lead pool insurer, IIC then cedes (or retrocedes) a specified percentage of the combined pool back to each participating pool member in accordance with that member's pooling percentage. At December 31, 2011, IIC retained 98.8% of the total pool and ceded 1/10th of 1% (one-tenth of one percent) to each of twelve (12) participating pool members as shown below. In 2011, IIC ceded premiums totaling \$1.1 million to each participating pool member and reported total reinsurance recoverables (consisting of paid, outstanding, incurred but not reported and loss adjustment expense reserves plus unearned premiums) of \$1 million due from each remaining pool member identified below.

<u>Company Name</u>	<u>Percentage</u>	
	<u>2011</u>	<u>2010</u>
Infinity Insurance Company (IN)	98.8%	98.6%
Infinity Assurance Insurance Company (OH)	0.1%	0.1%
Infinity Auto Insurance Company (OH)	0.1%	0.1%
Infinity Casualty Insurance Company (OH)	0.1%	0.1%
Infinity General Insurance Company (OH)**	0.0%	0.1%
Infinity Indemnity Insurance Company (IN)	0.1%	0.1%
Hillstar Insurance Company (IN)	0.1%	0.1%
Infinity Preferred Insurance Company (OH)	0.1%	0.1%
Infinity Premier Insurance Company (IN)	0.1%	0.1%
Infinity Reserve Insurance Company (OH)	0.1%	0.1%
Infinity Safeguard Insurance Company (OH)	0.1%	0.1%
Infinity Security Insurance Company (IN)	0.1%	0.1%
Infinity Select Insurance Company (IN)	0.1%	0.1%
Infinity Specialty Insurance Company (OH)**	0.0%	0.1%
Infinity Standard Insurance Company (IN)	0.1%	0.1%
Combined Group Totals	100.0%	100.0%

** *Infinity General Insurance Company and Infinity Specialty Insurance Company were sold on December 31, 2011.*

In addition to the above listed companies, one (1) other affiliate, County Mutual, cedes 100% of its business to IIC but does not re-assume any share of the combined pool results. IIC in turn cedes all but a minor portion of its direct and assumed business to other pool companies where it is combined with other business in the pool.

External reinsurance ceded

As noted above, IIC, as lead pool reinsurer, maintains a comprehensive corporate reinsurance program designed to limit both per-risk and catastrophe exposures to acceptable limits. The primary contracts and limits placed in this regard are as follows:

- Private passenger auto excess of loss - \$900k x/s \$100k
(Note: This contract was terminated in 2008 and is currently in runoff servicing losses only.)
- Commercial auto excess of loss - \$700k x/s \$300k
- Property (auto comprehensive) catastrophe excess of loss - \$15 million x/s \$5 million
- Contingency clash and excess of loss - \$10 million x/s \$5 million

As of December 31, 2011, these treaties are placed with reinsurers that have an AM Best financial strength rating of A- or better. They are placed on behalf of all members of the Group by IIC through national reinsurance brokers AON Benfield and Guy Carpenter & Company, LLC. The cost of each treaty is deducted from the combined pooled premium and the residual ceded to each pool member in proportion to their designated pool share.

In addition, business is ceded to various state-operated residual market pools. The most significant of these is the Michigan Catastrophic Claims Association (MCCA), a state-operated pool which covers auto PIP (personal income protection) losses above \$450,000 per claim arising under Michigan's no-fault automobile laws. At December 31, 2011, IIC reported a total of \$9.0 million in claim reserves recoverable from the MCCA. The MCCA services losses only.

ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2010 and 2011, were agreed to the respective Annual Statements. The Annual Statements for the years ended December 31, 2010 and 2011, were agreed to each year's independent audit report without material exception. The Company's accounting procedures, practices, and account records were deemed satisfactory.

INFINITY INSURANCE COMPANY

FINANCIAL STATEMENTS

Assets

	As of December 31, 2011			
	<u>Per Annual Statement</u>	<u>Examination Adjustments</u>	<u>Per Examination</u>	<u>December 31, Prior Year</u>
Assets:				
Bonds	\$ 938,989,082	\$ -	\$ 938,989,082	\$ 860,449,380
Stocks - Common stocks	98,825,754	-	98,825,754	120,255,818
Real estate - Properties occupied by the company	24,362,018	-	24,362,018	7,971,352
Cash, cash equivalents, and short-term investments	44,802,672	-	44,802,672	5,822,208
Other invested assets	3,400,000	-	3,400,000	3,400,000
Receivables for securities	1,151,628	-	1,151,628	-
Subtotals, cash and invested assets	1,111,531,154	-	1,111,531,154	997,898,758
Investment income due and accrued	8,954,827	-	8,954,827	9,144,857
Premiums and considerations:				
Uncollected premiums and agents' balances in course of collection	34,332,794	-	34,332,794	45,692,409
Deferred premiums, agents' balances and installments booked but deferred and not yet due	353,423,648	-	353,423,648	309,464,026
Reinsurance - Amounts recoverable from reinsurers	889,104	-	889,104	998,908
Current federal and foreign income tax recoverable and interest thereon	-	-	-	2,233,562
Net deferred tax asset	49,531,423	-	49,531,423	43,511,062
Electronic data processing equipment and software	9,144,525	-	9,144,525	8,937,912
Receivables from parent, subsidiaries and affiliates	837,166	-	837,166	1,466,302
Aggregate write-ins for other than invested assets	26,236	-	26,236	71,636
Total Assets	\$ 1,568,670,877	\$ -	\$ 1,568,670,877	\$ 1,419,419,432

INFINITY INSURANCE COMPANY

FINANCIAL STATEMENTS

Liabilities, Surplus and Other Funds

	As of December 31, 2011			
	Per Annual Statement	Examination Adjustments	Per Examination	December 31, Prior Year
Liabilities:				
Losses	\$ 341,065,666	\$ -	\$ 341,065,666	\$ 323,605,989
Loss adjustment expenses	133,750,266	-	133,750,266	131,019,540
Commissions payable, contingent commissions and other similar charges	29,668,070	-	29,668,070	23,323,757
Other expenses	19,291,832	-	19,291,832	16,916,647
Taxes, licenses and fees	4,247,022	-	4,247,022	4,523,432
Current federal and foreign income taxes	2,933,518	-	2,933,518	-
Unearned premiums	466,728,219	-	466,728,219	409,664,469
Ceded reinsurance premiums payable	1,274,107	-	1,274,107	933,487
Amounts withheld or retained by company for account of others	12,072,911	-	12,072,911	9,821,861
Remittances and items not allocated	2,910,788	-	2,910,788	8,930,339
Provision for reinsurance	18,437	-	18,437	-
Drafts outstanding	17,301	-	17,301	23,236
Payable to parent, subsidiaries and affiliates	7,542,592	-	7,542,592	10,592,977
Payable for securities	10,748,585	-	10,748,585	1,500
Aggregate write-ins for liabilities	9,650,366	-	9,650,366	4,710,481
Total liabilities	1,041,919,680	-	1,041,919,680	944,067,715
Aggregate write-ins for special surplus funds	2,022,964	-	2,022,964	2,523,917
Common capital stock	3,000,000	-	3,000,000	3,000,000
Gross paid in and contributed surplus	382,502,964	-	382,502,964	360,018,988
Unassigned funds (surplus)	139,225,269	-	139,225,269	109,808,812
Surplus as regards policyholders	526,751,197	-	526,751,197	475,351,717
Totals	\$ 1,568,670,877	\$ -	\$ 1,568,670,877	\$ 1,419,419,432

INFINITY INSURANCE COMPANY

FINANCIAL STATEMENTS

Statement of Income

	As of December 31, 2011			
	Per Annual Statement	Examination Adjustments	Per Examination	December 31, Prior Year
Premiums earned	\$ 1,004,793,276	\$ -	\$ 1,004,793,276	\$ 893,235,890
DEDUCTIONS:				
Losses incurred	619,783,625	-	619,783,625	493,981,289
Loss adjustment expenses incurred	137,919,092	-	137,919,092	104,142,460
Other underwriting expenses incurred	298,328,763	-	298,328,763	269,332,602
Total underwriting deductions	1,056,031,480	-	1,056,031,480	867,456,351
Net underwriting gain (loss)	(51,238,204)	-	(51,238,204)	25,779,539
Net investment income earned	39,266,549	-	39,266,549	39,564,292
Net realized capital gains (losses) less capital gains tax	11,005,888	-	11,005,888	14,004,635
Net investment gain (loss)	50,272,437	-	50,272,437	53,568,927
Net gain (loss) from agents' or premium balances charged off	(21,832,410)	-	(21,832,410)	(10,268,836)
Finance and service charges not included in premiums	61,124,772	-	61,124,772	52,836,331
Aggregate write-ins for miscellaneous income	19,232,255	-	19,232,255	14,356,475
Total other income	58,524,617	-	58,524,617	56,923,970
Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes	57,558,850	-	57,558,850	136,272,436
Federal and foreign income taxes incurred	15,499,892	-	15,499,892	40,558,503
Net income	\$ 42,058,958	\$ -	\$ 42,058,958	\$ 95,713,933

INFINITY INSURANCE COMPANY

FINANCIAL STATEMENTS

Capital and Surplus Reconciliation

	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>12/31/2009</u>	<u>12/31/2008</u>	<u>12/31/2007</u>
Capital and surplus, Dec 31, prior year	\$ 475,351,717	\$ 466,260,624	\$ 425,170,660	\$ 473,373,049	\$ 492,856,287
Net income	42,058,958	95,713,933	107,264,300	34,139,767	78,484,274
Change in net unrealized capital gains (losses)	(5,540,730)	4,546,253	4,442,093	2,900,419	891,611
Change in net deferred income tax	5,000,391	(2,757,068)	(21,582,181)	13,557,121	(1,741,172)
Change in nonadmitted assets	9,493,941	9,419,697	36,909,698	(29,298,714)	(8,958,811)
Change in provision for reinsurance	(18,437)	-	34,669	32,201	14,781
Cumulative effect of changes in accounting principles	-	-	2,758,355	-	-
Capital changes:					
Paid in	-	500,000	-	-	-
Surplus adjustments:					
Paid in	22,483,977	1,521,704	655,544	617,263	-
Dividends to stockholders	(12,500,000)	(100,000,000)	(90,000,000)	(70,000,000)	(90,291,269)
Aggregate write-ins for gains and losses in surplus	(9,578,620)	146,574	607,486	(150,446)	2,117,348
Net change in capital and surplus for the year	<u>51,399,480</u>	<u>9,091,093</u>	<u>41,089,964</u>	<u>(48,202,389)</u>	<u>(19,483,238)</u>
Capital and surplus, Dec 31, current year	<u>\$ 526,751,197</u>	<u>\$ 475,351,717</u>	<u>\$ 466,260,624</u>	<u>\$ 425,170,660</u>	<u>\$ 473,373,049</u>

COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to the Financial Statements as of December 31, 2011, based on the results of this examination.

SUBSEQUENT EVENTS

Infinity Premier Insurance Company was sold to NationsBuilders Insurance Services, Inc. effective September 30, 2012.

There were no further events subsequent to the examination date and prior to completion of fieldwork that were considered material events requiring disclosure in this Report of Examination.

AFFIDAVIT

This is to certify that the undersigned is a duly qualified Examiner-in-Charge appointed by the Indiana Department of Insurance and that he, in coordination with staff assistance from Noble Consulting Services, Inc. and actuarial assistance from Merlino & Associates, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of Infinity Insurance Company, as of December 31, 2011.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the NAIC Financial Condition Examiners Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

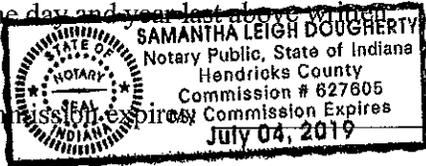
The attached report of examination is a true and complete report of condition of Infinity Insurance Company as of December 31, 2011, as determined by the undersigned.

Jerry Ehlers, CFE
Noble Consulting Services, Inc.

State of: Indiana
County of: Marion

On this 30 day of November, 2012, before me personally appeared, Jerry Ehlers, to sign this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.



Notary Public

