

KINGSTONE COMPANIES, INC.  
Form 10-Q  
May 19, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended March 31, 2010  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-1665

KINGSTONE COMPANIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-2476480  
(I.R.S. Employer  
Identification Number)

1154 Broadway  
Hewlett, NY 11557  
(Address of principal executive offices)

(516) 374-7600  
(Registrant's telephone number, including area code)

(Former Name, if Changed Since Last Report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting  
company)

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

As of May 13, 2010, there were 3,042,543 shares of the registrant's common stock outstanding.

KINGSTONE COMPANIES, INC.  
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## Forward-Looking Statements

This Quarterly Report contains forward-looking statements as that term is defined in the federal securities laws. The events described in forward-looking statements contained in this Quarterly Report may not occur. Generally these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of our plans or strategies, projected or anticipated benefits from acquisitions to be made by us, or projections involving anticipated revenues, earnings or other aspects of our operating results. The words "may," "will," "expect," "believe," "anticipate," "project," "plan," "intend," "estimate," and "continue," and their opposites and similar expressions are intended to identify forward-looking statements. We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, that may influence the accuracy of the statements and the projections upon which the statements are based. Factors which may affect our results include, but are not limited to, the risks and uncertainties discussed in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2009 under "Factors That May Affect Future Results and Financial Condition".

Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

2

## KINGSTONE COMPANIES, INC. AND SUBSIDIARIES

## Condensed Consolidated Balance Sheets

|  | March 31,<br>2010<br>(unaudited) | December<br>31,<br>2009 |
|--|----------------------------------|-------------------------|
| <b>Assets</b>  |                                  |                         |
| Short term investments   | \$385,392                        | \$225,336               |
| Fixed-maturity securities, available for sale, at fair value (amortized cost of \$12,926,257 at March 31, 2010 and \$12,676,867 at December 31, 2009)  | 13,071,634                       | 12,791,080              |
| Equity securities, available-for-sale, at fair value (cost of \$1,831,168 at March 31, 2010 and \$1,973,738 at December 31, 2009)  | 2,053,071                        | 2,186,926               |
| <b>Total investments</b>   | <b>15,510,097</b>                | <b>15,203,342</b>       |
| Cash and cash equivalents  | 760,599                          | 625,320                 |
| Investment income receivable   | 173,374                          | 135,251                 |
| Premiums receivable, net of of provision for uncollectible amounts   | 4,840,077                        | 4,479,363               |
| Receivables - reinsurance contracts  | 962,376                          | 564,408                 |
| Reinsurance receivables, net of of provision for uncollectible amounts   | 20,245,656                       | 20,849,621              |
| Notes receivable-sale of business  | 1,051,596                        | 1,119,365               |
| Deferred acquisition costs   | 3,119,493                        | 2,917,984               |
| Intangible assets, net   | 4,493,171                        | 4,612,100               |
| Property and equipment, net of accumulated depreciation  | 1,622,735                        | 1,659,015               |
| Equities in pools and associations   | 220,708                          | 220,708                 |
| Other assets   | 320,134                          | 257,276                 |
| <b>Total assets</b>  | <b>\$53,320,016</b>              | <b>\$52,643,753</b>     |
| <b>Liabilities</b>   |                                  |                         |
| Loss and loss adjustment expenses  | \$16,536,820                     | \$16,513,318            |
| Unearned premiums  | 14,976,136                       | 14,088,187              |
| Advance premiums   | 428,429                          | 411,676                 |
| Reinsurance balances payable   | 1,897,031                        | 1,918,169               |
| Deferred ceding commission revenue   | 2,841,284                        | 3,298,245               |
| Notes payable (payable to related parties of \$785,000 at March 31, 2010 and \$585,000 at December 31, 2009)   | 1,479,685                        | 1,085,637               |
| Accounts payable, accrued liabilities and other liabilities  | 1,838,296                        | 2,446,558               |
| Deferred income taxes  | 1,173,779                        | 1,173,256               |
| Mandatorily redeemable preferred stock   | 1,299,231                        | 1,299,231               |
| Liabilities of discontinued operations   | 6,500                            | 26,000                  |
| <b>Total liabilities</b>   | <b>42,477,191</b>                | <b>42,260,277</b>       |
| <b>Commitments</b>   |                                  |                         |
| <b>Stockholders' Equity:</b>   |                                  |                         |
| Common stock, \$.01 par value; authorized 10,000,000 shares; issued 3,854,536 shares at March 31, 2010 and 3,804,536 shares at December 31, 2009; outstanding 3,038,511 shares at March 31, 2010 and 2,988,511 shares at December 31, 2009 | 38,546                           | 38,046                  |

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|   |              |              |
|---|--------------|--------------|
| Preferred stock, \$.01 par value; authorized<br>1,000,000 shares; 0 shares issued and outstanding | -            | -            |
| Capital in excess of par  | 12,251,468   | 12,051,332   |
| Accumulated other comprehensive income  | 242,405      | 216,086      |
| Accumulated deficit   | (469,212 )   | (701,606 )   |
|   | 12,063,207   | 11,603,858   |
| Treasury stock, at cost, 816,025 shares   | (1,220,382 ) | (1,220,382 ) |
| Total stockholders' equity  | 10,842,825   | 10,383,476   |
|   |              |              |
| Total liabilities and stockholders' equity  | \$53,320,016 | \$52,643,753 |

See notes to condensed consolidated financial statements.

## KINGSTONE COMPANIES, INC. AND SUBSIDIARIES

## Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

| Three Months Ended March 31,  | 2010             | 2009                |
|---|------------------|---------------------|
| <b>Revenues</b>   |                  |                     |
| Net premiums earned   | \$2,217,947      | \$-                 |
| Ceding commission revenue   | 1,809,593        | -                   |
| Net investment income   | 132,280          | -                   |
| Net realized gains on investments   | 34,660           | -                   |
| Other income  | 221,104          | 112,037             |
| <b>Total revenues</b>   | <b>4,415,584</b> | <b>112,037</b>      |
| <b>Expenses</b>   |                  |                     |
| Loss and loss adjustment expenses   | 1,434,618        | -                   |
| Commission expense  | 1,136,619        | -                   |
| Other underwriting expenses   | 702,376          | -                   |
| Other operating expenses  | 539,619          | 281,913             |
| Depreciation and amortization   | 156,687          | 4,436               |
| Interest expense  | 45,202           | 80,267              |
| Interest expense - mandatorily redeemable preferred stock   | 37,353           | 19,500              |
| <b>Total expenses</b>   | <b>4,052,474</b> | <b>386,116</b>      |
| Income (loss) from operations   | 363,110          | (274,079 )          |
| Interest income-CMIC note receivable  | -                | 30,469              |
| Income (loss) from continuing operations before taxes   | 363,110          | (243,610 )          |
| Income tax expense (benefit)  | 144,564          | (87,775 )           |
| Income (loss) from continuing operations  | 218,546          | (155,835 )          |
| Income (loss) from discontinued operations, net of taxes  | 13,848           | (15,679 )           |
| <b>Net income (loss)</b>  | <b>232,394</b>   | <b>(171,514 )</b>   |
| <b>Gross unrealized investment holding gains</b>  |                  |                     |
| arising during period   | 39,879           | -                   |
| Income tax expense related to items of other comprehensive income   | (13,559 )        | -                   |
| <b>Comprehensive income (loss)</b>  | <b>\$258,714</b> | <b>\$(171,514 )</b> |
| <b>Basic and diluted earnings (loss) per common share:</b>  |                  |                     |
| Income (loss) from continuing operations  | \$0.07           | \$(0.05 )           |
| Loss from discontinued operations   | \$0.01           | \$(0.01 )           |
| <b>Income (loss) per common share</b>   | <b>\$0.08</b>    | <b>\$(0.06 )</b>    |
| Number of weighted average common shares used in computation of basic and diluted earnings (loss) per share |                  |                     |
|   | 2,992,400        | 2,972,746           |

See notes to condensed consolidated financial statements.



## KINGSTONE COMPANIES, INC. AND SUBSIDIARIES

Consolidated Statement of Stockholders'  
Equity (Unaudited)  
Year ended December 31, 2009 and Three Months  
Ended March 31, 2010

|   | Common<br>Shares | Stock<br>Amount | Preferred<br>Shares | Stock<br>Amount | Capital<br>in Excess<br>of Par | Accumulated<br>Other<br>Comprehensive<br>Income | Accumulated<br>(Deficit) | Treasury<br>Shares | Treasury<br>Amount | Total        |
|---|------------------|-----------------|---------------------|-----------------|--------------------------------|---|--------------------------|--------------------|--------------------|--------------|
| Balance,<br>December<br>31, 2008  | 3,788,771        | \$37,888        | -                   | \$-             | \$11,962,512                   | \$-   | \$(5,522,448)            | 816,025            | \$(1,220,382)      | \$5,257,570  |
| Stock-based<br>payments   | 15,765           | 158             | -                   | -               | 88,820                         | -   | -                        | -                  | -                  | 88,978       |
| Net income  | -                | -               | -                   | -               | -                              | -   | 4,820,842                | -                  | -                  | 4,820,842    |
| Net<br>unrealized<br>gains on<br>securities<br>available<br>for sale, net<br>of income<br>tax | -                | -               | -                   | -               | -                              | 216,086   | -                        | -                  | -                  | 216,086      |
| Balance,<br>December<br>31, 2009  | 3,804,536        | 38,046          | -                   | -               | 12,051,332                     | 216,086   | (701,606)                | 816,025            | (1,220,382)        | 10,383,476   |
| Stock-based<br>payments   | 50,000           | 500             | -                   | -               | 200,136                        | -   | -                        | -                  | -                  | 200,636      |
| Net income  | -                | -               | -                   | -               | -                              | -   | 232,394                  | -                  | -                  | 232,394      |
| Net<br>unrealized<br>gains on<br>securities<br>available<br>for sale, net<br>of income<br>tax | -                | -               | -                   | -               | -                              | 26,319  | -                        | -                  | -                  | 26,319       |
| Balance,<br>March 31,<br>2010   | 3,854,536        | \$38,546        | -                   | \$-             | \$12,251,468                   | \$242,405                                       | \$(469,212)              | 816,025            | \$(1,220,382)      | \$10,842,825 |

See notes to condensed consolidated financial statements.



## KINGSTONE COMPANIES, INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows (Unaudited)

Three Months Ended March 31,

2010

2009

|  |            |              |
|--|------------|--------------|
| Cash flows provided by (used in) operating activities:                                   |            |              |
| Net income (loss)  | \$232,394  | \$(171,514 ) |
| Adjustments to reconcile net income (loss) to net cash (used in) provided by operations: |            |              |
| Gain on sale of investments  | (34,660 )  | -            |
| Depreciation and amortization  | 156,687    | 4,436        |
| Stock-based payments   | 200,636    | 6,792        |
| Deferred income taxes  | (13,036 )  | (94,000 )    |
| (Increase) decrease in assets:   |            |              |
| Short term investments   | (160,056 ) | -            |
| Premiums receivable, net   | (360,714 ) | -            |
| Receivables - reinsurance contracts  | (397,968 ) | -            |
| Reinsurance receivables, net   | 603,965    | -            |
| Deferred acquisition costs   | (201,509 ) | -            |
| Other assets   | (100,784 ) | (11,361 )    |
| Increase (decrease) in liabilities:  |            |              |
| Loss and loss adjustment expenses  | 23,502     | -            |
| Unearned premiums  | 887,949    | -            |
| Advance premiums   | 16,753     | -            |
| Reinsurance balances payable   | (21,138 )  | -            |
| Deferred ceding commission revenue   | (456,961 ) | -            |
| Accounts payable, accrued liabilities and other liabilities                              | (608,262 ) | 76,742       |
| Net cash used in operating activities of continuing operations                           | (233,202 ) | (188,905 )   |
| Operating activities of discontinued operations  | (19,500 )  | 249,849      |
| Net cash flows (used in) provided by operations  | (252,702 ) | 60,944       |
| Cash flows used in investing activities:   |            |              |
| Purchase - fixed-maturity securities   | (249,390 ) | -            |
| Purchase - equity securities   | (233,135 ) | -            |
| Sale - equity securities   | 410,167    | -            |
| Increase in accrued interest - Commercial Mutual Insurance Company                       | -          | (30,468 )    |
| Collections of notes receivable and accrued interest - Sale of businesses                | 67,769     | -            |
| Other investing activities   | (1,478 )   | -            |
| Net cash used in investing activities of continuing operations                           | (6,067 )   | (30,468 )    |
| Investing activities of discontinued operations  | -          | (745 )       |
| Net cash flows used in investing activities  | (6,067 )   | (31,213 )    |
| Cash flows provided by (used in) financing activities:                                   |            |              |
| Proceeds from long term debt (includes \$200,000 from related parties)                   | 400,000    | -            |
| Principal payments on long-term debt   | (5,952 )   | (17,798 )    |
| Net cash used in (provided by) financing activities of continuing operations             | 394,048    | (17,798 )    |
| Financing activities of discontinued operations  | -          | -            |
| Net cash flows provided by (used in) financing activities                                | 394,048    | (17,798 )    |
| Increase in cash and cash equivalents  | 135,279    | 11,933       |

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|  |           |           |
|--|-----------|-----------|
| Cash and cash equivalents, beginning of period | 625,320   | 142,949   |
| Cash and cash equivalents, end of period       | \$760,599 | \$154,882 |

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See notes to condensed consolidated financial statements.

KINGSTONE COMPANIES, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

Note 1 - Basis of Presentation and Nature of Business

On July 1, 2009, Kingstone Companies, Inc. (referred to herein as "Kingstone" or the "Company") completed the acquisition of 100% of the issued and outstanding common stock of Kingstone Insurance Company ("KICO") (formerly Commercial Mutual Insurance Company ("CMIC")) pursuant to the conversion of CMIC from an advance premium cooperative to a stock property and casualty insurance company (see Note 3). Pursuant to the plan of conversion, Kingstone acquired a 100% equity interest in KICO, in consideration for the exchange of \$3,750,000 principal amount of surplus notes of CMIC. In addition, Kingstone forgave all accrued and unpaid interest of approximately \$2,246,000 on the surplus notes as of the date of conversion.

Effective July 1, 2009, Kingstone, through its subsidiary KICO, offers property and casualty insurance products to small businesses and individuals in New York State. The effect of the KICO acquisition is only included in the Company's results of operations and cash flows for the period from July 1, 2009 (the KICO acquisition date) through March 31, 2010. Accordingly, only the disclosures for the three month period ended March 31, 2010 will include KICO. As a result, disclosures for the three month periods ended March 31, 2010 and 2009 are not comparable.

Until December 2008, continuing operations primarily consisted of the ownership and operation of a network of retail insurance brokerage and agency offices engaged in the sale of retail auto, motorcycle, boat, business, and homeowner's insurance.

In December 2008, due to declining revenues and profits, the Company made a decision to restructure its network of retail offices (the "Retail Business"). The plan of restructuring called for the closing of seven of the least profitable locations during the month of December 2008 and the entry into negotiations to sell the remaining 19 locations of the Retail Business. On April 17, 2009, the Company sold substantially all of the assets, including the book of business, of its 16 remaining Retail Business locations that it owned in New York State (the "New York Sale") (see Note 14). Effective June 30, 2009, the Company sold all of the outstanding stock of the subsidiary that operated its three remaining Retail Locations in Pennsylvania (the "Pennsylvania Sale") (see Note 14). As a result of the restructuring in December 2008, the New York Sale on April 17, 2009 and the Pennsylvania Sale effective June 30, 2009, the Retail Business has been presented as discontinued operations and prior periods have been restated.

Until May 2009, the Company operated a DCAP franchise business. Effective May 1, 2009, the Company sold all of the outstanding stock of the subsidiaries that operated such DCAP franchise business (see Note 14). As a result of the sale, the franchise business has been presented as discontinued operations and prior periods have been restated.

Note 2 – Accounting Policies and Basis of Presentation

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements included in this report have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Securities and Exchange Commission ("SEC") Form 10-Q and Article 8-03 of SEC Regulation S-X. The principles for condensed interim financial information do not require the inclusion of all the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2009 and notes thereto included in the Company's Annual Report on Form 10-K filed on April 7, 2010. The accompanying condensed consolidated financial statements have not been audited by an

independent registered public accounting firm in accordance with standards of the Public Company Accounting Oversight Board (United States) but, in the opinion of management, such financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the Company's financial position and results of operations. The results of operations for the three months ended Mach 31, 2010 may not be indicative of the results that may be expected for the year ending December 31, 2010.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Reclassification

The Company has reclassified certain amounts in its 2009 consolidated balance sheet and 2009 statements of operations to conform to the 2010 presentation. None of these reclassifications had an effect on the Company’s consolidated net earnings, total stockholders’ equity or cash flows.

#### Principles of Consolidation

The consolidated financial statements consist of Kingstone and its wholly-owned subsidiaries. Subsidiaries acquired on July 1, 2009 include KICO and its subsidiaries, CMIC Properties, Inc. (“CMIC Properties”) and 15 Joys Lane, LLC (“15 Joys Lane”), which together own the land and building from which KICO operates. All material intercompany transactions have been eliminated in consolidation.

#### Accounting Pronouncements

##### Accounting guidance adopted in 2010

In June 2009, the Financial Accounting Standards Board (“FASB”) issued new guidance which requires more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. This guidance eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets, and requires additional disclosures. The new guidance enhances information reported to users of financial statements by providing greater transparency about transfers of financial assets and an entity’s continuing involvement in transferred financial assets. The Company adopted this new guidance on January 1, 2010, with no material effects on its financial statements as of March 31, 2010.

In June 2009, the FASB issued new guidance which concerns the consolidation of variable interest entities and changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity’s purpose and design and the reporting entity’s ability to direct the activities of the other entity that most significantly affect the other entity’s economic performance. The new guidance requires a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A reporting entity is required to disclose how its involvement with a variable interest entity affects the reporting entity’s financial statements. The Company adopted this new guidance on January 1, 2010, with no material effects on its financial statements as of March 31, 2010. The Company will apply this guidance on a transaction by transaction basis going forward.

In January 2010, the FASB issued new guidance that requires additional disclosure of the fair value of assets and liabilities. This guidance requires additional disclosures to be made about significant transfers in and out of Levels 1 and 2 of the fair value hierarchy within GAAP. The Company adopted this guidance on January 1, 2010, with the required disclosure included in "Note 5 — Fair Value Measurements".

#### Accounting guidance not yet effective

The guidance issued by the FASB in January 2010 also requires additional disclosure about the gross activity within Level 3 of the fair value hierarchy within GAAP as opposed to the net disclosure currently required. This disclosure will be effective for annual and interim periods beginning after December 15, 2010. As this guidance relates to disclosure rather than measurement of assets and liabilities, there will be no effect on the financial results or position of the Company. The Company will comply with this disclosure requirement when it becomes effective.

#### Pending accounting guidance

The Emerging Issues Task Force of the FASB is discussing Issue No. 09-G, "Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts." At issue is how the definition of acquisition costs should be interpreted in assessing whether certain costs relating to the acquisition of new or renewal insurance contracts qualify as deferred acquisition costs. The Task Force reached a consensus-for-exposure that acquisition costs that qualify as deferrable should include only those costs that are directly related to the acquisition of insurance contracts by applying a model similar to the accounting for loan origination costs. That definition would not include, for example, any costs incurred in the acquisition of new or renewal contracts related to unsuccessful contract acquisitions. Also, advertising costs incurred by insurance entities should not be included in deferred acquisition costs. While this exposure is being discussed by practitioners, there is no date issued yet for this guidance to be effective.

The amount included in the category "other deferred acquisition expenses" may be significantly reduced as a result of the adoption of this pending guidance.

#### Note 3 - Acquisition of Kingstone Insurance Company

On July 1, 2009, Kingstone completed the acquisition of 100% of the issued and outstanding common stock of KICO, pursuant to the conversion of CMIC from an advance premium cooperative to a stock property and casualty insurance company. The total purchase price was \$5,996,461.

As of June 30, 2009, Kingstone held two surplus notes issued by CMIC in the aggregate principal amount of \$3,750,000. Previously accrued and unpaid interest on the notes as of June 30, 2009 was approximately \$2,246,000. Pursuant to the plan of conversion, effective July 1, 2009, Kingstone acquired a 100% equity interest in KICO in consideration of the exchange of the principal amount of surplus notes of CMIC. In addition, Kingstone forgave all accrued and unpaid interest on the surplus notes as of the date of conversion. The transaction was considered a bargain purchase, resulting in a gain on acquisition.

The Company began consolidating KICO's financial statements as of the closing date in accordance with GAAP. The purchase consideration has been allocated to the assets acquired and liabilities assumed, including separately identified intangible assets, based on their fair values as of the close of the acquisition.

## Note 4 - Investments

The amortized cost and fair value of investments in fixed-maturity securities, equities and short term investments as of March 31, 2010 and December 31, 2009 are summarized as follows:

| Category  | Cost or<br>Amortized<br>Cost (a) | Gross<br>Unrealized<br>Gains | March 31, 2010   |                                     | Fair<br>Value       | Unrealized<br>Gains/<br>(Losses) |
|---|----------------------------------|------------------------------|--|-------------------------------------|---------------------|----------------------------------|
|   |                                  |                              | Gross Unrealized<br>Less than<br>12<br>Months<br>(unaudited) | Losses<br>More than<br>12<br>Months |                     |                                  |
| <b>Fixed-Maturity Securities:</b>   |                                  |                              |  |                                     |                     |                                  |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies (b) |                                  |                              |  |                                     |                     |                                  |
|   | \$3,549,616                      | \$43,430                     | \$(28,218 )  | \$-                                 | \$3,564,828         | \$15,212                         |
| Political subdivisions of States, Territories and Possessions                             |                                  |                              |  |                                     |                     |                                  |
|   | 5,751,979                        | 62,034                       | (12,728 )  | -                                   | 5,801,285           | 49,306                           |
| Corporate and other bonds   |                                  |                              |  |                                     |                     |                                  |
| Industrial and miscellaneous  |                                  |                              |  |                                     |                     |                                  |
|   | 3,624,662                        | 90,837                       | (9,978 )   | -                                   | 3,705,521           | 80,859                           |
| <b>Total fixed-maturity securities</b>  | <b>12,926,257</b>                | <b>196,301</b>               | <b>(50,924 )</b>   | <b>-</b>                            | <b>13,071,634</b>   | <b>145,377</b>                   |
| <b>Equity Securities:</b>   |                                  |                              |  |                                     |                     |                                  |
| Preferred stocks  |                                  |                              |  |                                     |                     |                                  |
|   | 742,747                          | 47,436                       | (3,688 )   | -                                   | 786,495             | 43,748                           |
| Common stocks   |                                  |                              |  |                                     |                     |                                  |
|   | 1,088,421                        | 178,509                      | (354 )   | -                                   | 1,266,576           | 178,155                          |
| <b>Total equity securities</b>  | <b>1,831,168</b>                 | <b>225,945</b>               | <b>(4,042 )</b>  | <b>-</b>                            | <b>2,053,071</b>    | <b>221,903</b>                   |
| Short term investments  |                                  |                              |  |                                     |                     |                                  |
|   | 385,392                          | -                            | -  | -                                   | 385,392             | -                                |
| <b>Total</b>  | <b>\$15,142,817</b>              | <b>\$422,246</b>             | <b>\$(54,966 )</b>   | <b>\$-</b>                          | <b>\$15,510,097</b> | <b>\$367,280</b>                 |

| Category  | Cost or<br>Amortized<br>Cost (a) | Gross<br>Unrealized<br>Gains | December 31, 2009                             |                                     | Fair<br>Value | Unrealized<br>Gains/<br>(Losses) |
|---|----------------------------------|------------------------------|---|-------------------------------------|---------------|----------------------------------|
|   |                                  |                              | Gross Unrealized<br>Less than<br>12<br>Months | Losses<br>More than<br>12<br>Months |               |                                  |
| <b>Fixed-Maturity Securities:</b>   |                                  |                              |   |                                     |               |                                  |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies (b) |                                  |                              |   |                                     |               |                                  |
|   | \$3,549,616                      | \$38,790                     | \$(23,929 )                                   | \$-                                 | \$3,564,477   | \$14,861                         |
| Political subdivisions of States, Territories and Possessions                             |                                  |                              |   |                                     |               |                                  |
|   | 5,751,979                        | 82,480                       | (12,356 )                                     | -                                   | 5,822,103     | 70,124                           |
| Corporate and other bonds   |                                  |                              |   |                                     |               |                                  |
| Industrial and miscellaneous  |                                  |                              |   |                                     |               |                                  |
|   | 3,375,272                        | 54,384                       | (25,156 )                                     | -                                   | 3,404,500     | 29,228                           |

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|                                 |              |           |             |     |              |           |
|---------------------------------|--------------|-----------|-------------|-----|--------------|-----------|
| Total fixed-maturity securities | 12,676,867   | 175,654   | (61,441 )   | -   | 12,791,080   | 114,213   |
| Equity Securities:              |              |           |             |     |              |           |
| Preferred stocks                | 716,903      | 33,661    | (5,564 )    | -   | 745,000      | 28,097    |
| Common stocks                   | 1,256,835    | 191,075   | (5,984 )    | -   | 1,441,926    | 185,091   |
| Total equity securities         | 1,973,738    | 224,736   | (11,548 )   | -   | 2,186,926    | 213,188   |
| Short term investments          | 225,336      | -         | -           | -   | 225,336      | -         |
| Total                           | \$14,875,941 | \$400,390 | \$(72,989 ) | \$- | \$15,203,342 | \$327,401 |

(a) The cost or amortized cost of securities acquired in the KICO acquisition are equal to their fair value as of the July 1, 2009 acquisition date.

(b) Includes U. S. Treasury securities with fair values at March 31, 2010 and December 31, 2009 of \$605,340 and \$608,327, respectively, held in trust pursuant to the New York State Insurance Department's minimum funds requirement.

A summary of the amortized cost and fair value of the Company's investments in fixed-maturity securities by contractual maturity as of March 31, 2010 and December 31, 2009 is shown below:

| Remaining Time to Maturity | March 31, 2010 |               | December 31, 2009 |               |
|----------------------------|----------------|---------------|-------------------|---------------|
|                            | Amortized      |               | Amortized         |               |
|                            | Cost           | Fair Value    | Cost              | Fair Value    |
|                            | (unaudited)    |               |                   |               |
| Less than one year         | \$ 1,190,320   | \$ 1,165,399  | \$ 1,190,319      | \$ 1,176,050  |
| One to five years          | 5,202,936      | 5,275,823     | 5,202,936         | 5,260,443     |
| Five to ten years          | 5,195,177      | 5,262,435     | 4,945,787         | 4,986,236     |
| More than 10 years         | 1,337,824      | 1,367,977     | 1,337,825         | 1,368,351     |
| Total                      | \$ 12,926,257  | \$ 13,071,634 | \$ 12,676,867     | \$ 12,791,080 |

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

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

|                           | Three months ended    |      |
|---------------------------|-----------------------|------|
|                           | 2010                  | 2009 |
|                           | March 31, (unaudited) |      |
| <b>Income</b>             |                       |      |
| Fixed-maturity securities | \$ 129,107            | \$ - |
| Equity securities         | 27,301                | -    |
| Cash and cash equivalents | 1,850                 | -    |
| Other                     | 15                    | -    |
| Total                     | 158,273               | -    |
| <b>Expenses</b>           |                       |      |
| Investment expenses       | 25,993                | -    |
| Net investment income     | \$ 132,280            | \$ - |

There were no proceeds from the sale and maturity of fixed-maturity securities for the three months ended March 31, 2010 and 2009.

Proceeds from the sale of equity securities were \$410,167 and \$-0- for the three months ended March 31, 2010 and 2009.

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



|   | Three months ended<br>March 31,<br>2010<br>(unaudited) |           | 2009 |
|---|--|-----------|------|
| <b>Fixed-maturity securities</b>              |  |           |      |
| Gross realized gains                          | \$   | -         | \$ - |
| Gross realized losses                         |  | -         | -    |
|   |  | -         | -    |
| <b>Equity securities</b>                      |  |           |      |
| Gross realized gains                          |  | 46,398    | -    |
| Gross realized losses                         |  | (11,738 ) | -    |
|   |  | 34,660    | -    |
| <b>Other-than-temporary impairment losses</b> |  |           |      |
| Fixed-maturity securities                     |  | -         | -    |
| Equity securities                             |  | -         | -    |
|   |  | -         | -    |
| <b>Cash and short term investments</b>        |  |           |      |
|   |  | -         | -    |
| Net realized gains                            | \$   | 34,660    | \$ - |

### Impairment Review

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

OTTI losses are recorded in the consolidated statement of operations as net realized losses on investments and result in a permanent reduction of the cost basis of the underlying investment. The determination of OTTI is a subjective process and different judgments and assumptions could affect the timing of loss realization. The Company determined there was no OTTI for its portfolio of fixed maturity investments, equity securities and short term investments for the three months ended March 31, 2010. Significant factors influencing the Company's determination that unrealized losses were temporary included the magnitude of the unrealized losses in relation to each security's cost, the nature of the investment and management's intent and ability to retain the investment for a period of time sufficient to allow for anticipated recovery of fair value to the Company's cost basis.

The Company held securities with unrealized losses representing declines that were considered temporary at March 31, 2010 as follows:

| Category  | Less than 12 months |                    |                       | 12 months or more      |                   | Total              |                    |
|---|---------------------|--------------------|-----------------------|------------------------|-------------------|--------------------|--------------------|
|   | Fair Value          | Unrealized Losses  | No. of Positions Held | Fair Value (unaudited) | Unrealized Losses | Fair Value         | Unrealized Losses  |
| <b>Fixed-Maturity Securities:</b>   |                     |                    |                       |                        |                   |                    |                    |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$1,411,089         | \$(28,218 )        | 4                     | \$-                    | \$-               | \$1,411,089        | \$(28,218 )        |
| Political subdivisions of States, Territories and Possessions                         | 2,184,932           | (12,728 )          | 7                     | -                      | -                 | 2,184,932          | (12,728 )          |
| <b>Corporate and other bonds</b>  |                     |                    |                       |                        |                   |                    |                    |
| Industrial and miscellaneous  | 549,844             | (9,978 )           | 2                     | -                      | -                 | 549,844            | (9,978 )           |
| Total fixed-maturity securities   | 4,145,865           | (50,924 )          | 13                    | -                      | -                 | 4,145,865          | (50,924 )          |
| <b>Equity Securities:</b>   |                     |                    |                       |                        |                   |                    |                    |
| Preferred stocks  | \$44,484            | \$(3,688 )         | 2                     | \$-                    | \$-               | \$44,484           | \$(3,688 )         |
| Common stocks   | 1,388,128           | (354 )             | 1                     | -                      | -                 | 1,388,128          | (354 )             |
| Total equity securities   | 1,432,612           | (4,042 )           | 3                     | -                      | -                 | 1,432,612          | (4,042 )           |
| <b>Total</b>  | <b>\$5,578,477</b>  | <b>\$(54,966 )</b> | <b>16</b>             | <b>\$-</b>             | <b>\$-</b>        | <b>\$5,578,477</b> | <b>\$(54,966 )</b> |

#### Note 5 - Fair Value Measurements

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

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

the use of observable market data when available. The levels of the hierarchy and those investments included in each are as follows:

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

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

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

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

The Company's investments are allocated among pricing input levels at March 31, 2010 and December 31, 2009 as follows:

| (\$ in thousands)   | Level 1   | March 31, 2010 |         | Total     |
|---|-----------|----------------|---------|-----------|
|   |           | Level 2        | Level 3 |           |
|   |           | (unaudited)    |         |           |
| Fixed-maturity investments  |           |                |         |           |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 3,565  | \$ -           | \$ -    | \$ 3,565  |
| Political subdivisions of States, Territories and Possessions                         | 5,801     | -              | -       | 5,801     |
| Corporate and other bonds   | 3,706     | -              | -       | 3,706     |
| Total fixed maturities  | 13,072    | -              | -       | 13,072    |
| Equity investments  | 2,053     | -              | -       | 2,053     |
| Short term investments  | 385       | -              | -       | 385       |
| Total investments   | \$ 15,510 | \$ -           | \$ -    | \$ 15,510 |

| (\$ in thousands)   | Level 1  | December 31, 2009 |         | Total    |
|---|----------|-------------------|---------|----------|
|   |          | Level 2           | Level 3 |          |
| Fixed-maturity investments  |          |                   |         |          |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 3,564 | \$ -              | \$ -    | \$ 3,564 |
| Political subdivisions of States, Territories and Possessions                         | 5,822    | -                 | -       | 5,822    |
| Corporate and other bonds   | 3,405    | -                 | -       | 3,405    |

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|                        |           |      |      |           |
|------------------------|-----------|------|------|-----------|
| Total fixed maturities | 12,791    | -    | -    | 12,791    |
| Equity investments     | 2,187     | -    | -    | 2,187     |
| Short term investments | 225       | -    | -    | 225       |
| Total investments      | \$ 15,203 | \$ - | \$ - | \$ 15,203 |

## Note 6 - Fair Value of Financial Instruments

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

Equity and fixed income investments: Fair value disclosures for investments are included in "Note 4 - Investments."

Cash and short-term investments: The carrying values of cash and cash equivalents, and short-term investments approximate their fair values because of the short maturity of these investments.

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

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

Real Estate Assets: The fair value of the land and building included in property and equipment, which is used in the Company's operations, was based on an appraisal dated August 31, 2009. The appraisal was prepared using the sales comparison approach.

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

Long-term debt and mandatorily redeemable preferred stock: For fair value of long-term debt and mandatorily redeemable preferred stock for which there are no quoted market prices, we estimate that the carrying amount of notes payable and mandatorily redeemable preferred stock approximates fair value because of the recently negotiated interest rates based on term of the loan, risk and guaranty.

The estimated fair values of our financial instruments are as follows:

|  | March 31, 2010 |                           | December 31, 2009 |            |
|--|----------------|---------------------------|-------------------|------------|
|  | Carrying Value | Fair Value<br>(unaudited) | Carrying Value    | Fair Value |
| Cash and short-term investments              | \$ 1,145,991   | \$ 1,145,991              | \$ 850,656        | \$ 850,656 |
| Premiums receivable                          | 4,840,077      | 4,840,077                 | 4,479,363         | 4,479,363  |
| Receivables - reinsurance contracts          | 962,376        | 962,376                   | 564,408           | 564,408    |
| Reinsurance receivables                      | 20,245,656     | 20,245,656                | 20,849,621        | 20,849,621 |
| Notes receivable-sale of business            | 1,051,596      | 1,051,596                 | 1,119,365         | 1,119,365  |
| Real estate, net of accumulated depreciation | 1,460,530      | 1,510,000                 | 1,547,629         | 1,510,000  |
| Reinsurance balances payable                 | 1,897,031      | 1,897,031                 | 1,918,169         | 1,918,169  |
| Notes payable                                | 1,479,685      | 1,479,685                 | 1,085,637         | 1,085,637  |
|  | 1,299,231      | 1,299,231                 | 1,299,231         | 1,299,231  |

Mandatorily redeemable  
preferred stock

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## Note 7 – Loss and Loss Adjustment Expenses

The following table provides a reconciliation of the beginning and ending balances for unpaid losses and LAE for the three months ended March 31, 2010 (unaudited):

|                               |              |
|-------------------------------|--------------|
| Balance at January 1, 2010    | \$16,513,318 |
| Less reinsurance recoverables | (10,512,203) |
|                               | 6,001,115    |
| Incurred related to:          |              |
| Current year                  | 1,133,892    |
| Prior years                   | 300,726      |
| Total incurred                | 1,434,618    |
| Paid related to:              |              |
| Current year                  | 407,338      |
| Prior years                   | 848,472      |
| Total paid                    | 1,255,810    |
| Net balance at end of period  | 6,179,923    |
| Add reinsurance recoverables  | 10,356,897   |
| Balance at March 31, 2010     | \$16,536,820 |

Incurred losses and LAE are net of reinsurance recoveries under reinsurance contracts of \$2,640,562 for the three months ended March 31, 2010.

During the three months ended March 31, 2010, the Company recognized approximately \$250,000 of pre-tax loss (net of estimated reinsurance recoverable of \$751,000) on the Northeast U.S. Storm that occurred from March 13 to March 15, 2010. The after tax per share loss as a result of this storm was \$.06 for the three months ended March 31, 2010. This loss added 11.3 percentage points to the first quarter 2010 loss ratio.

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

For the three months ended March 31, 2010, the Company experienced favorable development of approximately \$184,000 net of taxes on quota share ceding commissions from prior periods.

## Loss and loss adjustment expense reserves

The reserving process for loss adjustment expense reserves provides for the Company's best estimate at a particular point in time of the ultimate unpaid cost of all losses and loss adjustment expenses incurred, including settlement and administration of losses, and is based on facts and circumstances then known and including losses that have been incurred but not yet been reported. The process includes using actuarial methodologies to assist in establishing these estimates, judgments relative to estimates of future claims severity and frequency, the length of time before losses will develop to their ultimate level and the possible changes in the law and other external factors that are often beyond the Company's control. The loss ratio projection method is used to estimate loss reserves. The process produces carried reserves set by management based upon the actuaries' best estimate and is the result of numerous best estimates made by line of business, accident year, and loss and loss adjustment expense. The amount of loss and loss adjustment

expense reserves for reported claims is based primarily upon a case-by-case evaluation of coverage, liability, injury severity, and any other information considered pertinent to estimating the exposure presented by the claim. The amounts of loss and loss adjustment expense reserves for unreported claims are determined using historical information by line of insurance as adjusted to current conditions. Since this process produces loss reserves set by management based upon the actuaries' best estimate, there is no explicit or implicit provision for uncertainty in the carried loss reserves.

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

#### Note 8 - Long-Term Debt

Long-term debt and capital lease obligations consist of:

|                   | March 31, 2010<br>(unaudited) |            |              | December 31, 2009 |            |              |
|-------------------|-------------------------------|------------|--------------|-------------------|------------|--------------|
|                   | Total                         | Less       | Long-Term    | Total             | Less       | Long-Term    |
|                   | Debt                          | Current    | Debt         | Debt              | Current    | Debt         |
|                   |                               | Maturities |              |                   | Maturities |              |
| Capitalized lease | \$ 29,685                     | \$ 25,029  | \$ 4,656     | \$ 35,637         | \$ 24,466  | \$ 11,171    |
| Notes payable     | 1,450,000                     | -          | 1,450,000    | 1,050,000         | -          | 1,050,000    |
|                   | \$ 1,479,685                  | \$ 25,029  | \$ 1,454,656 | \$ 1,085,637      | \$ 24,466  | \$ 1,061,171 |

#### Notes Payable

As of December 31, 2008, the outstanding principal balance of Notes Payable was \$1,500,000. On May 12, 2009, three of the holders of the notes exchanged an aggregate of \$519,231 of note principal for Series E Preferred Stock having an aggregate redemption amount equal to such aggregate principal amount of notes (see Note 9). Concurrently, the Company paid \$49,543 to the three holders, which amount represents all accrued and unpaid interest and incentive payments through the date of exchange. As part of the transaction, a retirement trust established for the benefit of Jack Seibald, one of the Company's directors and principal stockholders, exchanged its note in the approximate principal amount of \$288,000 for shares of Series E Preferred Stock. In addition, a limited liability company of which Barry Goldstein, the Company's Chief Executive Officer (and a director and a principal stockholder), is a minority member exchanged its note in the approximate principal amount of \$115,000 for shares of Series E Preferred Stock.

On May 12, 2009, the Company prepaid \$686,539 in principal of the Notes Payable to the remaining five note holders, together with \$81,200, which amount represents accrued and unpaid interest and incentive payments on such prepayment.

On June 29, 2009, the Company prepaid the remaining \$294,230 in principal of the Notes Payable to such remaining note holders, together with \$19,400, which amount represents accrued and unpaid interest and incentive payments on such prepayment.

From June 2009 through December 2009, the Company borrowed \$1,050,000 (including \$585,000 from related parties as discussed below) and issued promissory notes in such aggregate principal amount (the "2009 Notes"). The 2009 Notes provide for interest at the rate of 12.625% per annum through July 10, 2011, at which time the entire principal balance is due. The 2009 Notes are prepayable without premium or penalty; provided, however, that, under any circumstances, the holders of the 2009 Notes are entitled to receive an aggregate of six months interest from the issue date of the 2009 Notes with respect to the amount prepaid.

From January 2010 through March 2010, the Company borrowed an additional \$400,000 under the terms provided for in the 2009 Notes, of which \$200,000 was borrowed from related parties as discussed below.

Aggregate related party borrowings of \$785,000 are as follows:

The IRA of Barry Goldstein purchased a 2009 Note in the principal amount of \$150,000. A limited liability company owned by Mr. Goldstein, along with Sam Yedid and Steven Shapiro (who are both directors of KICO), purchased a 2009 Note in the principal amount of \$120,000. Jay Haft, a director of the Company, purchased a 2009 Note in the principal amount of \$50,000. A member of the family of Michael Feinsod, a director of the Company, purchased a 2009 Note in the principal amount of \$100,000. Mr. Yedid and members of his family purchased 2009 Notes in the aggregate principal amount of \$295,000. A member of the family of Floyd Tupper, a director of KICO, purchased a 2009 Note in the principal amount of \$70,000. Interest expense on related party borrowings for the three months ended March 31, 2010 was approximately \$23,000.

Long-term debt matures as follows:

| Years ended December 31, | (unaudited)  |
|--------------------------|--------------|
| 2010 (nine months)       | \$ 18,515    |
| 2011                     | 1,461,170    |
|                          | \$ 1,479,685 |

#### Note 9 - Exchange and Issuance of Preferred Stock

Effective April 16, 2008, AIA Acquisition Corp. (“AIA”), the holder of the Company’s Series B Preferred Stock exchanged such shares for an equal number of shares of Series C Preferred Stock, the terms of which were substantially identical to those of the shares of Series B Preferred Stock, except that the outside date for mandatory redemption was April 30, 2009 and the Series C Preferred Stock provided for dividends at the rate of 10% per annum.

Effective August 23, 2008, AIA exchanged the Series C Preferred Stock for an equal number of shares of Series D Preferred Stock, the terms of which were substantially identical to those of the shares of Series C Preferred Stock, except that the outside date for mandatory redemption was July 31, 2009.

Effective May 12, 2009, AIA exchanged the Series D Preferred Stock for an equal number of shares of Series E Preferred Stock. The terms of the Series E Preferred Stock vary from those of the Series D Preferred Stock as follows: (i) the Series E Preferred Stock is mandatorily redeemable on July 31, 2011 (as compared to July 31, 2009 for the Series D Preferred Stock), (ii) the Series E Preferred Stock provides for dividends at the rate of 11.5% per annum (as compared to 10% per annum for the Series D Preferred Stock), (iii) the Series E Preferred Stock is convertible into Common Stock at a price of \$2.00 per share (as compared to \$2.50 per share for the Series D Preferred Stock), (iv) the Company’s obligation to redeem the Series E Preferred Stock is not accelerated based upon a sale of substantially all of its assets or certain of its subsidiaries (as compared to the Series D Preferred Stock which provided for such acceleration) and (v) the Company’s obligation to redeem the Series E Preferred Stock is not secured by the pledge of the outstanding stock of its subsidiary, AIA-DCAP Corp. (as compared to the Series D Preferred Stock which provided for such pledge). The current aggregate redemption amount for the Series E Preferred Stock held by AIA is \$780,000, plus accumulated and unpaid dividends. Members of Mr. Goldstein’s family, Sam Yedid and Steven Shapiro are among the stockholders of AIA. Interest expense on related party preferred stock for the three months ended March 31, 2010 and 2009 was \$32,637 and \$19,500, respectively.

On May 12, 2009, three holders of the Company’s Notes Payable exchanged \$519,231 of the principal balance of such notes for shares of Series E Preferred Stock having an aggregate redemption amount of \$519,231 (see Note 8).



As of March 31, 2010, there were 1,299 shares outstanding of Series E Preferred Stock, convertible into 649,615 shares of Common Stock.

In accordance with GAAP guidance for accounting for certain financial instruments with characteristics of both liabilities and equity, the various series of Preferred Stock have been reported as a liability of \$1,299,231 at March 31, 2010 and December 31, 2009. For the three months ended March 31, 2010 and 2009, the preferred dividends have been classified as interest expense of \$37,353 and \$19,500, respectively.

#### Note 10 – Equity Stock Compensation

##### Other Equity Compensation

Other equity compensation consists of 50,000 shares granted to the Company's chief executive officer pursuant to an amended employment agreement dated March 24, 2010. The fair value of stock grant is \$112,000.

##### Stock Options

In November 1998, the Company adopted the 1998 Stock Option Plan (the "1998 Plan"), which provided for the issuance of incentive stock options and non-statutory stock options. Under this plan, options to purchase not more than 400,000 shares of the Company's Common Stock were permitted to be granted, at a price to be determined by our Board of Directors or the Stock Option Committee at the time of grant. During 2002, the Company increased the number of shares of Common Stock authorized to be issued pursuant to the 1998 Plan to 750,000. Incentive stock options granted under the 1998 Plan expire no later than ten years from date of grant (except no later than five years for a grant to a 10% stockholder). The Board of Directors or the Stock Option Committee determined the expiration date with respect to non-statutory options granted under the 1998 Plan. The 1998 Plan terminated in November 2008.

In December 2005, the Company's shareholders ratified the adoption of the 2005 Equity Participation Plan (the "2005 Plan" and together with the 1998 Plan, the "Plans"), which provides for the issuance of incentive stock options, non-statutory stock options and restricted stock. Under the 2005 Plan, a maximum of 300,000 shares of Common Stock were permitted to be issued pursuant to options granted and restricted stock issued. In March 2010, the Board of Directors of the Company increased the number of shares of Common Stock authorized to be issued pursuant to the 2005 Plan to 550,000, subject to stockholder approval. Incentive stock options granted under the 2005 Plan expire no later than ten years from date of grant (except no later than five years for a grant to a 10% stockholder). The Board of Directors or the Stock Option Committee will determine the expiration date with respect to non-statutory options, and the vesting provisions for restricted stock, granted under the 2005 Plan.

The results of operations for the three months ended March 31, 2010 and 2009 include share-based compensation expense related to stock options totaling approximately \$89,000 and \$7,000, respectively. Such amounts have been included in the Condensed Consolidated Statements of Operations and Comprehensive Income within other operating expenses.

Stock option compensation expense in 2010 and 2009 is the estimated fair value of options granted amortized on a straight-line basis over the requisite service period for the entire portion of the award. The weighted average estimated fair value of stock options granted during the three months ended March 31, 2010 was \$2.04 per share. The fair value of options at the grant date was estimated using the Black-Scholes pricing model. No stock options were granted during the three months ended March 31, 2009.

A summary of option activity under the Plans as of March 31, 2010, and changes during the three months then ended, is as follows:

| Stock Options                            | Number of Shares | Weighted Average Exercise Price per Share | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|--|------------------|---|---|---------------------------|
| Outstanding at January 1, 2010           | 225,000          | \$ 2.24                                   | 3.17  | \$ 67,550                 |
| Granted                                  | 188,865          | \$ 2.50                                   | -   | \$ 94,433                 |
| Exercised                                | -                | \$ -                                      | -   | \$ -                      |
| Forfeited                                | -                | \$ -                                      | -   | \$ -                      |
| Outstanding at March 31, 2010            | 413,865          | \$ 2.36                                   | 3.87  | \$ 266,533                |
| Vested and Exercisable at March 31, 2010 | 173,466          | \$ 2.31                                   | 3.03  | \$ 122,033                |

The aggregate intrinsic value of options outstanding and options exercisable at March 31, 2010 is calculated as the difference between the exercise price of the underlying options and the market price of the Company's common shares for the shares that had exercise prices that were lower than the \$3.00 closing price of the Company's common shares on March 31, 2010. No options were exercised in the three months ended March 31, 2010 and 2009.

As of March 31, 2010, the fair value of unamortized compensation cost related to unvested stock option awards was approximately \$293,000. This amount is expected to be recognized over a remaining weighted-average vesting period of 2.67 years.

#### Note 11 – Income Taxes

The Company files a consolidated U.S. Federal Income Tax return that includes all wholly-owned subsidiaries. KICO and its subsidiaries are consolidated as of July 1, 2009. State tax returns are filed on a consolidated or separate basis depending on applicable laws.

At December 31, 2009, the Company had net operating loss carryforwards for tax purposes, which expire at various dates through 2019, of approximately \$2,019,000. These net operating loss carryforwards are subject to Internal Revenue Code Section 382, which places a limitation on the utilization of the federal net operating loss to approximately \$10,000 per year ("Annual Limitation"), as a result of a greater than 50% ownership change of the Company in 1999. These losses will be available for future years, expiring through December 31, 2029.

For the year ended December 31, 2009, the gain on acquisition of KICO was treated as a permanent difference for income tax purposes. For the three months March 31, 2010 and 2009 the tax effects from discontinued operations was recorded in continuing operations.

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



|   | March 31,<br>2010<br>(unaudited) | December<br>31,<br>2009 |
|---|----------------------------------|-------------------------|
| Deferred tax asset:   |                                  |                         |
| Net operating loss carryovers subject to annual limitations                       | \$ 544,000                       | \$ 544,000              |
| Other net operating loss carryovers   | 1,120,068                        | 901,297                 |
| Claims reserve discount   | 162,538                          | 152,951                 |
| Unearned premium  | 444,794                          | 337,422                 |
| Loss and loss adjustment expenses   | 39,100                           | 78,200                  |
| Deferred ceding commission revenue  | 966,037                          | 1,121,403               |
| Stock compensation expense  | 49,000                           | -                       |
| Loss from uninsured bank deposits   | -                                | 83,691                  |
| Other   | 49,113                           | 137,300                 |
| Total deferred tax assets   | 3,374,650                        | 3,356,264               |
| Deferred tax liability:   |                                  |                         |
| Investment in KICO  | 1,169,000                        | 1,169,000               |
| Deferred acquisition costs  | 1,060,628                        | 992,115                 |
| Intangibles   | 1,527,678                        | 1,568,114               |
| Depreciation and amortization   | 195,208                          | 192,838                 |
| Net unrealized appreciation of securities   | 102,915                          | 114,453                 |
| Total deferred tax liabilities  | 4,055,429                        | 4,036,520               |
| Net deferred tax (liability)/asset before valuation allowance                     | (680,779 )                       | (680,256 )              |
| Less valuation allowance due to Annual Limitation of net operating loss carryover | (493,000 )                       | (493,000 )              |
| Net deferred income tax liability   | \$(1,173,779)                    | \$(1,173,256)           |

In assessing the valuation of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. No valuation allowance against deferred tax assets has been established, except for NOL limitations, as the Company believes it is more likely than not the deferred tax assets will be realized based on the historical taxable income of KICO.

Effective January 1, 2009, the Company adopted GAAP guidance for the accounting for uncertainty in income taxes and had no material unrecognized tax benefit and no adjustments to liabilities or operations were required.

#### Note 12 - Net Income (Loss) Per Common Share

Basic net earnings per common share is computed by dividing income (loss) available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings per share reflect, in periods in which they have a dilutive effect, the impact of common shares issuable upon exercise of stock options and conversion of mandatorily redeemable preferred shares. The computation of diluted earnings per share excludes those options and mandatorily redeemable preferred shares with an exercise price in excess of the average market price of the Company's common shares during the periods presented.

For the three months ended March 31, 2010 there were 153,468 vested options with an exercise price in excess of the average market price of the Company's common shares during the period and the inclusion of 39,921 net Common Shares assumed to issued upon the exercise of such options in the computation of diluted earnings per share would have been anti-dilutive, and as a result, the weighted average number of common shares used in the calculation of basic and diluted earnings per common share have not been adjusted for the effects of such options.

For the three months ended March 31, 2010 mandatorily redeemable preferred shares had a conversion price in below the average market price of the Company's common shares during the period and the inclusion of 649,615 assumed converted common shares in the computation of diluted earnings per share would have been anti-dilutive, and as a result, the weighted average number of common shares used in the calculation of basic and diluted earnings per common share have not been adjusted for the effects of such mandatorily redeemable preferred shares .

For the three months ended March 31, 2009, the Company recorded a loss available to common shareholders and, as a result, the weighted average number of common shares used in the calculation of basic and diluted loss per common share is the same, and have not been adjusted for the effects of 489,000 potential common shares from unexercised stock options and the conversion of convertible preferred shares, which were anti-dilutive for such period.

#### Note 13 - Commitments and Contingencies

##### Litigation

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

#### Note 14 - Discontinued Operations

##### Retail Business

In December 2008, due to declining revenues and profits the Company decided to restructure its network of retail offices (the "Retail Business"). The plan of restructuring called for the closing of seven of the least profitable locations during the month of December 2008 and the entry into negotiations to sell the remaining 19 locations in the Retail Business.

On April 17, 2009, the Company's wholly-owned subsidiaries that owned and operated its 16 remaining Retail Business locations in New York State sold substantially all of their assets, including the book of business (the "New York Assets"). The purchase price for the New York Assets was approximately \$2,337,000, of which approximately \$1,786,000 was paid at closing. Promissory notes in the aggregate approximate original principal amount of \$551,000 (the "New York Notes") were also delivered at the closing. The New York Notes are payable in installments of approximately \$73,000 on March 31, 2010, monthly installments of \$50,000 each between April 30, 2010 and November 30, 2010 and a payment of approximately \$105,000 on November 30, 2010, and provide for interest at the rate of 12.625% per annum. As additional consideration, the Company shall be entitled to receive through September 30, 2010 an additional amount equal to 60% of the net commissions derived from the book of business of six New York retail locations that were closed in 2008.

Effective June 30, 2009, the Company sold all of the outstanding stock of the subsidiary that operated its three remaining Pennsylvania stores (the "Pennsylvania Stock"). The purchase price for the Pennsylvania Stock was approximately \$397,000 which was paid by delivery of two promissory notes, one in the approximate principal amount of \$238,000 and payable with interest at the rate of 9.375% per annum in 120 equal monthly installments, and the other in the approximate principal amount of \$159,000 and payable with interest at the rate of 6% per annum in 60 monthly installments commencing August 10, 2011 (with interest only being payable prior to such date).

As a result of the restructuring in December 2008, the sale of the New York Assets on April 17, 2009 and the sale of the Pennsylvania Stock effective June 30, 2009, the operating results of the Retail Business operations for the three months ended March 31, 2010 and 2009 have been presented as discontinued operations. Net assets and liabilities to be disposed of or liquidated, at their book value, have been separately classified in the accompanying balance sheets at March 31, 2010 and December 31, 2009.

#### Franchise Business

Effective May 1, 2009, the Company sold all of the outstanding stock of the subsidiaries that operated its DCAP franchise business (collectively, the "Franchise Stock"). The purchase price for the Franchise Stock was \$200,000 which was paid by delivery of a promissory note in such principal amount (the "Franchise Note"). The Franchise Note is payable in installments of \$50,000 on May 15, 2009, \$50,000 on May 1, 2010, and \$100,000 on May 1, 2011 and provides for interest at the rate of 5.25% per annum. A principal of the buyer is the son-in-law of Morton L. Certilman, one of the Company's principal shareholders.

As a result of the sale of the Franchise Stock, the operating results of the franchise business operations for the three months ended March 31, 2010 and 2009 have been presented as discontinued operations. Net assets and liabilities to be disposed of or liquidated, at their book value, have been separately classified in the accompanying balance sheets at March 31, 2010 and December 31, 2009.

#### Consolidated Discontinued Operations

Summarized financial information of consolidated discontinued operations for the three months ended March 31, 2010 and 2009 follows:

| Three Months ended March 31,                   | 2010        | 2009       |
|--|-------------|------------|
|  | (unaudited) |            |
| Total revenue                                  | \$ -        | \$ 936,713 |
| <b>Operating Expenses:</b>                     |             |            |
| General and administrative expenses            | -           | 895,135    |
| Depreciation and amortization                  | -           | 47,935     |
| Interest expense                               | -           | 9,322      |
| Total operating expenses                       | -           | 952,392    |
| Loss from operations                           | -           | (15,679 )  |
| Additional consideration on sale of businesses | 13,848      | -          |
| Income (loss) before income taxes              | 13,848      | (15,679 )  |
| Provision for income taxes                     | -           | -          |

Income (loss) from discontinued  
operations,

|                     |    |        |    |         |   |
|---------------------|----|--------|----|---------|---|
| net of income taxes | \$ | 13,848 | \$ | (15,679 | ) |
|---------------------|----|--------|----|---------|---|

The components of assets and liabilities of consolidated discontinued operations as of March 31, 2010 and December 31, 2009 are as follows:

|                                       | March 31,<br>2010<br>(unaudited) | December 31,<br>2009 |
|---------------------------------------|----------------------------------|----------------------|
| Total assets                          | \$ -                             | \$ -                 |
| Accounts payable and accrued expenses | \$ 6,500                         | \$ 26,000            |
| Total liabilities                     | \$ 6,500                         | \$ 26,000            |

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

### Overview

On July 1, 2009, we completed the acquisition of 100% of the issued and outstanding common stock of Kingstone Insurance Company ("KICO") (formerly known as Commercial Mutual Insurance Company ("CMIC")) pursuant to the conversion of CMIC from an advance premium cooperative to a stock property and casualty insurance company (see Note 3 to the Consolidated Financial Statements - "Acquisition of Kingstone Insurance Company"). Pursuant to the plan of conversion, we acquired a 100% equity interest in KICO, in consideration for the exchange of \$3,750,000 principal amount of surplus notes of CMIC. In addition, we forgave all accrued and unpaid interest of approximately \$2,246,000 on the surplus notes as of the date of conversion.

Effective July 1, 2009, we now offer property and casualty insurance products to small businesses and individuals in New York State through our subsidiary, KICO. The effect of the KICO acquisition is only included in our results of operations and cash flows for the period from July 1, 2009 through March 31, 2010. Accordingly, discussions pertaining to KICO will only include the three months ended March 31, 2010.

Until December 2008, our continuing operations primarily consisted of the ownership and operation of 19 insurance brokerage and agency storefronts, including 12 Barry Scott locations in New York State, three Atlantic Insurance locations in Pennsylvania, and four Accurate Agency locations in New York State. In December 2008, due to declining revenues and profits, we made a decision to restructure our network of retail offices (the "Retail Business"). The plan of restructuring called for the closing of seven of our least profitable locations during December 2008 and the sale of the remaining 19 Retail Business locations. On April 17, 2009, we sold substantially all of the assets, including the book of business, of the 16 remaining Retail Business locations that we owned in New York State (the "New York Sale"). Effective June 30, 2009, we sold all of the outstanding stock of the subsidiary that operated our three remaining Retail Business locations in Pennsylvania (the "Pennsylvania Sale"). As a result of the restructuring in December 2008, the New York Sale on April 17, 2009 and the Pennsylvania Sale effective June 30, 2009, our Retail Business has been presented as discontinued operations and prior periods have been restated.

Through April 30, 2009, we received fees from 33 franchised locations in connection with their use of the DCAP name. Effective May 1, 2009, we sold all of the outstanding stock of the subsidiaries that operated our DCAP franchise business. As a result of the sale, our franchise business has been presented as discontinued operations and prior periods have been restated.

In our Retail Business discontinued operations, the insurance storefronts served as insurance agents or brokers and placed various types of insurance on behalf of customers. Our Retail Business focused on automobile, motorcycle and homeowner's insurance and our customer base was primarily individuals rather than businesses.

The stores also offered automobile club services for roadside assistance and some of our franchise locations offered income tax preparation services.

The stores from our Retail Business discontinued operations received commissions from insurance companies for their services. Prior to July 1, 2009, neither we nor the stores served as an insurance company and therefore we did not assume underwriting risks; however, as discussed above, effective July 1, 2009, we acquired a 100% equity interest in KICO.

#### Critical Accounting Policies

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

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

#### Consolidated Results of Operations

We completed the acquisition of KICO on July 1, 2009. Accordingly, our consolidated revenues and expenses reflect significant changes as a result of this acquisition particularly through the addition of our insurance underwriting business that now includes all of the operations of KICO.

We have changed the presentation of our business results by reclassifying our previously reported continuing operations based on reporting standards for insurance underwriters. The prior period disclosures have been restated to conform to the current presentation. Other income primarily consists of premium finance fee income on loans financed by a third party finance company. General corporate overhead not incurred by our underwriting business is allocated to other operating expenses.

Due to the acquisition of KICO and the commencement of our insurance underwriting business on July 1, 2009, and the discontinuance of all business operations previously in place before the acquisition date, the comparability of information between quarters and years is less meaningful.

In December 2008, due to declining revenues and profits, we made a decision to restructure our network of retail offices (the "Retail Business"). The plan of restructuring called for the closing of seven of our least profitable locations during December 2008 and the sale of the remaining 19 Retail Business locations. On April 17, 2009, we sold substantially all of the assets, including the book of business, of the 16 remaining Retail Business locations that we owned in New York State (the "New York Sale"). Effective June 30, 2009, we sold all of the outstanding stock of the subsidiary that operated our three remaining Retail Business locations in Pennsylvania (the "Pennsylvania Sale"). As a result of the restructuring in December 2008, the New York Sale on April 17, 2009 and the Pennsylvania Sale effective June 30, 2009, our Retail Business has been presented as discontinued operations.

Effective May 1, 2009, we sold all of the outstanding stock of the subsidiaries that operated our DCAP franchise business. As a result of the sale, our franchise business has been presented as discontinued operations.

After taking into effect the sale of our businesses as discussed above, our continuing operations for the three months ended March 31, 2009 consisted of premium finance fee income on loans financed by a third party finance company, corporate overhead, interest expense on notes payable and mandatorily redeemable preferred stock, and interest income on notes receivable.

Separate discussions follow for results of continuing operations and discontinued operations.

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| (\$ in thousands)   | Three months ended March 31, |               |              |                  |
|---|------------------------------|---------------|--------------|------------------|
|   | 2010                         | 2009          | Change       | Percent          |
| <b>Revenues</b>   |                              |               |              |                  |
| Net premiums earned                                       | \$ 2,218                     | \$ -          | \$ 2,218     | (A)              |
| Ceding commission revenue                                 | 1,809                        | -             | 1,809        | (A)              |
| Net investment income                                     | 132                          | -             | 132          | (A)              |
| Net realized gain on investments                          | 35                           | -             | 35           | (A)              |
| Other income  | 221                          | 112           | 109          | 97.3 %           |
| <b>Total revenues</b>                                     | <b>4,415</b>                 | <b>112</b>    | <b>4,303</b> | <b>3,842.0 %</b> |
| <b>Expenses</b>   |                              |               |              |                  |
| Loss and loss adjustment expenses                         | 1,434                        | -             | 1,434        | (A)              |
| Commission expense  | 1,137                        | -             | 1,137        | (A)              |
| Other underwriting expenses                               | 702                          | -             | 702          | (A)              |
| Other operating expenses                                  | 540                          | 282           | 258          | 91.5 %           |
| Depreciation and amortization                             | 157                          | 4             | 153          | 3,825.0 %        |
| Interest expense  | 45                           | 80            | (35 )        | (43.8 ) %        |
| Interest expense - mandatorily redeemable preferred stock | 37                           | 20            | 17           | 85.0 %           |
| <b>Total expenses</b>                                     | <b>4,052</b>                 | <b>386</b>    | <b>3,666</b> | <b>949.7 %</b>   |
| Income (loss) from operations                             | 363                          | (274 )        | 637          | (232.5 ) %       |
| Interest income-CMIC note receivable                      | -                            | 30            | (30 )        | (100.0 ) %       |
| Income (loss) from continuing operations before taxes     | 363                          | (244 )        | 607          | (A)              |
| Provision for (benefit from) income tax                   | 145                          | (88 )         | 233          | (264.8 ) %       |
| Income (loss) from continuing operations                  | 218                          | (156 )        | 374          | (A)              |
| Income (loss) from discontinued operations, net of taxes  | 14                           | (16 )         | 30           | (187.5 ) %       |
| <b>Net income (loss)</b>                                  | <b>232</b>                   | <b>(172 )</b> | <b>404</b>   | <b>(A)</b>       |
| <b>Percent of total revenues:</b>                         |                              |               |              |                  |
| Net premiums earned                                       | 50.2 %                       | 0.0 %         |              |                  |
| Ceding commission revenue                                 | 41.0 %                       | 0.0 %         |              |                  |
| Net investment income                                     | 3.0 %                        | 0.0 %         |              |                  |
| Net realized gains on investments                         | 0.8 %                        | 0.0 %         |              |                  |
| Other income  | 5.0 %                        | 100.0 %       |              |                  |
|   | 100.0 %                      | 100.0 %       |              |                  |

(A) Not applicable due to the acquisition of KICO on July 1, 2009

Continuing Operations

During the three months ended March 31, 2010 (“2010”), revenues from continuing operations were \$4,415,000, as compared to \$112,000 for the three months ended March 31, 2009 (“2009”). The increase in total revenues was due to the increases in all sources of revenue stemming from the acquisition of KICO that occurred on July 1, 2009.

The positive cash flow from operations was the result of the KICO acquisition. The tax equivalent investment yield, excluding cash, was 5.57% at March 31, 2010. Realized capital gains from securities acquired in the KICO acquisition had a cost basis equal to their fair market value as of the acquisition date on July 1, 2009.

Total expenses in 2010 were \$4,052,000, as compared to \$386,000 in 2009. The increase in total expenses was due to the increases in all categories of expenses stemming from the acquisition of KICO that occurred on July 1, 2009.

Interest income from CMIC notes receivable in 2010 was \$-0-, as compared to \$30,000 in 2009. The decrease in 2010 was due to the forgiveness of the notes receivable in exchange for our 100% equity interest of KICO on July 1, 2009.

The provision for income taxes (including state taxes) was \$145,000 in 2010, as compared to a tax benefit of \$88,000 in 2009. The increase in 2010 was due to the change from a loss from continuing operations before taxes in 2009 to income from continuing operations before taxes in 2010. The tax provision/benefit on income from continuing operations in both periods include the tax provision/benefit resulting from discontinued operations.

#### Discontinued Operations

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

| (\$ in thousands)                              | Three months ended March 31, |          |           |          |
|--|------------------------------|----------|-----------|----------|
|  | 2010                         | 2009     | Change    | Percent  |
| Total revenue                                  | \$ -                         | \$ 937   | \$ (937 ) | (100 ) % |
| <b>Operating Expenses:</b>                     |                              |          |           |          |
| General and administrative expenses            | -                            | 896      | (896 )    | (100 ) % |
| Depreciation and amortization                  | -                            | 48       | (48 )     | (100 ) % |
| Interest expense                               | -                            | 9        | (9 )      | (100 ) % |
| Impairment of intangibles                      | -                            | -        | -         | n/a      |
| Total operating expenses                       | -                            | 953      | (953 )    | (100 ) % |
| Loss from operations                           | -                            | (16 )    | 16        | (100 ) % |
| Additional consideration on sale of business   | 14                           | -        | 14        | n/a      |
| Income (loss) before benefit from income taxes | 14                           | (16 )    | 30        | (188 ) % |
| Provision for income taxes                     | -                            | -        | -         | n/a      |
| Income (loss) from discontinued operations     | \$ 14                        | \$ (16 ) | \$ 30     | (188 ) % |

The decrease in revenue and expenses in our discontinued in 2010 as compared to 2009 was attributable to: (i) the cessation of operations in our Retail Business of the 16 remaining stores located in New York as a result of the sale of their assets on April 17, 2009, and the sale of our Pennsylvania stores on June 30, 2009, and (ii) in our discontinued Franchise Business, the sale on May 1, 2009 of all of the outstanding stock of the subsidiaries that operated our DCAP franchise business.

#### Net income

Net income was \$232,000 for 2010, compared to a net loss of \$172,000 in 2009. The increase in net income was due to the inclusion of KICO's operations effective July 1, 2009, and the cessation of our discontinued operations.

#### Insurance Underwriting Business on a Standalone Basis

Our insurance underwriting business reported on a standalone basis for the three months ended March 31, 2010 is as follows:



|                                   |                   |
|-----------------------------------|-------------------|
| <b>Revenues</b>                   |                   |
| Net premiums earned               | \$ 2,217,947      |
| Ceding commission revenue         | 1,809,593         |
| Net investment income             | 132,280           |
| Net realized gain on investments  | 34,660            |
| Other income                      | 75,077            |
| <b>Total revenues</b>             | <b>4,269,557</b>  |
| <b>Expenses</b>                   |                   |
| Loss and loss adjustment expenses | 1,434,618         |
| Commission expense                | 1,136,619         |
| Other underwriting expenses       | 702,376           |
| Depreciation and amortization     | 155,629           |
| <b>Total expenses</b>             | <b>3,429,242</b>  |
| Income from operations            | 840,315           |
| Income tax expense                | 275,814           |
| <b>Net income</b>                 | <b>\$ 564,501</b> |

#### Key Measures

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

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

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

**Net premiums earned less expenses included in combined ratio (underwriting income).** Underwriting income is a measure of an insurance company's overall operating profitability before items such as investment income, interest expense and income taxes.

The key measures for our insurance underwriting business for the three months ended March 31, 2010 are as follows:

|   |             |
|---|-------------|
| Net premiums earned                                     | \$2,217,947 |
| Ceding commission revenue                               | 1,809,593   |
| Other income  | 75,077      |
| Loss and loss adjustment expenses                       | 1,434,618   |
| Acquisition costs and other underwriting expenses:      |             |
| Commission expense                                      | 1,136,619   |
| Other underwriting expenses                             | 702,376     |
| Total acquisition costs and other underwriting expenses | 1,838,995   |
| Underwriting income                                     | \$829,004   |
| Key Measures:   |             |
| Net loss ratio  | 64.7 %      |
| Net underwriting expense ratio                          | -2.1 %      |
| Net combined ratio                                      | 62.6 %      |
| Reconciliation of net underwriting expense ratio:       |             |
| Acquisition costs and other underwriting expenses       | \$1,838,995 |
| Less: Ceding commission revenue                         | (1,809,593) |
| Less: Other income                                      | (75,077 )   |
|   | \$(45,675 ) |
| Net earned premium                                      | \$2,217,947 |

## Investments

## Portfolio Summary

The following table presents a breakdown of the amortized cost, aggregate fair value and unrealized gains and losses by investment type as of March 31, 2010 and December 31, 2009:

March 31, 2010

| Category  | Cost or<br>Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross Unrealized Losses   |                           | Fair<br>Value | % of<br>Fair<br>Value |
|---|------------------------------|------------------------------|---------------------------|---------------------------|---------------|-----------------------|
|   |                              |                              | Less than<br>12<br>Months | More than<br>12<br>Months |               |                       |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$3,549,616                  | \$43,430                     | \$(28,218 )               | \$-                       | \$3,564,828   | 23.0 %                |
| Political subdivisions of States, Territories and Possessions                         | 5,751,979                    | 62,034                       | (12,728 )                 | -                         | 5,801,285     | 37.4 %                |

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Corporate and other bonds

|                                 |              |           |             |     |              |       |   |
|---------------------------------|--------------|-----------|-------------|-----|--------------|-------|---|
| Industrial and miscellaneous    | 3,624,662    | 90,837    | (9,978 )    | -   | 3,705,521    | 23.9  | % |
| Total fixed-maturity securities | 12,926,257   | 196,301   | (50,924 )   | -   | 13,071,634   | 84.3  | % |
| Equity Securities               | 1,831,168    | 225,945   | (4,042 )    | -   | 2,053,071    | 13.2  | % |
| Short term investments          | 385,392      | -         | -           | -   | 385,392      | 2.5   | % |
| Total                           | \$15,142,817 | \$422,246 | \$(54,966 ) | \$- | \$15,510,097 | 100.0 | % |

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December 31, 2009

| Category  | Cost or Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses Less than 12 Months | Gross Unrealized Losses More than 12 Months | Fair Value   | % of Fair Value |
|---|------------------------|------------------------|---|---|--------------|-----------------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$3,549,616            | \$38,790               | \$(23,929)                                  | \$-   | \$3,564,477  | 23.4 %          |
| Political subdivisions of States, Territories and Possessions                         | 5,751,979              | 82,480                 | (12,356)                                    | -   | 5,822,103    | 38.3 %          |
| Corporate and other bonds   |                        |                        |   |   |              |                 |
| Industrial and miscellaneous  | 3,375,272              | 54,384                 | (25,156)                                    | -   | 3,404,500    | 22.4 %          |
| Total fixed-maturity securities   | 12,676,867             | 175,654                | (61,441)                                    | -   | 12,791,080   | 84.1 %          |
| Equity Securities   | 1,973,738              | 224,736                | (11,548)                                    | -   | 2,186,926    | 14.4 %          |
| Short term investments  | 225,336                | -                      | -   | -   | 225,336      | 1.5 %           |
| Total   | \$14,875,941           | \$400,390              | \$(72,989)                                  | \$-   | \$15,203,342 | 100.0 %         |

## Credit Rating of Fixed-Maturity Securities

The table below summarizes the credit quality of our fixed-maturity securities as of March 31, 2010 and December 31, 2009 as rated by Standard and Poor's.

| Rating                   | March 31, 2010    |                                 | December 31, 2009 |                                 |
|--------------------------|-------------------|---------------------------------|-------------------|---------------------------------|
|                          | Fair Market Value | Percentage of Fair Market Value | Fair Market Value | Percentage of Fair Market Value |
| U.S. Treasury securities | \$ 3,564,828      | 27.3 %                          | \$ 3,564,477      | 27.9 %                          |
| AAA                      | 3,384,770         | 25.9 %                          | 3,404,461         | 26.6 %                          |
| AA                       | 2,576,138         | 19.7 %                          | 2,564,302         | 20.0 %                          |
| A                        | 3,089,139         | 23.6 %                          | 2,808,145         | 22.0 %                          |
| BBB                      | 456,759           | 3.5 %                           | 449,695           | 3.5 %                           |
| Total                    | \$ 13,071,634     | 100.0 %                         | \$ 12,791,080     | 100.0 %                         |

The table below summarizes the average duration by type of fixed-maturity security as well as detailing the average yield as of March 31, 2010 and December 31, 2009:

March 31, 2010

December 31, 2009

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| Category  | Average<br>Yield % | Average<br>Duration in<br>Years | Average<br>Yield % | Average<br>Duration in<br>Years |
|---|--------------------|---------------------------------|--------------------|---------------------------------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | 3.08               | % 5.6                           | 3.08               | % 5.8                           |
| Political subdivisions of States, Territories and Possessions                         | 4.20               | % 5.7                           | 4.09               | % 6.0                           |
| Corporate and other bonds   |                    |                                 |                    |                                 |
| Industrial and miscellaneous  | 5.52               | % 8.0                           | 5.62               | % 8.5                           |

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## Fair Value Consideration

As disclosed in Note 5 to the Condensed Consolidated Financial Statements, with respect to “Fair Value Measurements,” effective January 1, 2008, we adopted new GAAP guidance, which provides a revised definition of fair value, establishes a framework for measuring fair value and expands financial statements disclosure requirements for fair value. Under this guidance, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an “exit price”). The statement establishes a fair value hierarchy that distinguishes between inputs based on market data from independent sources (“observable inputs”) and a reporting entity’s internal assumptions based upon the best information available when external market data is limited or unavailable (“unobservable inputs”). The fair value hierarchy in GAAP prioritizes fair value measurements into three levels based on the nature of the inputs. Quoted prices in active markets for identical assets have the highest priority (“Level 1”), followed by observable inputs other than quoted prices including prices for similar but not identical assets or liabilities (“Level 2”), and unobservable inputs, including the reporting entity’s estimates of the assumption that market participants would use, having the lowest priority (“Level 3”). As of December 31, 2009, 100% of the investment portfolio recorded at fair value was priced based upon quoted market prices.

As more fully described in Note 4 to our Condensed Consolidated Financial Statements, “Investments—Impairment Review,” we completed a detailed review of all our securities in a continuous loss position, and concluded that the unrealized losses in these asset classes are the result of a decrease in value due to technical spread widening and broader market sentiment, rather than fundamental collateral deterioration, and are temporary in nature.

The table below summarizes the gross unrealized losses of our fixed-maturity and equity securities by length of time the security has continuously been in an unrealized loss position as of March 31, 2010 and December 31, 2009:

| Category  | Less than 12 months |                      | No. of<br>Positions<br>Held | March 31, 2010<br>12 months or more |                      | Total         |                      |
|---|---------------------|----------------------|-----------------------------|-------------------------------------|----------------------|---------------|----------------------|
|   | Fair<br>Value       | Unrealized<br>Losses |                             | Fair<br>Value                       | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
| Fixed-Maturity<br>Securities:   |                     |                      |                             |                                     |                      |               |                      |
| U.S. Treasury<br>securities and<br>obligations of U.S. government<br>corporations and<br>agencies | \$1,411,089         | \$(28,218 )          | 4                           | \$-                                 | \$-                  | \$1,411,089   | \$(28,218 )          |
| Political<br>subdivisions of<br>States,<br>Territories and<br>Possessions                         | 2,184,932           | (12,728 )            | 7                           | -                                   | -                    | 2,184,932     | (12,728 )            |
| Corporate and<br>other bonds<br>Industrial and<br>miscellaneous                                   | 549,844             | (9,978 )             | 2                           | -                                   | -                    | 549,844       | (9,978 )             |
| Total<br>fixed-maturity   | 4,145,865           | (50,924 )            | 13                          | -                                   | -                    | 4,145,865     | (50,924 )            |

securities

| Equity Securities:      |             |           |      |     |     |             |             |
|-------------------------|-------------|-----------|------|-----|-----|-------------|-------------|
| Preferred stocks        | \$44,484    | \$(3,688  | ) 2  | \$- | \$- | \$44,484    | \$(3,688 )  |
| Common stocks           | 1,388,128   | (354      | ) 1  | -   | -   | 1,388,128   | (354 )      |
| Total equity securities | 1,432,612   | (4,042    | ) 3  | -   | -   | 1,432,612   | (4,042 )    |
| Total                   | \$5,578,477 | \$(54,966 | ) 16 | \$- | \$- | \$5,578,477 | \$(54,966 ) |

| Category  | December 31, 2009   |                      |                             |                   |                      | Total              |                      |
|---|---------------------|----------------------|-----------------------------|-------------------|----------------------|--------------------|----------------------|
|   | Less than 12 months |                      | No. of<br>Positions<br>Held | 12 months or more |                      | Fair<br>Value      | Unrealized<br>Losses |
|   | Fair<br>Value       | Unrealized<br>Losses |                             | Fair<br>Value     | Unrealized<br>Losses |                    |                      |
| <b>Fixed-Maturity Securities:</b>   |                     |                      |                             |                   |                      |                    |                      |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$1,715,062         | \$(23,929 )          | 6                           | \$-               | \$-                  | \$1,715,062        | \$(23,929 )          |
| Political subdivisions of States, Territories and Possessions                         | 1,357,203           | (12,356 )            | 5                           | -                 | -                    | 1,357,203          | (12,356 )            |
| Corporate and other bonds   |                     |                      |                             |                   |                      |                    |                      |
| Industrial and miscellaneous  | 1,376,516           | (25,156 )            | 7                           | -                 | -                    | 1,376,516          | (25,156 )            |
| <b>Total fixed-maturity securities</b>  | <b>4,448,781</b>    | <b>(61,441 )</b>     | <b>18</b>                   | <b>-</b>          | <b>-</b>             | <b>4,448,781</b>   | <b>(61,441 )</b>     |
| <b>Equity Securities:</b>   |                     |                      |                             |                   |                      |                    |                      |
| Preferred stocks  | \$144,900           | \$(5,564 )           | 3                           | \$-               | \$-                  | \$144,900          | \$(5,564 )           |
| Common stocks   | 94,470              | (5,984 )             | 5                           | -                 | -                    | 94,470             | (5,984 )             |
| <b>Total equity securities</b>  | <b>239,370</b>      | <b>(11,548 )</b>     | <b>8</b>                    | <b>-</b>          | <b>-</b>             | <b>239,370</b>     | <b>(11,548 )</b>     |
| <b>Total</b>  | <b>\$4,688,151</b>  | <b>\$(72,989 )</b>   | <b>26</b>                   | <b>\$-</b>        | <b>\$-</b>           | <b>\$4,688,151</b> | <b>\$(72,989 )</b>   |

There are 16 securities at March 31, 2010 that account for the gross unrealized loss, none of which is deemed by us to be other than temporarily impaired. There are 26 securities at December 31, 2009 that account for the gross unrealized loss, none of which is deemed by us to be other than temporarily impaired. Significant factors influencing our determination that unrealized losses were temporary included the magnitude of the unrealized losses in relation to each security's cost, the nature of the investment and management's intent not to sell these securities and it being not more likely than not that we will be required to sell these investments before anticipated recovery of fair value to our cost basis.

#### Liquidity and Capital Resources

#### Cash Flows

Effective July 1, 2009, the primary sources of cash flow is from our insurance underwriting subsidiary, KICO, which are gross premiums written, ceding commissions from our quota share reinsurers, loss payments by our reinsurers, investment income and proceeds from the sale or maturity of investments. Funds are used by KICO for ceded premium payments to reinsurers, which are paid on a net basis after subtracting losses paid on reinsured claims and reinsurance commissions. KICO also uses funds for loss payments and loss adjustment expenses on our net business, commissions to producers, salaries and other underwriting expenses as well as to purchase investments and fixed assets.

In connection with the plan of conversion of CMIC, we have agreed with the Insurance Department that for a period of two years following the effective date of conversion of July 1, 2009, no dividend may be paid by KICO to us without the approval of the Insurance Department. We have also agreed with the Insurance Department that certain intercompany transactions between KICO and us must be filed with the Insurance Department 30 days prior to implementation and not disapproved by the Insurance Department.

The primary sources of cash flow for our holding company operations are in connection with the fee income we receive from the premium finance loans and collection of principal and interest income from the notes received by us upon the sale of businesses that were included in our discontinued operations. If the aforementioned is insufficient to cover our holding company cash requirements, we will seek to obtain additional financing.

We believe that our present cash flows as described above will be sufficient on a short-term basis and over the next 12 months to fund our company-wide working capital requirements.

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

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

| Three Months Ended March 31,                   | 2010         | 2009       |
|--|--------------|------------|
| Cash flows provided by (used in):              |              |            |
| Operating activities                           | \$ (252,702) | \$ 60,944  |
| Investing activities                           | (6,067 )     | (31,213 )  |
| Financing activities                           | 394,048      | (17,798 )  |
| Net increase in cash and cash equivalents      | 135,279      | 11,933     |
| Cash and cash equivalents, beginning of period | 625,320      | 142,949    |
| Cash and cash equivalents, end of period       | \$ 760,599   | \$ 154,882 |

The increase in cash flows used in operating activities in 2010 was primarily a result of a decrease in accounts payable, offset by additional operating cash flows provided through the acquisition of KICO on July 1, 2009.

Net cash flows used in investing activities decreased as a result of the investing cash flows used through the acquisition of KICO on July 1, 2009.

Net cash provided by financing activities was primarily a result of \$400,000 of proceeds from newly issued long-term debt. The acquisition of KICO on July 1, 2009 had no effect on our financing activities.

#### Significant Transaction in 2010

#### Notes Payable

From June 2009 through December 2009, we borrowed an aggregate of \$1,050,000 (including \$585,000 payable from related parties) and issued promissory notes in such aggregate principal amount (the "2009 Notes"). The 2009 Notes provide for interest at the rate of 12.625% per annum and are payable on July 10, 2011. The 2009 Notes are prepayable by us without premium or penalty; provided, however, that, under any circumstances, the holders of the 2009 Notes are entitled to receive an aggregate of six months interest from the issue date of the 2009 Notes with respect to the amount prepaid. Between January 2010 and March 2010, we borrowed an additional \$400,000 (including \$200,000 from related parties) on the same terms as provided for in the 2009 Notes.

#### Loss and Loss Adjustment Expenses

During the first quarter of 2010, we recognized approximately \$250,000 of pre-tax loss (net of estimated reinsurance recoverable of \$751,000) on the Northeast U.S. Storm that occurred from March 13 to March 15, 2010. The after tax per share loss as a result of this storm was \$.06 for the three months ended March 31, 2010. This loss added 11.3 percentage points to the first quarter 2010 loss ratio.

#### Off-Balance Sheet Arrangements

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

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable

#### Item 4T. Controls and Procedures.

##### Evaluation of Disclosure Controls and Procedures

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

As required by Exchange Act Rule 13a-15(b), as of the end of the period covered by this Quarterly Report, under the supervision and with the participation of our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2010.

##### Changes in Internal Control over Financial Reporting

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

On July 1, 2009, we completed the acquisition of KICO. KICO has not previously been subject to a review of internal control over financial reporting under the Sarbanes-Oxley Act of 2002. We have begun the process of integrating KICO's operations, including internal control over financial reporting, and extending our Section 404 compliance to KICO's operations; however we have not yet made an assessment with regard to KICO's internal control over financial reporting. We will be required to include KICO's operations in our assessment of internal control over financial reporting effective June 30, 2010. KICO accounts for 96.7% of our consolidated assets and contributes all of our consolidated net income.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

Not applicable

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the first quarter of 2010, we issued 50,000 common shares to Barry Goldstein, our President and Chief Executive Officer, in connection with the extension of the term of his employment agreement. The above offering of shares was exempt from the registration requirements of the Securities Act of 1933 pursuant to Section 4(2) thereof as a transaction not involving any public offering. We reached this determination based on the following: (i) Mr. Goldstein represented that he was an “accredited investor” and he acquired the shares for his own account; (ii) the certificate representing the shares bears a restrictive legend permitting transfer only upon the registration of the shares or pursuant to an exemption from such registration requirements; and (iii) we did not offer or sell the shares by any form of general solicitation or general advertising.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Reserved.

Item 5. Other Information.

None

Item 6. Exhibits.

- 2(a) Asset Purchase Agreement, dated as of March 27, 2009, by and among NII BSA LLC, Barry Scott Agency, Inc., DCAP Accurate, Inc. and DCAP Group, Inc.1
- 2(b) Stock Purchase Agreement, dated as of May 1, 2009, by and between Stuart Greenvald and Abraham Weinzimer and DCAP Group, Inc.2
- 2(c) Stock Purchase Agreement, dated as of June 30, 2009, between Barry Lefkowitz and Blast Acquisition Corp.3

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

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

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

- 3(a) Restated Certificate of Incorporation4
- 3(b) Certificate of Amendment of Certificate of Incorporation filed July 1, 20095
- 3(c) Certificate of Designation of Series A Preferred Stock6
- 3(d) Certificate of Designation of Series B Preferred Stock7
- 3(e) Certificate of Designation of Series C Preferred Stock8
- 3(f) Certificate of Designation of Series D Preferred Stock9
- 3(g) Certificate of Designation of Series E Preferred Stock10
- 3(h) By-laws, as amended11
- 31(a) Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31(b) Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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

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

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

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

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

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

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

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

SIGNATURES

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

KINGSTONE COMPANIES, INC.

Dated: May 19, 2010

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

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