FIRST ACCEPTANCE CORP /DE/
Form 10-K
March 04, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Year Ended December 31, 2013

Commission file number 001-12117

FIRST ACCEPTANCE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of** **incorporation or organization)**	**75-1328153** **(I.R.S. Employer** **Identification No.)**

3813 Green Hills Village Drive, Nashville, Tennessee	**37215**
(Address of principal executive offices)	**(Zip Code)**

(615) 844-2800

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of exchange on which registered
Common Stock, $.01 par value per share	New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes ¨ No x

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, 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 x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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

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

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

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, based on the closing price of these shares on the New York Stock Exchange on June 30, 2013, was $25,923,413. For the purposes of this disclosure only, the registrant has assumed that its directors, executive officers and beneficial owners of 10% or more of the registrant s common stock are affiliates of the registrant. As of March 3, 2014, there were 40,980,606 shares of the registrant s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant s definitive Proxy Statement pertaining to the 2013 Annual Meeting of Stockholders, filed or to be filed not later than 120 days after the end of the fiscal year pursuant to Regulation 14A, is incorporated herein by reference into Part III.

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MARKET AND INDUSTRY DATA AND FORECASTS

Market and industry data and other statistical information and forecasts used throughout this Annual Report on Form 10-K are based on independent industry publications, government publications and reports by market research firms or other published independent sources. We have not sought or obtained the approval or endorsement of the use of this third-party information. Some data also is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources. Forecasts are particularly likely to be inaccurate, especially over long periods of time.

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PART I

Item 1. Business
General

First Acceptance Corporation (the Company, we or us) is a retailer, servicer and underwriter of non-standard personal automobile insurance based in Nashville, Tennessee. We currently write non-standard personal automobile insurance in 12 states and are licensed as an insurer in 13 additional states. We own and operate three insurance company subsidiaries: First Acceptance Insurance Company, Inc. (FAIC), First Acceptance Insurance Company of Georgia, Inc. (FAIC-GA) and First Acceptance Insurance Company of Tennessee, Inc. (FAIC-TN). Non-standard personal automobile insurance is made available to individuals who are categorized as non-standard because of their inability or unwillingness to obtain standard insurance coverage due to various factors, including payment history, payment preference, failure in the past to maintain continuous insurance coverage, driving record and/or vehicle type, and in most instances who are required by law to buy a minimum amount of automobile insurance. At March 4, 2014, we leased and operated 356 retail locations, staffed with employee-agents. Our employee-agents primarily sell non-standard personal automobile insurance products underwritten by us as well as certain commissionable ancillary products. In most states, our employee-agents also sell a complementary insurance product providing personal property and liability coverage for renters underwritten by us. In addition, during the year ended December 31, 2013, select retail locations in highly competitive markets in Illinois and Texas began offering non-standard personal automobile insurance serviced and underwritten by other third-party insurance carriers. In addition to our retail locations, we are able to complete the entire sales process over the phone via our call center or through the internet via our consumer-based website or recently-launched mobile platform. We also sell our products through 10 retail locations operated by independent agents.

On November 15, 2011, our Board of Directors approved a change in fiscal year end from June 30 to December 31, effective December 31, 2011. As a result of this change, this Annual Report on Form 10-K includes financial information for the six-month transition period from July 1, 2011 to December 31, 2011 (the Transition Period). Unless otherwise noted, all references to years or fiscal refer to the twelve-month fiscal year, which prior to July 1, 2011 ended on June 30, and beginning with December 31, 2012 ends on December 31 of each year.

Personal Automobile Insurance Market

Personal automobile insurance is the largest line of property and casualty insurance in the United States with, according to SNL Financial, an estimated market size of $172 billion in premiums earned based on the most recent market data available. Personal automobile insurance provides drivers with coverage for liability to others for bodily injury and property damage and for physical damage to the driver s vehicle from collision and other perils.

The market for personal automobile insurance is generally divided into three product segments: non-standard, standard and preferred insurance. We believe that the premiums earned in the non-standard automobile insurance market segment in the United States represent between 15% and 25% of the total personal automobile insurance market.

Competition

The non-standard personal automobile insurance business is highly competitive. Our primary competition comes not only from national companies or their subsidiaries, but also from non-standard insurers and independent agents that operate only in specific regions or states. We compete against other vertically integrated insurance companies and independent agents that market insurance on behalf of a number of insurers. We compete with these other insurers on factors such as initial down payment, availability of monthly payment plans, price, customer service and claims service.

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Our Business

We are a vertically integrated business that acts as the agency, servicer and underwriter of non-standard personal automobile insurance and other ancillary products. We believe our business model allows us to identify and satisfy the needs of our target customers and eliminates many of the inefficiencies associated with a non-integrated automobile insurance model. Our retail locations are staffed with employee-agents who primarily sell non-standard personal automobile insurance products underwritten by us, as well as certain commissionable ancillary products. Our vertical integration, combined with our conveniently located retail locations, enables us to control the point of sale and to retain significant revenue that would otherwise be lost in a non-integrated insurance business model.

We offer customers automobile insurance with low down payments, competitive monthly payments, convenient locations and a high level of personal service. This strategy makes it easier for our customers to obtain automobile insurance, which is legally mandated in the states in which we currently operate. Currently, our policy renewal rate (the percentage of policies that are renewed after completion of the full uninterrupted policy term) is lower than the average renewal rate of standard personal automobile insurance providers due to the payment patterns of our customers. However, we accept customers seeking insurance who have previously terminated coverage provided by us without imposing any additional requirements on such customers. Our business model and systems allow us to issue policies efficiently and, when necessary, cancel them to minimize the potential for credit loss while adhering to regulatory cancellation notice requirements.

In addition to a low down payment and competitive monthly rates, we offer customers valuable face-to-face contact and speed of service as many of our customers prefer not to purchase a new automobile insurance policy over the phone or through the internet. The majority of our customers make their payments at our retail locations. For many of our customers, our employee-agents are not only the face of the Company, but also the preferred interface for buying insurance. All of our policies are issued at the point of sale.

In the future, we may explore growth opportunities by introducing additional insurance products, including automobile insurance underwritten by third party carriers, and expanding into new geographic markets. We have recently responded to the growing consumer demand to purchase personal automobile insurance over the phone and through the internet by expanding our abilities to meet consumer expectations in these distribution channels.

Our Products

Our core business involves issuing automobile insurance policies categorized as non-standard to individuals based primarily on their inability or unwillingness to obtain insurance coverage from standard carriers due to various factors, including their payment history or need for monthly payment plans, failure to maintain continuous insurance coverage or driving record. We believe that a majority of our customers seek non-standard insurance due to their failure to maintain continuous coverage or their need for affordable monthly payments, rather than as a result of poor driving records. The majority of our customers purchase the minimum amount of coverage required by law.

In addition to non-standard personal automobile insurance, we also offer our customers optional products that provide ancillary reimbursements and benefits in the event of an automobile accident. Those products generally provide reimbursements for medical expenses and hospital stays as a result of injuries sustained in an automobile accident, automobile towing and rental, bail bond premiums and ambulance services. We also offer and underwrite a tenant homeowner policy that provides contents and liability coverage to those of our customers who are renters.

Marketing

Our marketing strategy is based on promoting brand recognition of our products and encouraging prospective customers to purchase personal automobile insurance by either visiting one of our retail locations or utilizing our phone or internet channels to bind a policy. Our primary advertising strategy combines targeted radio, television and digital advertising. We market our business under the name Acceptance Insurance in all areas except for a small group of locations in the Chicago area, that currently use the names Yale Insurance or Insurance Plus.

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Distribution

We primarily distribute our products through our retail locations. We believe the local office concept remains attractive to many of our customers, as they desire the face-to-face assistance they cannot receive over the telephone or through the internet. However, in response to changing consumer preferences, we have expanded our distribution channels to allow our customers to purchase insurance over the phone via our call center or through the internet via our consumer-based website or recently-launched mobile platform.

Underwriting and Pricing

Our underwriting and pricing systems are fully automated. We believe that these systems provide a competitive advantage to us because they give us the ability to capture relevant pricing information, improve efficiencies, increase the accuracy and consistency of underwriting decisions and reduce training costs.

Pricing is generally based on the specific type of vehicle and the driver s age, gender, marital status, driving experience, insurance score and location. We also review loss trends in each of the states in which we operate to assess the adequacy of our rates and underwriting standards, and make comparisons with competitors rates to achieve optimum results. We adjust rates periodically, as necessary, and as permitted by applicable regulatory authorities, to maintain or improve underwriting results in each market.

Claims Handling

Non-standard personal automobile insurance customers generally have a higher frequency of claims than preferred and standard personal automobile insurance customers. We focus on controlling the claims process and costs, thereby limiting losses, by internally managing the entire claims process. We strive to promptly assess claims, manage against fraud, identify loss trends and capture information that is useful in establishing loss reserves and determining premium rates. Our claims process is designed to promote expedient, fair and consistent claims handling, while controlling loss adjustment expenses.

Our claims operation includes adjusters, appraisers, re-inspectors, special investigators and claims administrative personnel. We conduct our claims operations out of our Nashville office and through regional claims offices in Tampa, Florida and Chicago, Illinois. Our employees generally handle all claims from the initial report of the claim until the final settlement. We believe that directly employing claims personnel, rather than using independent contractors, results in improved customer service and lower costs. In territories where we do not believe a staff appraiser would be cost-effective, we utilize the services of independent appraisers and a network of qualified repair facilities to inspect physical damage to automobiles. The work of independent appraisers and qualified repair facilities is reviewed and managed by our regional material damage team.

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Loss and Loss Adjustment Expense Reserves

Automobile accidents generally result in insurance companies making payments (referred to as losses) to individuals or companies to compensate for physical damage to an automobile or other property and/or an injury to a person. Months and sometimes years may elapse between the occurrence of an accident, report of the accident to the insurer and payment of the claim. Insurers record a liability for estimates of losses that will be paid for accidents reported to them, which are referred to as case reserves. As accidents are not always reported promptly, insurers estimate incurred but not reported, or IBNR, reserves to cover expected losses for accidents that have occurred, but have not been reported to the insurer. Insurers also incur expenses in connection with the handling and settling of claims that are referred to as loss adjustment expenses and record a liability for the estimated costs to settle their expected unpaid losses.

We are directly liable for loss and loss adjustment expenses under the terms of the insurance policies underwritten by our insurance company subsidiaries. Each of our insurance company subsidiaries establishes a reserve for all of its unpaid losses, including case reserves and IBNR reserves, and estimates for the cost to settle the claims. We estimate our IBNR reserves by estimating our ultimate liability for loss and loss adjustment expense reserves first, and then reducing that amount by the amount of the cumulative paid claims and by the amount of our case reserves. We rely primarily on historical loss experience in determining reserve levels on the assumption that historical loss experience provides a good indication of future loss experience. We also consider other factors, such as inflation, claims settlement patterns, legislative activity and litigation trends. We review our loss and loss adjustment expense reserve estimates on a quarterly basis and adjust those reserves each quarter to reflect any favorable or unfavorable development as historical loss experience develops or new information becomes known. Our actuarial staff reviews our reserves and loss trends on a quarterly basis. We believe that the liabilities that we have recorded for unpaid losses and loss adjustment expenses at December 31, 2013 are adequate to cover the final net cost of losses and loss adjustment expenses incurred through that date.

The following table sets forth the development of our reserves for the calendar years 2004 through 2013. The purpose of the table is to show a cumulative deficiency or redundancy for each annual period which represents the aggregate amount by which original estimates of reserves at that period-end have changed in subsequent periods. The top line of the table presents the net reserves at the balance sheet date for each of the periods indicated. This represents the estimated amounts of losses and loss adjustment expenses for claims arising in all annual periods that were unpaid at the balance sheet date, including the IBNR reserve, at the end of each successive period. The next portion of the table presents the cumulative amounts paid for each annual period at the end of each succeeding period. The lower portion of the table presents the re-estimated amount of the previously recorded reserves based on experience at the end of each succeeding period, including cumulative payments since the end of the respective period. As more information becomes known about the payments and the frequency and severity of claims for individual periods, the estimate changes accordingly. Favorable loss development, shown as a cumulative redundancy in the table, exists when the original reserve estimate is greater than the re-estimated reserves. Adverse loss development, which would be shown as a cumulative deficiency in the table, exists when the original reserve estimate is less than the re-estimated reserves. Information with respect to the cumulative development of gross reserves, without adjustment for the effect of reinsurance, also appears at the bottom portion of the table.

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In evaluating the information in the table below, you should note that each amount entered incorporates the cumulative effect of all changes in amounts entered for prior periods. Conditions and trends that have affected the development of liability in the past may not necessarily recur in the future.

	At December 31,									
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Net liability for loss and loss adjustment expense reserves, originally estimated	$ 28,775	$ 48,066	$ 74,043	$ 95,122	$ 93,679	$ 77,493	$ 70,229	$ 69,249	$ 79,000	$ 83,981
Cumulative amounts paid at:										
One year later	22,016	35,922	68,238	68,306	54,760	49,217	47,543	49,315	49,132	
Two years later	26,582	44,215	83,028	84,907	68,994	63,778	66,604	63,737		
Three years later	27,989	46,839	87,901	90,134	75,209	74,297	73,435			
Four years later	28,721	47,918	89,556	92,954	81,993	78,093				
Five years later	28,999	48,327	90,050	97,818	83,826					
Six years later	28,920	48,485	91,725	98,639						
Seven years later	28,915	49,385	93,148							
Eight years later	28,913	49,423								
Nine years later	28,940									
Liability re-estimated at:										
One year later	29,969	48,554	87,521	96,611	78,107	71,417	73,370	73,265	75,962	
Two years later	29,622	48,522	91,654	93,701	78,076	76,733	76,884	74,347		

Three years later	29,154	49,339	90,503	94,279	83,430	79,060	78,580			
Four years later	29,312	49,166	90,966	98,901	84,322	80,780				
Five years later	29,422	49,683	92,575	98,988	85,159					
Six years later	29,481	51,085	92,460	99,206						
Seven years later	29,380	50,443	93,551							
Eight years later	29,349	50,438								
Nine years later	29,371									
Net cumulative redundancy (deficiency)	(596)	(2,372)	(19,508)	(4,084)	8,520	(3,287)	(8,351)	(5,098)	3,038	
Gross liability end of year	$ 35,243	$ 50,377	$ 74,765	$ 95,357	$ 93,803	$ 77,546	$ 70,295	$ 69,436	$ 79,260	$ 84,286
Reinsurance receivables	6,468	2,311	722	235	124	53	66	187	260	305
Net liability end of year	$ 28,775	$ 48,066	$ 74,043	$ 95,122	$ 93,679	$ 77,493	$ 70,229	$ 69,249	$ 79,000	$ 83,981
Gross re-estimated liability latest	$ 35,083	$ 52,203	$ 94,180	$ 99,493	$ 85,328	$ 80,800	$ 78,572	$ 74,730	$ 76,160	
Re-estimated reinsurance receivables latest	5,712	1,765	629	287	169	20	(8)	383	198	
Net re-estimated latest	$ 29,371	$ 50,438	$ 93,551	$ 99,206	$ 85,159	$ 80,780	$ 78,580	$ 74,347	$ 75,962	
Gross cumulative redundancy (deficiency)	$ 160	$ (1,826)	$ (19,415)	$ (4,136)	$ 8,475	$ (3,254)	$ (8,277)	$ (5,294)	$ 3,100	

At December 31, 2013, we had $84.0 million of net loss and loss adjustment expense reserves, which included $47.1 million in IBNR reserves and $36.9 million in case reserves. Reinsurance receivables of $0.3 million offset gross reserves of $84.3 million at December 31, 2013 in the above table. For a reconciliation of net loss and loss adjustment expense reserves from the beginning to the end of the most recent periods presented, see Note 9 to our consolidated financial statements.

As reflected in the table above, on reserves at December 31, 2012, we have experienced favorable net reserve development of $3.0 million, which decreased our loss and loss adjustment expense reserves for prior accident periods and decreased our loss and loss adjustment expenses for the year ended December 31, 2013. Favorable loss development was primarily related to bodily injury claims occurring in accident years 2010 through 2012, partially offset by unfavorable loss and loss adjustment expense development on Florida personal injury protection claims. The cumulative unfavorable net development on reserves at December 31, 2011 of $5.1 million, was primarily due to higher than expected severity with Florida personal injury protection claims and with Georgia bodily injury claims in older accident periods, and unfavorable loss adjustment expense development that was primarily related to higher than expected legal expenses for bodily injury claims for accident years 2010 and prior.

Loss and loss adjustment expense reserve estimates were reviewed on a quarterly basis and adjusted each quarter to reflect any favorable or adverse development. Development assumptions were based upon historical accident quarters. We analyzed our reserves for each type of coverage, for loss and loss adjustment expense separately to determine our loss and loss adjustment expense reserves. To determine the best estimate, we reviewed the results of four estimation methods, including the reported development method, the paid development method, the reported Bornhuetter-Ferguson method and the paid Bornhuetter-Ferguson method for each set of data. In each quarterly review, we develop a point estimate for each subset of our business. We did not prepare separate point estimates for our entire business using each of the estimation methods. In determining our loss and loss adjustment expense reserves, we selected different estimation methods as appropriate for the various subsets of our business. The methods selected varied by coverage, and considerations included the number and value of the case reserves for

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open claims, incurred and paid loss relativities, and suspected strengths and weaknesses for each of the procedures. Other factors considered in establishing reserves include assumptions regarding loss frequency and loss severity. We believe assumptions regarding loss frequency are reliable because injured parties generally report their claims in a reasonably short period of time after an accident. Loss severity is more difficult to estimate because severity is affected by changes in underlying costs, including medical costs, settlements or judgments, and regulatory changes. Reserves recorded represent our best estimate of the ultimate amounts that will be paid.

We believe that our estimate regarding changes in loss severity is the most significant factor that can potentially impact our IBNR reserve estimate. We believe that there is a reasonable possibility of increases or decreases in our estimated claim severities, with the largest potential changes occurring in the most recent accident years. An increase in loss severity of unpaid losses, ranging from 0.5% to 3.0%, dependent upon the accident year, would result in adverse development of net loss and loss adjustment expense reserve levels at December 31, 2013 and a decrease in income before income taxes of approximately $8.0 million. Conversely, a comparable decrease in loss severity would result in favorable development of net loss and loss adjustment expense reserve levels at December 31, 2013 and an increase in income before income taxes of approximately $8.0 million.

Reinsurance

Reinsurance is an arrangement in which a company called a reinsurer agrees in a contract to assume specified risks written by an insurance company, known as a ceding company, by paying the insurance company all or a portion of the insurance company s losses arising under specified classes of insurance policies, in return for a reinsurance premium. Through August 31, 2004, our insurance companies ceded approximately 50% of their non-standard personal automobile insurance premiums and losses on a quota-share basis to unaffiliated reinsurers. In August 2010, our insurance companies began utilizing excess-of-loss reinsurance with an unaffiliated reinsurer to limit our exposure to losses under liability coverages for automobile insurance policies issued with limits greater than the minimum statutory requirements. In November 2013, this excess-of-loss reinsurance was expanded to include higher liability limits on tenant homeowner policies. Historically, the amount of such policies written by our insurance companies has not been material.

Although FAIC is licensed in Texas, substantially all of our business there is currently written by a managing general agency subsidiary through a program with a county mutual insurance company and is assumed by us through 100% quota-share reinsurance.

Ratings

A.M. Best has assigned our insurance companies a financial strength rating of B (Fair) . A.M. Best assigns a B rating to those companies that in A.M. Best s opinion have a fair ability to meet their ongoing obligations to policyholders, but are financially vulnerable to adverse changes in underwriting and economic conditions. Financial institutions and reinsurance companies sometimes use the A.M. Best ratings to help assess the financial strength and quality of insurance companies. The current ratings of our insurance company subsidiaries or their failure to maintain such ratings may dissuade a financial institution or reinsurance company from conducting business with us or increase our potential interest or reinsurance costs, respectively. We do not believe that the majority of our customers are motivated to purchase our products and services based on our A.M. Best rating.

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Regulatory Environment

Insurance Company Regulation. We and our insurance company subsidiaries are regulated by governmental agencies in the states in which we conduct business and by various federal statutes and regulations. These state regulations vary by jurisdiction but, among other matters, usually involve:

- regulating premium rates and forms;
- setting minimum solvency standards;
- setting capital and surplus requirements;
- licensing companies, agents and, in some states, adjusters;
- setting requirements for and limiting the types and amounts of investments;
- establishing requirements for the filing of annual statements and other financial reports;
- conducting periodic statutory examinations of the affairs of insurance companies;
- requiring prior approval of changes in control and of certain transactions with affiliates;
- limiting the amount of dividends that may be paid without prior regulatory approval; and
- setting standards for advertising and other market conduct activities.

Required Licensing. We operate under licenses issued by various state insurance authorities. Such licenses may be of perpetual duration or periodically renewable, provided we continue to meet applicable regulatory requirements. The licenses govern, among other things, the types of insurance coverages and products that may be offered in the licensing state. Such licenses are typically issued only after an appropriate application is filed and prescribed criteria are met. All of our licenses are in good standing. Currently, we hold property and casualty insurance licenses in the following 25 states:

Alabama	Kansas	Pennsylvania
Arizona	Kentucky	South Carolina
Arkansas	Louisiana	Tennessee
Colorado	Mississippi	Texas
Florida	Missouri	Utah
Georgia	Nevada	Virginia
Illinois	New Mexico	West Virginia
Indiana	Ohio	
Iowa	Oklahoma	

As required by our current operations, we hold managing general agency licenses in Texas and Florida and motor club licenses in Mississippi and Tennessee. To expand into a new state or offer a new line of insurance or other new product, we must apply for and obtain the appropriate licenses.

Insurance Holding Company Regulation. We operate as an insurance holding company system and are subject to regulation in the jurisdictions in which our insurance company subsidiaries conduct business. These regulations require that each insurance company in the holding company system register with the insurance department of its state of domicile and furnish information concerning the operations of companies in the holding company system which may materially affect the operations, management or financial condition of the insurers in the holding company domiciled in that state. We have insurance company subsidiaries that are organized and domiciled under the insurance statutes of Texas, Georgia and Tennessee. The insurance laws in each of these states similarly provide that all transactions among members of a holding company system be done at arm s length and shown to be fair and reasonable to the regulated insurer. Transactions between insurance company subsidiaries and their parents and affiliates typically must be disclosed to the state regulators, and any material or extraordinary transaction requires prior approval of the applicable state insurance regulator. A change of control of a domestic insurer or of any controlling person requires the prior approval of the state insurance regulator. In general, any person who acquires 10% or more of the outstanding voting securities of the insurer or its parent company is presumed to have acquired control of the domestic insurer. To the best of our knowledge, we are in compliance with the regulations discussed above.

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Restrictions on Paying Dividends. We may in the future rely on dividends from our insurance company subsidiaries to meet corporate cash requirements. State insurance regulatory authorities require insurance companies to maintain specified levels of statutory capital and surplus. The amount of an insurer s capital and surplus following payment of any dividends must be reasonable in relation to the insurer s outstanding liabilities and adequate to meet its financial needs. Prior approval from state insurance regulatory authorities is generally required in order for an insurance company to declare and pay extraordinary dividends. The payment of ordinary dividends is limited by the amount of capital and surplus available to the insurer, as determined in accordance with state statutory accounting practices and other applicable limitations. State insurance regulatory authorities that have jurisdiction over the payment of dividends by our insurance company subsidiaries may in the future adopt statutory provisions more restrictive than those currently in effect. See Note 18 to our consolidated financial statements for a discussion of the current ability of our insurance company subsidiaries to pay dividends.

Regulation of Rates and Policy Forms. Most states in which our insurance company subsidiaries operate have insurance laws that require insurance companies to file premium rate schedules and policy or coverage forms for review and approval. In many cases, such rates and policy forms must be approved prior to use. State insurance regulators have broad discretion in judging whether an insurer s rates are adequate, not excessive and not unfairly discriminatory. Generally, property and casualty insurers are unable to implement rate increases until they show that the costs associated with providing such coverage have increased. The speed at which an insurer can change rates in response to competition or increasing costs depends, in part, on the method by which the applicable state s rating laws are administered. There are three basic rate administration systems: (i) the insurer must file and obtain regulatory approval of the new rate before using it; (ii) the insurer may file the new rate and begin using the new rate during regulatory review; or (iii) the insurer may begin using the new rate and file it in a specified period of time for regulatory review. Under all three rating systems, the state insurance regulators have the authority to disapprove the rate subsequent to its filing. Thus, insurers who begin using new rates before the rates are approved may be required to issue premium refunds or credits to policyholders if the new rates are ultimately deemed excessive and disapproved by the applicable state insurance authorities. In some states there has historically been pressure to reduce premium rates for automobile and other personal insurance or to limit how often an insurer may request increases for such rates. To the best of our knowledge, we are in compliance with all such applicable rate regulations.

Guaranty Funds. Under state insurance guaranty fund laws, insurers doing business in a state can be assessed for certain obligations of insolvent insurance companies to policyholders and claimants. Maximum contributions required by law in any one year vary between 1% and 2% of annual premiums written in that state. In most states, guaranty fund assessments are recoverable either through future policy surcharges or offsets to state premium tax liabilities. To date, we have not received any material unrecoverable assessments.

Investment Regulation. Our insurance company subsidiaries are subject to state laws and regulations that require diversification of their investment portfolios and limitations on the amount of investments in certain categories. Failure to comply with these laws and regulations would cause non-conforming investments to be treated as non-admitted assets for purposes of measuring statutory surplus and, in some instances, would require divestiture. If a non-conforming asset is treated as a non-admitted asset, it would lower the affected subsidiary s surplus and thus, its ability to write additional premiums and pay dividends. To the best of our knowledge, our insurance company subsidiaries are in compliance with all such investment regulations.

Restrictions on Cancellation, Non-Renewal or Withdrawal. Many states have laws and regulations that limit an insurer s ability to exit a market. For example, certain states limit an automobile insurer s ability to cancel or not renew policies. Some states prohibit an insurer from withdrawing one or more lines of business from the state, except pursuant to a plan approved by the state insurance department. The state insurance department may disapprove a plan that may lead to market disruption. Laws and regulations that limit cancellations and non-renewals and that subject business withdrawals to prior approval requirements may restrict an insurer s ability to exit unprofitable markets. To the best of our knowledge, we are in compliance with all such laws and regulations.

Privacy Regulations. In 1999, the United States Congress enacted the Gramm-Leach-Bliley Act, which protects consumers from the unauthorized dissemination of certain nonpublic personal information. Subsequently, the majority of states have implemented additional regulations to address privacy issues. These laws and regulations apply to all financial institutions, including insurance companies, and require us to maintain appropriate procedures for managing and protecting certain nonpublic personal information of our customers and to fully disclose our privacy practices to our customers. We may also be exposed to future privacy laws and regulations, which could impose additional costs and impact our results of operations or financial condition. To the best of our knowledge, we are in compliance with all applicable privacy laws and regulations.

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Licensing of Our Employee-Agents and Adjusters. All of our employees who sell, solicit or negotiate insurance are licensed, as required, by the state in which they work, for the applicable line or lines of insurance they offer. Our employee-agents generally must renew their licenses annually and adhere to minimum annual continuing education requirements. In certain states in which we operate, our insurance claims adjusters are also required to be licensed and are subject to annual continuing education requirements.

Unfair Claims Practices. Generally, insurance companies, adjusting companies and individual claims adjusters are prohibited by state statutes from engaging in unfair claims practices which could indicate a general business practice. Unfair claims practices include, but are not limited to:

misrepresenting pertinent facts or insurance policy provisions relating to coverages at issue;

failing to acknowledge and act reasonably promptly upon communications regarding claims arising under insurance policies;

failing to affirm or deny coverage of claims in a reasonable time after proof of loss statements have been completed;

attempting to settle claims for less than the amount to which a reasonable person would have believed such person was entitled;

attempting to settle claims on the basis of an application that was altered without notice to, knowledge or consent of the insured;

making known to insureds or claimants a policy of appealing from arbitration awards in favor of insureds or claimants for the purpose of compelling them to accept settlements or compromises less than the amount awarded in arbitration;

delaying the investigation or payment of claims by requiring an insured, claimant or the physician of either to submit a preliminary claim report and then requiring the subsequent submission of formal proof of loss forms, both of which submissions contain substantially the same information;

failing to settle claims promptly, where liability has become reasonably clear, under one portion of the insurance policy coverage in order to influence settlements under other portions of the insurance policy coverage; and not attempting in good faith to effectuate prompt, fair and equitable settlements of claims in which liability has become reasonably clear.

We set business conduct policies and conduct regular training to ensure that our employee-adjusters and other claims personnel are aware of these prohibitions, and we require them to conduct their activities in compliance with these statutes. To the best of our knowledge, we have not engaged in any unfair claims practices.

Quarterly and Annual Financial Reporting. We are required to file quarterly and annual financial reports with states utilizing statutory accounting practices that are different from U.S. generally accepted accounting principles, which generally reflect our insurance company subsidiaries on a going concern basis. The statutory accounting practices used by state regulators, in keeping with the intent to assure policyholder protection, are generally based on a liquidation concept. For statutory financial information on our insurance company subsidiaries, see Note 18 to our consolidated financial statements included in this report.

Periodic Financial and Market Conduct Examinations. The state insurance departments that have jurisdiction over our insurance company subsidiaries conduct on-site visits and examinations of the insurers affairs, especially as to their financial condition, ability to fulfill their obligations to policyholders, market conduct, claims practices and compliance with other laws and applicable regulations. Generally, these examinations are conducted every five years. If circumstances dictate, regulators are authorized to conduct special or target examinations of insurers, insurance agencies and insurance adjusting companies to address particular concerns or issues. The results of these examinations can give rise to regulatory orders requiring remedial, injunctive or other corrective action on the part of the company that is the subject of the examination. All three insurance companies have been examined for financial condition through December 31, 2010 by their respective domiciliary states. In the past, FAIC has been the subject of market conduct examinations by the states of Illinois, Pennsylvania, Missouri and Ohio. The Pennsylvania Insurance Department is currently conducting a re-examination of FAIC as a follow-up to a market conduct examination completed in 2011.

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Risk-Based Capital. In order to enhance the regulation of insurer solvency, the National Association of Insurance Commissioners, or NAIC, has adopted a formula and model law to implement risk-based capital, or RBC, requirements designed to assess the minimum amount of statutory capital that an insurance company needs to support its overall business operations and to ensure that it has an acceptably low expectation of becoming financially impaired. RBC is used to set capital requirements based on the size and degree of risk taken by the insurer and taking into account various risk factors such as asset risk, credit risk, underwriting risk, interest rate risk and other relevant business risks. The NAIC model law provides for increasing levels of regulatory intervention as the ratio of an insurer s total adjusted capital decreases relative to its RBC, culminating with mandatory control of the operations of the insurer by the domiciliary insurance department at the so-called mandatory control level. This calculation is performed on a calendar year basis, and at December 31, 2013, each of our insurance companies all maintained an RBC level that was in excess of an amount that would require any corrective actions on their part.

RBC is a comprehensive financial analysis system affecting nearly all types of licensed insurers, including our insurance company subsidiaries. It is designed to evaluate the relative financial condition of the insurer by application of a weighting formula to the company s assets and its policyholder obligations. The key RBC calculation is to recast total surplus, after application of the RBC formula, in terms of an authorized control level RBC. The authorized control level RBC is a number determined under the RBC formula in accordance with certain RBC instructions. Once the authorized control level RBC is determined, it is contrasted against the company s total adjusted capital. A high multiple generally indicates stronger capitalization and financial strength, while a lower multiple reflects lesser capitalization and strength. Each state s statutes also create certain RBC multiples at which either the company or the regulator must take action. For example, there are four defined RBC levels that trigger different regulatory events. The minimum RBC level is called the company action level RBC and is generally defined as the product of 2.0 and the company s authorized control level RBC. Next is a regulatory action level RBC, which is defined as the product of 1.5 and the company s authorized control level RBC. Below the regulatory action level RBC is the authorized control level RBC. Finally, there is a mandatory control level RBC, which means the product of 0.70 and the company s authorized control level RBC.

As long as the company s total adjusted capital stays above the company action level RBC (i.e., at greater than 2.0 times the authorized control level RBC), regulators generally will not take any corrective action. However, if an insurance company s total adjusted capital falls below the company action level RBC, but remains above the regulatory action level RBC, the company is required to submit an RBC plan to the applicable state regulator(s) that identifies the conditions that contributed to the substandard RBC level and identifies a remediation plan to increase the company s total adjusted capital above 2.0 times its authorized control level RBC. If a company s total adjusted capital falls below its regulatory action level RBC but remains above its authorized control level RBC, then the regulator may require the insurer to submit an RBC plan, perform a financial examination or analysis on the company s assets and liabilities, and may issue an order specifying corrective action for the company to take to improve its RBC number. In the event an insurance company s total adjusted capital falls below its authorized control level RBC, the state regulator may require the insurer to submit an RBC plan or may place the insurer under regulatory supervision. If an insurance company s total adjusted capital were to fall below its mandatory control level RBC, the regulator is obligated to place the insurer under regulatory control, which could ultimately include, among other actions, administrative supervision, rehabilitation or liquidation.

At December 31, 2013, FAIC s total adjusted capital was 5.1 times its authorized control level RBC, requiring no corrective action on FAIC s part. Likewise, at December 31, 2013, FAIC-GA and FAIC-TN had total adjusted capital of 3.7 and 3.5, respectively, times their authorized control level RBC.

IRIS Ratios. The NAIC Insurance Regulatory Information System, or IRIS, is part of a collection of analytical tools designed to provide state insurance regulators with an integrated approach to screening and analyzing the financial condition of insurance companies operating in their respective states. IRIS is intended to assist state insurance regulators in targeting resources to those insurers in greatest need of regulatory attention. IRIS consists of two phases: statistical and analytical. In the statistical phase, the NAIC database generates key financial ratio results based on financial information obtained from insurers annual statutory statements. The analytical phase is a review of the annual statements, financial ratios and other automated solvency tools. The primary goal of the analytical phase is to identify companies that appear to require immediate regulatory attention. A ratio result falling outside the defined range of IRIS ratios is not considered a failing result; rather, unusual values are viewed as part of the regulatory early monitoring system. Furthermore, in some years, it may not be unusual for financially sound insurance companies to have several ratios with results outside the defined ranges.

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At December 31, 2013, two of our three insurance company subsidiaries had two IRIS ratios outside the defined ranges and one had just one ratio outside the defined range.

Employees

At December 31, 2013, we had approximately 1,100 employees. Our employees are not covered by any collective bargaining agreements.

Available Information

We file reports with the United States Securities and Exchange Commission (SEC), including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and other reports from time to time. The public may read and copy any materials filed with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington D.C. 20549. The public may obtain information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We are an electronic filer, and the SEC maintains an internet site at www.sec.gov that contains our reports, proxy and information statements, and other information filed electronically. The SEC website address is provided as an inactive textual reference only, and the information provided on the SEC website is not part of this report and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.

Internet Website

We maintain an internet website at the following address: www.acceptanceinsurance.com. The information on the Company s website is not incorporated by reference in this report. We make available on or through our website certain reports and amendments to those reports that we file with, or furnish to, the SEC in accordance with the Securities Exchange Act of 1934, as amended. These include our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, our current reports on Form 8-K, and any amendments to these reports. We make this information available on our website free of charge as soon as reasonably practicable after we electronically file the information with, or furnish it to, the SEC.

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Item 1A. Risk Factors

Investing in the Company involves risk. You should carefully consider the following risk factors, any of which could have a significant or material adverse effect on the Company. This information should be considered together with the other information contained in this report and in the other reports and materials filed by us with the SEC, as well as news releases and other information publicly disseminated by us from time to time.

Our business may be adversely affected by adverse economic conditions and other negative developments in the non-standard personal automobile insurance industry.

Substantially all of our gross premiums written are generated from sales of non-standard personal automobile insurance policies. As a result of our concentration in this line of business, negative developments in the economic, competitive or regulatory conditions affecting the non-standard personal automobile insurance industry and our customers could reduce our revenues, increase our expenses or otherwise have a material adverse effect on our results of operations and financial condition. Weak economic conditions, elevated unemployment levels, and low consumer confidence in the United States tend to result in fewer customers purchasing and maintaining non-standard personal automobile insurance policies and certain customers reducing their insurance coverage, which adversely impacts our revenues and profitability. Developments affecting the non-standard personal automobile insurance industry and our customers could have a greater effect on us compared with more diversified insurers that also sell other types of automobile insurance products or write other additional lines of insurance.

Our results may fluctuate as a result of cyclical changes in the non-standard personal automobile insurance industry.

The non-standard personal automobile insurance industry is cyclical in nature. Likewise, adverse economic conditions impact our customers and many will choose to reduce their coverage or go uninsured during a weak economy. Employment rates, sales of used vehicles, consumer confidence and other factors affect our customers purchasing habits. In the past, the industry has also been characterized by periods of price competition and excess capacity followed by periods of high premium rates and shortages of underwriting capacity. If new competitors enter the market, existing competitors may attempt to increase market share by lowering rates. Such conditions could lead to reduced prices, which would negatively impact our revenues and profitability. Given the cyclical nature of the industry and the economy, these conditions may negatively impact our revenues and profitability.

Due to our largely fixed cost structure, our profitability may decline if our sales volume declines significantly.

Our reliance on leased retail locations staffed by employee-agents results in a cost structure that has a high proportion of fixed costs as compared with other more traditional insurers. In times of increasing sales volume, our acquisition cost per policy decreases, improving our expense ratio, which we believe is one of the significant advantages of our business model. However, in times of declining sales volume, the opposite occurs. Decreases in our sales volume, without corresponding decreases in our costs, would adversely impact our results of operations and profitability.

Our loss and loss adjustment expenses may exceed our reserves, which would adversely impact our results of operations and financial condition.

We establish reserves for the estimated amount of claims under the terms of the insurance policies underwritten by our insurance company subsidiaries. The amount of the reserves is determined based on historical claims information, industry statistics and other factors. The establishment of appropriate reserves is an inherently uncertain process due to a number of factors, including the difficulty in predicting the frequency and severity of claims, the rate of inflation, changes in trends, ongoing interpretation of insurance policy provisions by courts, inconsistent decisions in lawsuits regarding coverage and broader theories of liability. Any changes in claims settlement practices can also lead to changes in loss payment patterns, which are used to estimate reserve levels. Our ability to accurately estimate our loss and loss adjustment expense reserves may be made more difficult by changes in our business, including entry into new markets, changes in sales practices, or changes in our customers purchasing habits. If our reserves prove to be inadequate, we will be required to increase our loss reserves and the amount of any such increase would reduce our income in the period that the deficiency is recognized. The historic development of reserves for loss and loss adjustment expenses may not necessarily reflect future trends in the development of these amounts. Consequently, our actual losses could materially exceed our loss reserves, which would have a material adverse effect on our results of operations and financial condition.

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Extra-contractual losses arising from bad faith claims could materially reduce our profitability.

In Florida and other states where we have substantial operations, the judicial climate, case law or statutory framework are often viewed as unfavorable toward an insurer in litigation brought against it by policyholders and third-party claimants. This tends to increase our exposure to extra-contractual losses, or monetary damages beyond policy limits, in what are known as bad faith claims, for which reinsurance may be unavailable. Such claims may result in losses which could have a material adverse effect on our results of operations and financial condition.

Our investment portfolio may suffer reduced returns or other-than-temporary impairment losses, which could reduce our profitability.

Our results of operations depend, in part, on the performance of our investment portfolio. At December 31, 2013, the majority of our investment portfolio was invested either directly or indirectly in marketable, investment-grade debt securities, and included U.S. government securities, municipal bonds, corporate bonds and collateralized mortgage obligations. Declines in interest rates over the past few years have reduced the available returns on the reinvestment of securities in the portfolio as they mature or are redeemed. However, as rates have declined, the fair value of debt securities has increased above its amortized cost resulting in unrealized gains and losses on debt securities. Such gains and losses are recognized in other comprehensive income (loss) and increase or decrease our stockholders equity. At December 31, 2013, the fair value of our investment portfolio exceeded the amortized cost by $3.4 million. An increase in interest rates could reduce the fair value of our investments in debt securities. At December 31, 2013, the impact of an immediate 100 basis point increase in market interest rates on our fixed maturities portfolio would have resulted in an estimated decrease in fair value of 4.3%, or approximately $5.2 million. Defaults by third parties who fail to pay or perform obligations could reduce our investment income and could also result in investment losses to our portfolio. See Critical Accounting Estimates Investments in Item 7 of this report and Note 3 to our consolidated financial statements regarding determination of other-than-temporary impairment losses on investment securities.

Our business may be adversely affected by negative developments in the states in which we operate.

We currently operate in 12 states located primarily in the Southeastern and Midwestern United States. For the year ended December 31, 2013, approximately 67% of our premiums earned were generated from insurance policies written in five states. Our revenues and profitability are affected by prevailing economic, demographic, regulatory, competitive and other conditions in the states in which we operate. Changes in any of these conditions could make it more costly or difficult for us to conduct business. Adverse regulatory developments, which could include reductions in the maximum rates permitted to be charged, restrictions on rate increases, fundamental changes to the design or implementation of the automobile insurance regulatory framework, or economic conditions that result in fewer customers purchasing or maintaining insurance (or purchasing or maintaining reduced coverages), could reduce our revenues, increase our expenses or otherwise have a material adverse effect on our results of operations and financial condition. These developments could have a greater effect on us, as compared with more diversified insurers that also sell other types of automobile insurance products, write other additional lines of insurance coverages or whose premiums are not concentrated in a single line of insurance.

Our business is highly competitive, which may make it difficult for us to market our core products effectively and profitably.

The non-standard personal automobile insurance business is highly competitive. Our primary insurance company competition comes not only from national insurance companies or their subsidiaries, but also from non-standard insurers and independent agents that operate in a specific region or single state in which we also operate. Some of our competitors have substantially greater financial and other resources than we do, and they may offer a broader range of products or competing products at lower prices, and may offer products through multiple distribution channels. Our revenues, profitability and financial condition could be materially adversely affected if we are required to decrease or are unable to increase prices to stay competitive, or if we do not successfully retain our current customers and attract new customers.

In addition, innovation by competitors or other market participants may increase the level of competition in the industry. This can include product, pricing, or marketing innovations, new or improved services, technology advances, or new modes of doing business that enhance the customer s ability to shop and compare prices from multiple companies, among other initiatives. Our ability to react to such advances and navigate the new competitive environment is important to our success.

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Our ability to attract, develop, and retain talented employees, managers, and executives, and to maintain appropriate staffing levels, is critical to our success.

Our success depends on our ability to attract, develop, and retain talented employees, including executives, other key managers and employee-agents. Our loss of certain key employees, or the failure to attract and develop talented new executives and managers, could have a materially adverse effect on our business. In addition, we must forecast volume and other factors in changing business environments with reasonable accuracy and adjust our hiring and training programs and employment levels accordingly. Our failure to recognize the need for such adjustments, or our failure or inability to react appropriately on a timely basis, could lead either to over-staffing (which would adversely affect our cost structure) or under-staffing (impairing our ability to service our business) in one or more locations. In either such event, our financial results, customer relationships, and brand could be materially adversely affected.

Pricing, claim and coverage issues and class action litigation are continually emerging in the automobile insurance industry, and these issues could adversely impact our revenues, profitability, or our methods of doing business.

As automobile insurance industry practices and regulatory, judicial and consumer conditions change, litigation and unexpected and unintended issues related to claims, coverages and business practices may emerge. These issues can have an adverse effect on our business by subjecting us to liability, changing the way we price and market our products, extending coverage beyond our underwriting intent, requiring us to obtain additional licenses or increasing the size of claims. Examples of some issues include:

- concerns over the use of an applicant s credit score or zip code as a factor in making risk selections and pricing decisions;

- plaintiffs targeting automobile insurers in putative class action litigation relating to sales and marketing practices and claims-handling practices, such as total loss evaluation methodology, the use of aftermarket (non-original equipment manufacturer) parts and the alleged diminution in value to insureds vehicles involved in accidents; and

- consumer groups lobbying state legislatures to regulate and require separate licenses for individuals and companies engaged in the sale of ancillary products or services.

The effects of these and other unforeseen emerging issues could subject us to liability or negatively affect our revenues, profitability, or our methods of doing business.

Our business may be adversely affected if we do not underwrite risks accurately and charge adequate rates to policyholders.

Our financial condition, cash flows, and results of operations depend on our ability to underwrite and set rates accurately for a full spectrum of risks. The role of the pricing function is to ensure that rates are adequate to generate sufficient premium to pay losses, loss adjustment expenses, and underwriting expenses, and to earn a profit. Pricing involves the acquisition and analysis of historical accident and loss data, and the projection of future accident trends, loss costs and expenses, and inflation trends, among other factors, for each of our products and in many different markets. As a result, our ability to price accurately is subject to a number of risks and uncertainties, including, without limitation:

- the availability of sufficient reliable data;
- uncertainties inherent in estimates and assumptions, generally;
- our ability to conduct a complete and accurate analysis of available data;
- our ability to timely recognize changes in trends and to predict both the severity and frequency of future losses with reasonable accuracy;
- our ability to predict changes in certain operating expenses with reasonable accuracy;
- the development, selection, and application of appropriate rating formulae or other pricing methodologies;
- our ability to innovate with new pricing strategies, and the success of those innovations;
- our ability to implement rate changes and obtain any required regulatory approvals on a timely basis;
- our ability to predict policyholder retention accurately;

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- unanticipated court decisions, legislation, or regulatory action;
- the occurrence and severity of catastrophic events, such as hurricanes, hail storms, other severe weather, and terrorist events;
- our understanding of the impact of ongoing changes in our claim settlement practices; and
- changing driving patterns.

The realization of one or more of such risks may result in our pricing being based on inadequate or inaccurate data or inappropriate analyses, assumptions, or methodologies, and may cause us to estimate incorrectly future changes in the frequency or severity of claims. As a result, we could underprice risks, which would negatively affect our underwriting profit margins, or we could overprice risks, which could reduce our volume and competitiveness. In either event, our operating results, financial condition, and cash flows could be materially adversely affected. In addition, underpricing insurance policies over time could erode the surplus of one or more of our insurance subsidiaries, constraining our ability to write new business.

Our results are dependent on our ability to adjust claims accurately.

We must accurately evaluate and pay claims that are made under our insurance policies. Many factors can affect our ability to pay claims accurately, including the training, experience, and skill of our claims representatives, the extent of and our ability to recognize fraudulent or inflated claims, the effectiveness of our management, and our ability to develop or select and implement appropriate procedures, technologies, and systems to support our claims functions. Our failure to pay claims fairly, accurately, and in a timely manner, or to deploy claims resources appropriately, could result in unanticipated costs to us, lead to material litigation, undermine customer goodwill and our reputation in the marketplace, and impair our brand image and, as a result, materially adversely affect our competitiveness, financial results, prospects, and liquidity.

Our insurance company subsidiaries are subject to regulatory restrictions on paying dividends to our holding company.

Our holding company may in the future, rely in part, on receiving dividends from the insurance company subsidiaries to pay its obligations. State insurance laws limit the ability of our insurance company subsidiaries to pay dividends and require our insurance company subsidiaries to maintain specified minimum levels of statutory capital and surplus. These restrictions affect the ability of our insurance company subsidiaries to pay dividends to our holding company and may require our subsidiaries to obtain the prior approval of regulatory authorities, which could slow the timing of such payments or reduce the amount that can be paid. The limits on the amount of dividends that can be paid by our insurance company subsidiaries may affect the ability of our holding company to pay its obligations. The current dividend-paying ability of the insurance company subsidiaries is discussed in Note 18 to our consolidated financial statements.

Our ability to use net operating loss carryforwards to reduce tax payments may be limited by applicable law.

Based on our calculations and in accordance with the rules stated in the Internal Revenue Code of 1986, as amended (the Code), we do not believe that any ownership change, as defined in Section 382 of the Code, has occurred with respect to our historical net operating losses (NOLs) and accordingly we believe that there are no annual limitations under Section 382 of the Code on our ability to use NOLs to reduce our taxable income. However, if such a change did occur, there would be no impact on the consolidated financial statements due to the current full valuation allowance on deferred tax assets.

Regardless of whether an ownership change occurs, the carryforward period for NOLs is 20 years from the year in which the losses giving rise to the NOLs were incurred. The most recent losses that gave rise to our current NOLs were incurred in 2012 and will expire in 2032. If the carryforward period for any NOL were to expire before that NOL had been fully utilized, the use of the unutilized portion of that NOL would be permanently prohibited. Our use of new NOLs arising after the date of an ownership change would not be affected by the Section 382 limitation, unless there was an additional ownership change after those new NOLs arose.

It is impossible for us to state that an ownership change will not occur in the future. Limitations imposed by Code Section 382 may limit our ability to issue additional stock to raise capital or acquire businesses. We may decide in the future that it is necessary or in our interest to take certain actions that could result in an ownership change.

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Our insurance company subsidiaries are subject to statutory capital and surplus requirements and other standards, and their failure to meet these requirements or standards could subject them to regulatory actions.

Our insurance company subsidiaries are subject to RBC standards and other minimum statutory capital and surplus requirements imposed under the laws of their respective states of domicile. The RBC standards, which are based upon the RBC Model Act adopted by the NAIC, require our insurance company subsidiaries to annually report their results of RBC calculations to the state departments of insurance and the NAIC.

Failure to meet applicable RBC requirements or minimum statutory capital and surplus requirements could subject our insurance company subsidiaries to further examination or corrective action imposed by state regulators, including limitations on their writing of additional business, state supervision or even liquidation. Any changes in existing RBC standards or minimum statutory capital and surplus requirements may require our insurance company subsidiaries to increase their statutory capital and surplus levels, which they may be unable to do. These calculations are performed on a calendar year basis, and at December 31, 2013, our insurance company subsidiaries maintained RBC levels in excess of an amount that would require any corrective actions on their part.

State regulators also screen and analyze the financial condition of insurance companies using the NAIC IRIS system. As part of IRIS, the NAIC database generates key financial ratio results obtained from an insurer s annual statutory statements. A ratio result falling outside the defined range of IRIS ratios may result in further examination by a state regulator to determine if corrective action is necessary. At December 31, 2013, each of our three insurance company subsidiaries had IRIS ratios outside the defined ranges. We cannot assure you that regulatory authorities will not conduct any such examination of the financial condition of our insurance company subsidiaries, or of the outcome of any such investigation. See Business Regulatory Environment in Item 1 of this report.

We rely on our information technology and communication systems, and the failure of these systems could materially adversely affect our business.

Our business is highly dependent on the proprietary integrated technology systems that enable timely and efficient communication and data sharing among the various segments of our integrated operations. These systems are used in all our operations, including price quotation, policy issuance, customer service, underwriting, claims, accounting, and communications. We have a technical staff that develops, maintains and supports all elements of our technology infrastructure. However, disruption of power systems or communication systems or any failure of our systems could result in deterioration in our ability to respond to customers requests, write and service new business, and process claims in a timely manner. We believe we have appropriate types and levels of insurance to protect our real property, systems, and other assets. However, insurance does not provide full reimbursement for all losses, both direct and indirect, that may result from an event affecting our information technology and communication systems.

Severe weather conditions and other catastrophes may result in an increase in the number and amount of claims filed against us.

Our business is exposed to the risk of severe weather conditions and other catastrophes. Catastrophes can be caused by various events, including natural events, such as severe winter weather, hurricanes, tornados, windstorms, earthquakes, hailstorms, thunderstorms and fires, and other events, such as explosions, terrorist attacks and riots. The incidence and severity of catastrophes and severe weather conditions are inherently unpredictable. Severe weather conditions generally result in more automobile accidents and damage, leading to an increase in the number of claims filed and/or the amount of compensation sought by claimants.

A single stockholder has significant control over us, and his interests may differ from yours.

A single stockholder, Gerald J. Ford, our former Chairman of the Board and father of our current Chairman, controls approximately 59% of our outstanding common stock. Mr. Ford has the power to control the election and removal of our directors. Mr. Ford would also have significant control over other matters requiring stockholder approval, including the approval of major corporate transactions and proposed amendments to our certificate of incorporation. This concentration of ownership may delay or prevent a change in control of the Company, as well as frustrate attempts to replace or remove current management, even when a change may be in the best interests of our other stockholders. Furthermore, the interests of Mr. Ford may not always coincide with the interests of the Company or other stockholders.

We may have difficulties in managing any expansion through new markets, products or distribution methods.

Our future growth plans may include expanding into new states or introducing additional insurance products or distribution methods. In order to grow our business successfully, we must apply for and maintain necessary licenses, properly design and price our products and identify, hire and train new employees. Our expansion would also place significant demands on our existing management, operations, systems, accounting, internal controls and financial resources. Any failure by us to manage growth and to respond to changes in our business could have a material adverse effect on our business, financial condition and results of operations.

We and our subsidiaries are subject to comprehensive regulation and supervision that may restrict our ability to earn profits.

We and our subsidiaries are subject to comprehensive regulation and supervision by the insurance departments in the states where our subsidiaries are domiciled and where our subsidiaries sell insurance and ancillary products, issue policies and handle claims. Certain regulatory restrictions and prior approval requirements may affect our subsidiaries ability to operate, change their operations or obtain necessary rate adjustments in a timely manner or may increase our costs and reduce profitability.

Among other things, regulation and supervision of us and our subsidiaries extends to:

Required Licensing. We and our subsidiaries operate under licenses issued by various state insurance authorities. These licenses govern, among other things, the types of insurance coverages, agency and claims services and motor club products that we and our subsidiaries may offer consumers in the particular state. If a regulatory authority denies or delays granting any such license, our ability to enter new markets or offer new products could be substantially impaired.

Transactions Between Insurance Companies and Their Affiliates. Our insurance company subsidiaries are organized and domiciled under the insurance statutes of Texas, Georgia and Tennessee. The insurance laws in these states provide that all transactions among members of an insurance holding company system must be done at arm s length and shown to be fair and reasonable to the regulated insurer. Transactions between our insurance company subsidiaries and other subsidiaries generally must be disclosed to the state regulators, and prior approval of the applicable regulator generally is required before any material or extraordinary transaction may be consummated. State regulators may refuse to approve or delay approval of such a transaction, which may impact our ability to innovate or operate efficiently.

Regulation of Rates and Policy Forms. The insurance laws of most states in which our insurance company subsidiaries operate require insurance companies to file premium rate schedules and policy forms for review and approval. State insurance regulators have broad discretion in judging whether our rates are adequate, not excessive and not unfairly discriminatory. The speed at which we can change our rates in response to market conditions or increasing costs depends, in part, on the method by which the applicable state s rating laws are administered. Generally, state insurance regulators have the authority to disapprove our requested rates. If as permitted in some states, we begin using new rates before they are approved, we may be required to issue premium refunds or credits to our policyholders if the new rates are ultimately disapproved by the applicable state regulator. In some states, there has been pressure in past years to reduce premium rates for automobile and other personal insurance or to limit how often an insurer may request increases for such rates. In states where such pressure is applied, our ability to respond to market developments or increased costs in that state may be adversely affected.

Investment Restrictions. Our insurance company subsidiaries are subject to state laws and regulations that require diversification of their investment portfolios and that limit the amount of investments in certain categories. Failure to comply with these laws and regulations would cause non-conforming investments to be treated as non-admitted assets for purposes of measuring statutory surplus and, in some instances, would require divestiture. If a non-conforming asset is treated as a non-admitted asset, it would lower the affected subsidiary s surplus and thus, its ability to write additional premiums and pay dividends.

Restrictions on Cancellation, Non-Renewal or Withdrawal. Many states have laws and regulations that limit an insurer s ability to exit a market. For example, certain states limit an automobile insurer s ability to cancel or not renew policies. Some states prohibit an insurer from withdrawing from one or more lines of business in the state, except pursuant to a plan approved by the state insurance department. The state insurance department may disapprove a plan that may lead to market disruption. These laws and regulations that limit cancellations and non-renewals and that subject business withdrawals to prior approval restrictions could limit our ability to exit unprofitable markets or discontinue unprofitable products in the future.

Our success depends partly on our ability to efficiently manage complexity in our business operations.

The fast pace of change and innovation in our business, combined with ongoing technological, regulatory, and other developments, results in significant levels of complexity in our products and in the systems and processes we use to run our business. The complexity may create a barrier to implementing certain new ideas, and may lead to the increased possibility of error in executing our business strategies, as well as difficult management decisions regarding the allocation of available resources (such as information technology resources) for multiple potential initiatives or projects. Our inability to manage this complexity effectively, to bring new ideas to market, to allocate and prioritize appropriately our resources, or to prevent errors could result in substantially increased costs, liability to third parties, regulatory investigations and sanctions, poor customer experiences, and damage to our brand.

Provisions in our certificate of incorporation and bylaws may prevent a takeover or a change in management that you may deem favorable.

Our certificate of incorporation and bylaws contain the following provisions that could prevent or inhibit a third party from acquiring us:

- the requirement that only stockholders owning at least one-third of the outstanding shares of our common stock may call a special stockholders meeting; and

- the requirement that stockholders owning at least two-thirds of the outstanding shares of our common stock must approve any amendment to our certificate of incorporation provisions concerning the ability to call special stockholders meetings.

Under our certificate of incorporation, we may issue shares of preferred stock on terms that are unfavorable to the holders of our common stock. The issuance of shares of preferred stock could also prevent or inhibit a third party from acquiring us. The existence of these provisions could depress the price of our common stock, could delay or prevent a takeover attempt or could prevent attempts to replace or remove incumbent management.

Our failure to maintain security to prevent unauthorized access to confidential electronic information could result in a data breach that may negatively impact our business.

We are dependent upon automated information technology processes. A portion of our business operations is conducted over the Internet which increases the risk of improper third party attacks that could cause system failures and disruptions of operations. In addition, any failure to maintain the security of confidential information belonging to our customers could put us at a competitive disadvantage, result in a loss of customers confidence in us, and subject us to potential liabilities resulting from litigation, fines and penalties, which could have a material adverse effect on our results of operations and financial condition.

Improper third party attacks may also result in a breach of our card and bank payment processes. Such breaches could cause interruptions to our operations, damage to our reputation and our customers willingness to purchase insurance from us, and subject us to additional potential liabilities resulting from litigation, fines and penalties, which could have a material adverse effect on our results of operations and financial condition.

We may write-off intangible assets.

As a result of purchase accounting from a business combination transaction, our consolidated balance sheet at December 31, 2013 contained intangible assets designated as other identifiable intangible assets totaling $4.8 million. On an ongoing basis, we evaluate whether facts and circumstances indicate any impairment of value of intangible assets. As circumstances change, we cannot assure you that the value of these intangible assets will be realized by us. If we determine that a material impairment has occurred, we will be required to write-off the impaired portion of intangible assets, which could have a material adverse effect on our results of operations in the period in which the write-off occurs.

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Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We lease office space in Nashville, Tennessee for our corporate offices, claims, customer service and data center (approximately 53,000 square feet). We also lease office space for our regional claims office in Tampa, Florida and for our regional claims office and customer service center in Chicago, Illinois. Our retail locations are all leased and typically are located in storefronts in retail shopping centers, and each location typically contains approximately 1,000 square feet of space. See Note 8 to our consolidated financial statements for further information about our leases.

Item 3. Legal Proceedings

We and our subsidiaries are named from time to time as defendants in various legal actions that are incidental to our business, including those which arise out of or are related to the handling of claims made in connection with our insurance policies and claims handling. The plaintiffs in some of these lawsuits have alleged bad faith or extra-contractual damages, and some have sought punitive damages or class action status. We believe that the resolution of these legal actions will not have a material adverse effect on our financial condition or results of operations. However, the ultimate outcome of these matters is uncertain. See Note 16 to our consolidated financial statements for further information about legal proceedings.

Item 4. Mine Safety Disclosures

None.

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PART II

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

Market Information

Our common stock is currently listed on the New York Stock Exchange under the symbol FAC. The following table sets forth quarterly high and low sales prices for our common stock for the periods indicated. All price quotations represent prices between dealers, without accounting for retail mark-ups, mark-downs or commissions, and may not represent actual transactions.

	Price Range	
	High	**Low**
Year Ended December 31, 2012		
First Quarter	$ 1.49	$ 1.13
Second Quarter	1.61	1.14
Third Quarter	1.31	1.05
Fourth Quarter	1.33	1.01
Year Ended December 31, 2013		
First Quarter	$ 1.40	$ 1.13
Second Quarter	1.92	1.12
Third Quarter	2.24	1.52
Fourth Quarter	2.29	1.45

The closing price of our common stock on March 3, 2014 was $2.59.

Holders

According to the records of our transfer agent, there were approximately 395 holders of record of our common stock on March 3, 2014, including record holders such as banks and brokerage firms who hold shares for beneficial holders, and 40,980,606 shares of our common stock were outstanding.

Dividends

We paid no dividends during the two most recent years. We have no specific plans to pay cash dividends in the future. Any future determination to pay dividends will be at the discretion of our Board of Directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and contractual restrictions.

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Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information regarding repurchases by us of our common stock during the periods indicated. We repurchased 1,060 shares from employees during the three months ended December 31, 2013 to cover payroll withholding taxes in connection with the vesting of restricted common stock.

Period Beginning	Period Ending	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2013	October 31, 2013				
November 1, 2013	November 30, 2013	1,060	$ 1.76		
December 1, 2013	December 31, 2013				
Total		1,060	$ 1.76		

Item 6. Selected Financial Data

The following tables provide selected historical consolidated financial and operating data of the Company at the dates and for the periods indicated. In conjunction with the data provided in the following tables and in order to more fully understand our historical consolidated financial and operating data, you should also read our Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the accompanying notes included in this report. On November 15, 2011, our Board of Directors approved a change in fiscal year end from June 30 to December 31, effective December 31, 2011. As a result of this change, this Annual Report on Form 10-K includes financial information for the six-month transition period from July 1, 2011 to December 31, 2011 (the Transition Period) and the years ended December 31, 2013 and 2012. The comparative financial information provided for the six months ended December 31, 2010 and the year ended December 31, 2011 presented below is unaudited and includes all normal recurring adjustments necessary for a fair statement of the results for the respective period. We derived our selected historical consolidated financial data at December 31, 2013 and 2012 and for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011 from our consolidated financial statements included in this report. We derived our selected historical consolidated financial data at June 30, 2011, 2010, and 2009 and for the years ended June 30, 2010 and 2009 from our consolidated financial statements which are not included in this report. The results for past periods are not necessarily indicative of the results to be expected for any future period.

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	Year Ended December 31,			Six Months Ended December 31,		Year Ended June 30,		
	2013	2012	2011	2011	2010	2011	2010	2009
	(in thousands, except per share data)							
Statement of Operations Data:								
Revenues:								
Premiums earned	$ 199,700	$ 185,644	$ 167,224	$ 80,637	$ 86,454	$ 173,041	$ 187,046	$ 224,113
Commission and fee income	35,125	32,574	29,911	14,769	14,341	29,483	28,852	31,759
Investment income	5,716	6,599	8,064	3,930	4,261	8,395	7,958	9,504
Net realized gains (losses) on investments, available-for-sale	(29)	3,242	(161)	(232)	(256)	(185)	(683)	89
	240,512	228,059	205,038	99,104	104,800	210,734	223,173	265,465
Costs and expenses:								
Losses and loss adjustment expenses	142,839	148,223	129,525	65,753	65,395	129,167	126,995	149,277
Insurance operating expenses	82,822	82,127	79,075	38,154	36,901	77,822	79,833	87,124
Other operating expenses	987	922	1,185	494	678	1,369	2,233	1,307
Litigation settlement			(4)		(5)	(9)	(361)	1,570
Stock-based compensation	243	604	804	171	365	998	1,048	2,053
Depreciation and amortization	2,053	2,203	1,415	751	941	1,605	2,013	1,910
Interest expense	1,738	3,025	3,928	1,980	1,982	3,930	3,931	4,138
Goodwill and intangible assets impairment			73,524	21,090		52,434		67,990
	230,682	237,104	289,452	128,393	106,257	267,316	215,692	315,369
Income (loss) before income taxes	9,830	(9,045)	(84,414)	(29,289)	(1,457)	(56,582)	7,481	(49,904)
	650	(5)	105	148	241	198	441	18,396

Provision (benefit) for income taxes [1]								
Net income (loss)	$ 9,180	$ (9,040)	$ (84,519)	$ (29,437)	$ (1,698)	$ (56,780)	$ 7,040	$ (68,300)
Per Share Data:								
Net income (loss) per share:								
Basic	$ 0.22	$ (0.22)	$ (1.76)	$ (0.62)	$ (0.04)	$ (1.18)	$ 0.15	$ (1.43)
Diluted	$ 0.22	$ (0.22)	$ (1.76)	$ (0.62)	$ (0.04)	$ (1.18)	$ 0.15	$ (1.43)
Number of shares used to calculate net income (loss) per share:								
Basic	40,930	40,861	47,979	47,707	48,087	48,171	47,961	47,664
Diluted	41,092	40,861	47,979	47,707	48,087	48,171	48,418	47,664

		December 31,			**June 30,**	
	2013	**2012**	**2011**	**2011**	**2010**	**2009**
Balance Sheet Data:						
Cash and invested assets	$ 209,794	$ 198,150	$ 196,576	$ 216,120	$ 222,734	$ 217,512
Total assets	273,707	262,303	256,233	295,255	355,263	357,837
Loss and loss adjustment expense reserves	84,286	79,260	69,436	68,424	73,198	83,973
Notes and debentures payable	40,301	40,261	40,221	40,201	40,161	40,121
Total liabilities	196,775	189,510	173,504	173,027	178,073	197,981
Total stockholders equity	76,932	72,793	82,729	122,228	177,190	159,856
Book value per common share	$ 1.88	$ 1.78	$ 2.02	$ 2.52	$ 3.65	$ 3.31

(1) The year ended June 30, 2009 includes an increase in the tax provision of $15.3 million related to the goodwill impairment charge of $68.0 million, and a tax benefit of $5.1 million related to the utilization of federal net operating loss (NOL) carryforwards that were previously reserved for through a valuation allowance.

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

The following discussion should be read in conjunction with our consolidated financial statements and accompanying notes included in this report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this report, particularly under the caption Item 1A. Risk Factors.

Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements made in this report, other than statements of historical fact, are forward-looking statements. You can identify these statements from our use of the words may, should, could, potential, continue, plan, forecast, estimate, project, believe, expect, target, is likely, will, or the negative of these terms and similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include, among other things statements and assumptions relating to:

- our future growth, income (loss), income (loss) per share and other financial performance measures;
- the anticipated effects on our results of operations or financial condition from recent and expected developments or events;
- the financial condition of, and other issues relating to the strength of and liquidity available to, issuers of securities held in our investment portfolio;
- the accuracy and adequacy of our loss reserving methodologies; and
- our business and growth strategies.

We believe that our expectations are based on reasonable assumptions. However, these forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results to differ materially from our expectations of future results, performance or achievements expressed or implied by these forward-looking statements. In addition, our past results of operations do not necessarily indicate our future results. We discuss these and other uncertainties in Risk Factors in Item 1A, as well as other sections, of this report.

You should not place undue reliance on any forward-looking statements. These statements speak only as of the date of this report. Except as otherwise required by applicable laws, we undertake no obligation to publicly update or revise any forward-looking statements or the risk factors described in this report, whether as a result of new information, future events, changed circumstances or any other reason after the date of this report.

General

We are principally a retailer, servicer and underwriter of non-standard personal automobile insurance. We also own two tracts of land in San Antonio, Texas that are held for sale. Non-standard personal automobile insurance is made available to individuals because of their inability or unwillingness to obtain standard insurance coverage due to various factors, including payment history, payment preference, and failure in the past to maintain continuous insurance coverage, driving record and/or vehicle type.

At March 4, 2014, we leased and operated 356 retail locations (or stores) staffed by employee-agents who primarily sell non-standard personal automobile insurance products underwritten by us as well as certain commissionable ancillary products. In most states, our employee-agents also sell a complementary insurance product providing personal property and liability coverage for renters underwritten by us. In addition, during the year ended December 31, 2013, select retail locations in highly competitive markets in Illinois and Texas began offering non-standard personal automobile insurance serviced and underwritten by other third-party insurance carriers. At March 4, 2014, we wrote non-standard personal automobile insurance in 12 states and were licensed in 13 additional states.

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The following table shows the number of our retail locations. Retail location counts are based upon the date that a location commenced or ceased writing business.

	Year Ended December 31,	
	2013	**2012**
Retail locations beginning of period	369	382
Opened		
Closed	(9)	(13)
Retail locations end of period	360	369

The following table shows the number of our retail locations by state.

	December 31,		
	2013	**2012**	**2011**
Alabama	24	24	24
Florida	30	30	30
Georgia	60	60	60
Illinois	61	63	67
Indiana	17	17	17
Mississippi	7	7	8
Missouri	11	11	12
Ohio	27	27	27
Pennsylvania	16	16	16
South Carolina	25	26	26
Tennessee	19	19	20
Texas	63	69	75
Total	360	369	382

Change in Fiscal Year

On November 15, 2011, our Board of Directors approved a change in fiscal year end from June 30 to December 31, effective December 31, 2011. Unless otherwise noted, all references to years or fiscal refer to the twelve-month fiscal year, which prior to July 1, 2011 ended on June 30, and beginning with December 31, 2012 ends on December 31 of each year. The comparative financial information provided for the six months ended December 31, 2010 and the year ended December 31, 2011 is unaudited and includes all normal recurring adjustments necessary for a fair statement of the results for the respective period.

Consolidated Results of Operations

Overview

Our primary focus is the selling, servicing and underwriting of non-standard personal automobile insurance. Our real estate and corporate segment consists of activities related to the disposition of real estate held for sale, interest expense associated with debt, and other general corporate overhead expenses.

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The following table presents selected financial data for our insurance operations and real estate and corporate segments (in thousands).

	Year Ended December 31,		
	2013	**2012**	**2011**
Revenues:			
Insurance	$ 240,460	$ 227,966	$ 204,916
Real estate and corporate	52	93	122
Consolidated total	$ 240,512	$ 228,059	$ 205,038
Income (loss) before income taxes:			
Insurance	$ 12,748	$ (4,588)	$ (78,623)
Real estate and corporate	(2,918)	(4,457)	(5,791)
Consolidated total	$ 9,830	$ (9,045)	$ (84,414)

Our insurance operations generate revenues primarily from selling, servicing and underwriting non-standard personal automobile insurance policies and related products in 12 states. We conduct our underwriting operations through three insurance company subsidiaries: First Acceptance Insurance Company, Inc., First Acceptance Insurance Company of Georgia, Inc. and First Acceptance Insurance Company of Tennessee, Inc. Our insurance revenues are primarily generated from:

- premiums earned, including policy and renewal fees, from sales of policies written and assumed by our insurance company subsidiaries;
- commission and fee income, including installment billing fees on policies written, agency fees and commissions and fees for other ancillary products and policies sold on behalf of third-party insurance carriers; and
- investment income earned on the invested assets of the insurance company subsidiaries.

The following table presents gross premiums earned by state (in thousands). Driven by improvements in sales execution, a higher percentage of full coverage policies sold and rate increases taken in most states, net premiums earned for the year ended December 31, 2013 increased 8% compared with the same period in the prior year. The changes in premiums earned in Illinois and Texas for the year ended December 31, 2013 were adversely impacted by the increase in policies sold on behalf of third party carriers which generate commission and fee income rather than premiums earned.

	Year Ended December 31,		
	2013	2012	2011
Premiums earned:			
Georgia	$ 37,957	$ 38,500	$ 36,002
Florida	30,517	26,744	19,667
Texas	24,051	22,481	21,912
Alabama	20,978	17,157	16,185
Illinois	20,200	21,896	21,784
Ohio	18,225	15,788	13,752
South Carolina	15,301	12,637	9,811
Tennessee	12,334	11,819	10,415
Pennsylvania	8,624	8,301	8,409
Indiana	5,218	4,703	4,382
Missouri	3,778	3,172	2,630
Mississippi	2,718	2,638	2,456
Total gross premiums earned	199,901	185,836	167,405
Premiums ceded	(201)	(192)	(181)
Total net premiums earned	$ 199,700	$ 185,644	$ 167,224

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The following table presents the change in the total number of policies in force (PIF) for the insurance operations, including policies underwritten on behalf of third party carriers. PIF increase as a result of new policies issued and decrease as a result of policies that are canceled or expire and are not renewed. At December 31, 2013, PIF was 4.5% higher than at the same date in the prior year.

	Year Ended December 31,		
	2013	2012	2011
Policies in force beginning of period	147,500	141,862	144,582
Net increase (decrease) during period	6,683	5,638	(2,720)
Policies in force end of period	154,183	147,500	141,862

Insurance companies present a combined ratio as a measure of their overall underwriting profitability. The components of the combined ratio are as follows.

Loss Ratio - Loss ratio is the ratio (expressed as a percentage) of losses and loss adjustment expenses incurred to premiums earned and is a basic element of underwriting profitability. We calculate this ratio based on all direct and assumed premiums earned, net of ceded reinsurance.

Expense Ratio - Expense ratio is the ratio (expressed as a percentage) of insurance operating expenses to net premiums earned. Insurance operating expenses are reduced by commission and fee income from insureds. This is a measurement that illustrates relative management efficiency in administering our operations.

Combined Ratio - Combined ratio is the sum of the loss ratio and the expense ratio. If the combined ratio is at or above 100%, an insurance company cannot be profitable without sufficient investment income.

The following table presents the loss, expense and combined ratios for our insurance operations.

	Year Ended December 31,		
	2013	2012	2011
Loss	71.5%	79.8%	77.5%
Expense	23.9%	26.7%	29.4%
Combined	95.4%	106.5%	106.9%

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Operational Initiatives

Since the beginning of 2012, we renewed our focus on improving the customer experience and value through several initiatives. Through February 2014, our progress has included:

- investment in our sales organization to improve the quality and consistency of the customer experience in our retail stores;
- continued development and consolidation of our Acceptance brand;
- investment in rebranding our store fronts and refurbishing our store interiors;
- development of electronic signature capabilities, thereby enabling most customers to receive quotes and bind policies over the phone and through our website;
- development of a consumer-based website that reflects our branding strategy, improves the customer experience, and allows for full-service capabilities including quoting, binding and receiving payments;
- launch of our trial implementation of sales of third party carrier automobile insurance in select Illinois and Texas locations where pricing is highly competitive;
- development of an internet-specific sales strategy to drive quote traffic to our website, including the release of a mobile platform that puts the full range of our services into the broad spectrum of handheld devices; including mobile phones and tablets;
- expansion of our call center processes and people in order to better support our phone sales efforts; and
- launch of the sales of a complementary term life insurance product through select retail stores.

Moving forward, we continue to believe that our retail stores are the foundation of our business, providing an opportunity for us to directly interact with our customers on a regular basis. We also recognize that customer preferences have changed and that we need to adapt to meet those needs. For that reason, we will continue to invest in our people, retail stores, website and call center initiatives, and our customer interaction efforts in order to improve the customer experience. Our current initiatives include:

expansion of our potential customer base through enhancements to our insurance products;

continued investment and refinement of our internet-specific sales strategy;

continued investment and development of our website s full-service capabilities; and

continued assessment and possible expansion of sales of third party carrier auto insurance and use of alternative insurance products in select locations where pricing is highly competitive.

Investments

We use the services of an independent investment manager to manage our investment portfolio. The investment manager conducts, in accordance with our investment policy, all of the investment purchases and sales for our insurance company subsidiaries. Our investment policy has been established by the Investment Committee of our Board of Directors and specifically addresses overall investment goals and objectives, authorized investments, prohibited securities, restrictions on sales by the investment manager and guidelines as to asset allocation, duration and credit quality. Management and the Investment Committee meet regularly with our investment manager to review the performance of the portfolio and compliance with our investment guidelines.

The invested assets of the insurance company subsidiaries consist substantially of marketable, investment grade debt securities, and include U.S. government securities, municipal bonds, corporate bonds, mutual funds and collateralized mortgage obligations (CMOs), in addition to some recent investments made into limited partnership interests. Investment income is comprised primarily of interest earned on these securities, net of related investment expenses. Realized gains and losses may occur from time to time as changes are made to our holdings based upon changes in interest rates or the credit quality of specific securities.

The value of our consolidated available-for-sale investment portfolio was $130.2 million at December 31, 2013 and consisted of fixed maturity securities and investments in mutual funds, all carried at fair value with unrealized gains and losses reported as a separate component of stockholders equity. At December 31, 2013, we had gross unrealized gains of $5.7 million and gross unrealized losses of $2.3 million in our consolidated investments available-for-sale portfolio.

At December 31, 2013, 93% of the fair value of our fixed maturity portfolio was rated investment grade (a credit rating of AAA to BBB-) by nationally recognized statistical rating organizations. Investment grade

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securities generally bear lower yields and have lower degrees of risk than those that are unrated or non-investment grade. We believe that a high quality investment portfolio is more likely to generate a stable and predictable investment return.

Investments in CMOs had a fair value of $16.1 million at December 31, 2013 and represented 13% of our fixed maturity portfolio. At December 31, 2013, 67% of our CMOs were considered investment grade by nationally recognized statistical rating agencies and 47% were backed by agencies of the United States government.

The following table summarizes our investment securities at December 31, 2013 (in thousands).

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agencies	$ 12,006	$ 495	$ (16)	$ 12,485
State	697	39		736
Political subdivisions	601	11		612
Revenue and assessment	14,050	619	(11)	14,658
Corporate bonds	73,461	2,127	(2,263)	73,325
Collateralized mortgage obligations:				
Agency backed	7,113	401		7,514
Non-agency backed residential	4,181	480	(1)	4,660
Non-agency backed commercial	3,363	580		3,943
Redeemable preferred stock	1,500	78		1,578
Total fixed maturities, available-for-sale	116,972	4,830	(2,291)	119,511
Mutual fund, available-for-sale	9,901	836		10,737
	$ 126,873	$ 5,666	$ (2,291)	$ 130,248

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Year Ended December 31, 2013 Compared with the Year Ended December 31, 2012

Consolidated Results

Revenues for the year ended December 31, 2013 increased 5% to $240.5 million from $228.1 million in the prior year. Income before income taxes for the year ended December 31, 2013 was $9.8 million, compared with loss before income taxes of $9.0 million for the year ended December 31, 2012. The income before income taxes for the year ended December 31, 2013 included favorable development of $3.0 million for losses occurring in prior fiscal years, while the loss before income taxes for the same period in the prior year included the recognition of a net realized gain on investments of $3.2 million, or $0.08 per share on a diluted basis, and unfavorable development of $4.0 million for losses occurring in prior fiscal years. Net income for the year ended December 31, 2013 was $9.2 million, compared with net loss of $9.0 million for the year ended December 31, 2012. Basic and diluted net income per share were $0.22, for the year ended December 31, 2013, compared with basic and diluted net loss per share of $0.22 for the same period in the prior year.

Insurance Operations

Revenues from insurance operations were $240.5 million for the year ended December 31, 2013, compared with $228.0 million for the year ended December 31, 2013. Income before income taxes from insurance operations for the year ended December 31, 2013 was $12.7 million, compared with loss before income taxes from insurance operations of $4.6 million for the year ended December 31, 2012. Income before income taxes from insurance operations for the year ended December 31, 2012 included the recognition of a net realized gain on investments of $3.2 million.

Premiums Earned

Premiums earned increased by $14.1 million, or 8%, to $199.7 million for the year ended December 31, 2013, from $185.6 million for the year ended December 31, 2012. This improvement was primarily due to our recent pricing actions. Excluding closed retail locations, premiums earned increased by 9% for the year ended December 31, 2013.

Commission and Fee Income

Commission and fee income increased 8% to $35.1 million for the year ended December 31, 2013, from $32.6 million for the year ended December 31, 2012. This increase in commission and fee income was a result of an increase in sales of ancillary products and policies on behalf of third-party insurance carriers.

Investment Income

Investment income decreased to $5.7 million during the year ended December 31, 2013 from $6.6 million during the year ended December 31, 2012. This decrease in investment income was primarily a result of the low-yielding reinvestment opportunities for both portfolio maturities and the proceeds from the sale in September 2012 of $29.6 million of corporate bonds in order to increase the statutory surplus of the insurance company subsidiaries. Such decreases were offset however by investment income earned from the recent investments in limited partnership interests. At December 31, 2013 and 2012, the tax-equivalent book yields for our fixed maturities portfolio were 3.2% and 3.3%, respectively, with effective durations of 3.59 and 3.19 years, respectively.

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Net Realized Losses on Investments, Available-for-Sale

Net realized losses on investments, available-for-sale during the year ended December 31, 2013 primarily included $61 thousand of charges related to OTTI on certain non-agency backed CMOs. Net realized gains on investments, available-for-sale during the year ended December 31, 2012 primarily included $3.2 million in net realized gain from the sales of $29.6 million of corporate bonds which were sold in September 2012 in order to increase the statutory capital and surplus of the insurance company subsidiaries. For additional information with respect to the determination of OTTI losses on investment securities, see Critical Accounting Estimates Investments below and Note 3 to our consolidated financial statements.

Loss and Loss Adjustment Expenses

The loss ratio was 71.5% for the year ended December 31, 2013, compared with 79.8% for the year ended December 31, 2012. We experienced favorable development related to prior fiscal years of $3.0 million for the year ended December 31, 2013, compared with unfavorable development of $4.0 million for the year ended December 31, 2012. The favorable loss development for the year ending December 31, 2013 was primarily related to bodily injury claims occurring in accident years 2010 through 2012, partially offset by unfavorable loss and loss adjustment expense development on Florida personal injury protection claims. The unfavorable development for the year ended December 31, 2012 was primarily due to higher than expected severity with Florida personal injury protection claims and with Georgia bodily injury claims in older accident periods, and unfavorable loss adjustment expense development that was primarily related to higher than expected legal expenses for bodily injury claims for accident years 2010 and prior.

Excluding the development related to prior fiscal years, the loss ratios for the years ended December 31, 2013 and 2012 were 73.0% and 77.7%, respectively. The year-over-year decrease in the loss ratio was primarily due to the impact of pricing actions taken throughout 2012.

Operating Expenses

Insurance operating expenses increased 1% to $82.8 million for the year ended December 31, 2013 from $82.1 million for the year ended December 31, 2012. The increase was primarily a result of additional advertising costs and management performance bonuses incurred.

The expense ratio was 23.9% for the year ended December 31, 2013, compared with 26.7% for the year ended December 31, 2012. The year-over-year decrease in the expense ratio was primarily due to the increase in premiums earned which resulted in a lower percentage of fixed expenses in our retail operations (such as rent and base salary).

Overall, the combined ratio decreased to 95.4% for the year ended December 31, 2013 from 106.5% for the year ended December 31, 2012.

Provision (Benefit) for Income Taxes

The provision for income taxes was $0.7 million for the year ended December 31, 2013, compared with the benefit for income taxes of $5 thousand at the year ended December 31, 2012. The provision for income taxes related to current state income taxes for certain subsidiaries with taxable income. The provision (benefit) for income taxes for year ended December 31, 2012 included adjustments that reduced certain state income taxes. At December 31, 2013 and 2012, we established a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. In assessing our ability to support the realizability of our deferred tax assets, we considered both positive and negative evidence. We placed greater weight on historical results than on our outlook for future profitability. The deferred tax valuation allowance may be adjusted in future periods if we determine that it is more likely than not that some portion or all of the deferred tax assets will be realized. In the event the deferred tax valuation allowance is adjusted, we would record an income tax benefit for the adjustment.

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Real Estate and Corporate

Loss before income taxes from real estate and corporate operations for the year ended December 31, 2013 was $2.9 million, compared with a loss from real estate and corporate operations before income taxes of $4.5 million for the year ended December 31, 2012. Segment losses consist of other operating expenses not directly related to our insurance operations, interest expense and stock-based compensation offset by investment income on corporate invested assets. We incurred $1.7 million and $3.0 million of interest expense during the years ended December 31, 2013 and 2012, respectively, related to the debentures issued in June 2007. The decrease in interest expense was due to the contractual interest rate related to the debentures decreasing effective August 2012. For additional information, see Liquidity and Capital Resources in Item 7 of this report.

Year Ended December 31, 2012 Compared with the Year Ended December 31, 2011

Consolidated Results

Revenues for the year ended December 31, 2012 increased 11% to $228.1 million from $205.0 million in the prior year. Loss before income taxes for the year ended December 31, 2012 was $9.0 million, compared with loss before income taxes of $84.4 million for the year ended December 31, 2011. The loss before income taxes for the year ended December 31, 2012 included the recognition of a net realized gain on investments of $3.2 million, or $0.08 per share on a diluted basis, and unfavorable development of $4.0 million for losses occurring in prior fiscal years, while the loss before income taxes for the same period in the prior year included goodwill and intangible assets impairment charges of $73.5 million, or $0.99 per share on a diluted basis, unfavorable development of $3.1 million for losses occurring in prior fiscal years, charges of $1.7 million incurred in connection with the separation of certain executive officers during March 2011 (comprised of $1.3 million in accrued severance and benefits and a $0.4 million non-cash charge related to the vesting of certain stock awards) and $0.4 million of other-than-temporary impairment charges on investments. Net loss for the year ended December 31, 2012 was $9.0 million, compared with net loss of $84.5 million for the year ended December 31, 2011. Basic and diluted net loss per share were $0.22 for the year ended December 31, 2012, compared with basic and diluted net loss per share of $1.76 for the same period in the prior year.

Insurance Operations

Revenues from insurance operations were $228.0 million for the year ended December 31, 2012, compared with $204.9 million for the year ended December 31, 2011. Loss before income taxes from insurance operations for the year ended December 31, 2012 was $4.6 million, compared with loss before income taxes from insurance operations of $78.6 million for the year ended December 31, 2011. Loss before income taxes from insurance operations for the year ended December 31, 2012 included the recognition of a net realized gain on investments of $3.2 million, while the loss before income taxes from insurance operations for the year ended December 31, 2011 included goodwill and intangible assets impairment charges of $73.5 million.

Premiums Earned

Premiums earned increased by $18.4 million, or 11%, to $185.6 million for the year ended December 31, 2012, from $167.2 million for the year ended December 31, 2011. This improvement was primarily due to an increase in the number of PIF from 141,862 at December 31, 2011 to 147,500 at December 31, 2012, which we attribute to the continued sales, marketing, customer interaction and product initiatives. Such factors led to a higher close ratio resulting in an increase in new policies sold on a year-over-year basis.

Commission and Fee Income

Commission and fee income increased 9% to $32.6 million for the year ended December 31, 2012, from $29.9 million for the year ended December 31, 2011. This increase in commission and fee income was a result of higher fee income related to commissionable ancillary products sold through our retail locations and the increase in PIF noted above.

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Investment Income

Investment income decreased to $6.6 million during the year ended December 31, 2012 from $8.1 million during the year ended December 31, 2011. This decrease in investment income was primarily a result of the decline in invested assets as a result of the $11.0 million used for repurchases of common stock during December 2011 and the sale in September 2012 of $29.6 million of corporate bonds in order to increase the statutory capital and surplus of the insurance company subsidiaries. At December 31, 2012 and 2011, the tax-equivalent book yields for our fixed maturities portfolio were 3.3% and 4.3%, respectively, with effective durations of 3.19 and 3.01 years, respectively.

Net Realized Losses on Investments, Available-for-Sale

Net realized gains on investments, available-for-sale during the year ended December 31, 2012 primarily included $3.2 million in net realized gain from the sales of $29.6 million of corporate bonds which were sold in September 2012 in order to increase the statutory capital and surplus of the insurance company subsidiaries. Net realized losses on investments, available-for-sale during the year ended December 31, 2011 included $0.2 million of charges related to OTTI on certain non-agency backed CMOs. For additional information with respect to the determination of OTTI losses on investment securities, see Critical Accounting Estimates Investments below and Note 3 to our consolidated financial statements.

Loss and Loss Adjustment Expenses

The loss ratio was 79.8% for the year ended December 31, 2012, compared with 77.5% for the year ended December 31, 2011. We experienced unfavorable development related to prior fiscal years of $4.0 million for the year ended December 31, 2012, compared with unfavorable development of $3.1 million for the year ended December 31, 2011. The unfavorable development for the year ended December 31, 2012 was primarily related to the strengthening of loss and loss adjustment expense reserves. Loss development was primarily related to higher than expected severity for Florida personal injury protection claims and for Georgia bodily injury claims in older accident years. Loss adjustment expense development was primarily related to higher than expected legal expenses for bodily injury claims for accident years 2010 and prior. The unfavorable development for the year ended December 31, 2011 included amounts related to the settlement of claims for extra-contractual damages. See Legal Proceedings in Item 3 of this report and Note 16 to our consolidated financial statements for further information concerning this settlement.

Excluding the development related to prior fiscal years, the loss ratios for the years ended December 31, 2012 and 2011 were 77.7% and 75.6%, respectively. The year-over-year increase in the loss ratio was primarily due to higher loss driven by an increase in frequency experienced during the second quarter of 2012 and higher expected severity for bodily injury claims.

In December 2011, we completed the process of implementing new scored pricing programs. We believe these new scored pricing programs provide us with greater pricing segmentation and improve our pricing relative to the risk we are insuring. Approximately 74% of our current PIF have been underwritten using these new scored pricing programs.

We perform state-by-state reviews of all insurance pricing programs on a quarterly basis and alter rates as we believe necessary. In response to the increases in our loss ratio during recent quarters, we implemented rate increases on most of our non-scored pricing programs during the first quarter and for our scored pricing programs in most states during the second and third quarters. The full benefit of these rate actions will not be fully realized until all customers renew their policies under the new rates, typically six months from the date of rate change implementation.

Operating Expenses

Insurance operating expenses increased 4% to $82.1 million for the year ended December 31, 2012 from $79.1 million for the year ended December 31, 2011. The increase was primarily a result of additional costs associated with sales, marketing and customer service organizational initiatives, additional variable costs associated with higher PIF, and enhancements to our underwriting processes associated with the new scored pricing programs, offset by savings realized from the closure of underperforming stores and a reduction in advertising expenses from the same period in the prior year. In addition to the factors noted above, the increase was also greater considering the March 2011 severance and related benefits charges of $1.3 million incurred in connection with the separation of certain executive officers.

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The expense ratio was 26.7% for the year ended December 31, 2012, compared with 29.4% for the year ended December 31, 2011. Excluding the severance and related benefits charges noted above, the expense ratio for the year ended December 31, 2011 was 28.6%, compared to 26.7% for the year ended December 31, 2012.

Overall, the combined ratio decreased slightly to 106.5% for the year ended December 31, 2012 from 106.9% for the year ended December 31, 2011. Excluding the severance and related benefits charges noted above, the combined ratio for the year ended December 31, 2011 was 106.1%.

Goodwill and Intangible Assets Impairment

We recorded non-cash, pre-tax goodwill and intangible assets impairment charges during the year ended December 31, 2011 of $73.5 million. We are required to perform periodic impairment tests of our goodwill and intangible assets. The goodwill impairment test is a two-step process that requires us to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts and recent industry transaction and trading multiples of our peers, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment, if any, by determining an implied fair value of goodwill. The determination of the implied fair value of goodwill of a reporting unit requires us to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the implied fair value of goodwill, which is compared to its corresponding carrying value.

As a part of our annual impairment test to evaluate the recoverability of goodwill at June 30, 2011, the fair value of our reporting unit, from a market participant s perspective, was estimated utilizing both (i) a cash flow projection derived from our long-range strategic plan using a discount rate of 14.5%, which was based on an estimated weighted average cost of capital adjusted for the risks associated with our operations and (ii) recent industry transaction and trading trends in price to tangible book multiples and related returns on tangible equity. As a result of recent trends in industry transaction and trading multiples, we recognized a non-cash, pre-tax goodwill impairment charge of $50.9 million in the quarter ended June 30, 2011, which included a $1.9 million addition to deferred tax liabilities.

Indefinite-lived intangible assets primarily consist of acquired trademarks and trade names. In measuring the fair value for these intangible assets, we utilize the relief-from-royalty method. This method assumes that trademarks and trade names have value to the extent that their owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires us to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. As a result of decisions made by management during the quarter ended June 30, 2011 regarding entity-wide branding initiatives, we recognized a non-cash, pre-tax impairment charge of $1.6 million related to trade name intangible assets.

As a part of our periodic impairment test to evaluate the recoverability of goodwill at December 31, 2011, the fair value of our reporting unit, from a market participant s perspective, was estimated utilizing both (i) a cash flow projection derived from our long-range strategic plan using a discount rate of 14.5%, which was based on an estimated weighted average cost of capital adjusted for the risks associated with our operations and (ii) recent industry transaction and trading trends in price to tangible book multiples and related returns on tangible equity. Using assumptions and techniques similar to those used at June 30, 2011, and as a result of the adverse impact of operating losses, the decline in our common stock trading prices, and the negotiated price of separate stock transactions with former executive officers that represented a significant percentage of our shares outstanding, during the quarter ended December 31, 2011, we recognized a non-cash, pre-tax goodwill impairment charge of $21.1 million.

A variance in the discount rate would not have had a significant effect on the amount of the goodwill impairment charges recognized during the year ended December 31, 2011. The resulting determination of implied fair value of goodwill did not support any remaining goodwill on our consolidated balance sheet at December 31, 2011.

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Provision (Benefit) for Income Taxes

The benefit for income taxes was $5 thousand for the year ended December 31, 2012, compared with the provision for income taxes of $0.1 million at the year ended December 31, 2011. The provision for income taxes related to current state income taxes for certain subsidiaries with taxable income. At December 31, 2012 and 2011, we established a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. In assessing our ability to support the realizability of our deferred tax assets, we considered both positive and negative evidence. We placed greater weight on historical results than on our outlook for future profitability. The deferred tax valuation allowance may be adjusted in future periods if we determine that it is more likely than not that some portion or all of the deferred tax assets will be realized. In the event the deferred tax valuation allowance is adjusted, we would record an income tax benefit for the adjustment.

Real Estate and Corporate

Loss before income taxes from real estate and corporate operations for the year ended December 31, 2012 was $4.5 million, compared with a loss from real estate and corporate operations before income taxes of $5.8 million for the year ended December 31, 2011. Segment losses consist of other operating expenses not directly related to our insurance operations, interest expense and stock-based compensation offset by investment income on corporate invested assets. We incurred $3.0 million and $3.9 million of interest expense during the years ended December 31, 2012 and 2011, respectively, related to the debentures issued in June 2007. The decrease in interest expense was due the contractual interest rate related to the debentures decreasing effective August 2012. For additional information, see Liquidity and Capital Resources in Item 7 of this report.

Liquidity and Capital Resources

Our primary sources of funds are premiums, fees and investment income from our insurance company subsidiaries and commissions and fee income from our non-insurance company subsidiaries. Our primary uses of funds are the payment of claims and operating expenses. Net cash provided by operating activities for the year ended December 31, 2013 was $17.8 million, compared with net cash provided by operating activities of $3.8 million for the same period in the prior year. This improvement was primarily as a result of the increase in net income and in policy liabilities for losses and unearned premiums as a result of the increase in premiums written. Net cash used in investing activities for the year ended December 31, 2013 was $4.9 million, compared with net cash provided by investing activities of $31.5 million for the same period in the prior year. The year ended December 31, 2013 included net additions to our investment portfolio of $4.0 million, while the prior year included net reductions in our investment portfolio of $35.1 million. The net additions in the current year were primarily the result of reinvesting portfolio maturities and purchasing limited partnership interests. The year ended December 31, 2012 included the September 2012 sales of $29.6 million of corporate bonds in order to increase the statutory capital and surplus of the insurance company subsidiaries. Investing activities during the year ended December 31, 2013 also included capital expenditures primarily related to system enhancements of $0.9 as compared to $3.6 million in the prior year related to rebranding of our retail stores.

Our holding company requires cash for general corporate overhead expenses and for debt service related to our debentures payable. The holding company s primary source of unrestricted cash to meet its obligations is the sale of ancillary products and policies on behalf of third-party carriers. If necessary and available subject to state law limitations, the holding company may receive dividends from our insurance company subsidiaries. To a lesser extent, the holding company also receives cash from operating activities as a result of investment income. Through an intercompany tax allocation arrangement, taxable losses of the holding company provide cash to the holding company to the extent that taxable income is generated by the insurance company subsidiaries. At December 31, 2013, we had $8.5 million remaining available in unrestricted cash and investments outside of the insurance company subsidiaries. These funds and the additional unrestricted cash from the sources noted above will be used to pay our future cash requirements outside of the insurance company subsidiaries.

The holding company has debt service requirements related to the debentures payable. The debentures are interest-only and mature in full in July 2037. The debentures paid a fixed rate of 9.277% until July 30, 2012, after which the rate became variable (Three-Month LIBOR plus 375 basis points, resetting quarterly). The interest rate related to the debentures was 3.986% for the period from November 2013 to January 2014 and in February 2014, reset to the same rate through April 2014.

State insurance laws limit the amount of dividends that may be paid from our insurance company subsidiaries. At December 31, 2013, our insurance company subsidiaries could not pay ordinary dividends without prior regulatory approval due to a negative earned surplus position.

The National Association of Insurance Commissioners Model Act for risk-based capital provides formulas to determine each December 31 on an annual basis the amount of statutory capital and surplus that an insurance company needs to ensure that it has an acceptable expectation of not becoming financially impaired. There are also statutory guidelines that suggest that on an annual calendar year basis an insurance company should not exceed a ratio of net premiums written to statutory capital and surplus of 3-to-1. On a combined basis, the ratios for our insurance company subsidiaries of net premiums written for the last twelve months to statutory capital and surplus were 2.11-to-1 at December 31, 2013. Based on our current forecast on a combined basis, we anticipate that our risk-based capital levels will be adequate and that our ratio of net premiums written to statutory capital and surplus will not exceed the 3-to-1 statutory guideline for the reasonably foreseeable future. We therefore believe that our insurance company subsidiaries have sufficient statutory capital and surplus available to support their net premium writings in this time frame.

We believe that existing cash and investment balances, when combined with anticipated cash flows as noted above, will be adequate to meet our expected liquidity needs, for both the holding company and our insurance company subsidiaries, in both the short-term and the reasonably foreseeable future. Any future growth strategy may require external financing, and we may from time to time seek to obtain external financing. We cannot assure that additional sources of financing will be available to us on favorable terms, or at all, or that any such financing would not negatively impact our results of operations.

Contractual Obligations

The following table summarizes our contractual obligations by period at December 31, 2013 (in thousands).

		Payments Due By Period			
	Total	**Less than 1 year**	**1-3 Years**	**3-5 Years**	**More than 5 years**
Net loss and loss adjustment expense reserves [1]	$ 83,981	$ 55,622	$ 23,463	$ 3,871	$ 1,025
Debentures payable [2]	80,692	1,644	3,288	3,288	72,472
Operating leases [3]	15,980	6,915	7,498	991	576
Total contractual cash obligations	$ 180,653	$ 64,181	$ 34,249	$ 8,150	$ 74,073

(1) Loss and loss adjustment expense reserves do not have contractual maturity dates; however, based on historical payment patterns, the amount presented is our estimate of the expected timing of these payments. The timing of these payments is subject to significant uncertainty. We maintain a portfolio of marketable investments with varying maturities and a substantial amount of cash and cash equivalents intended to provide adequate cash flows

for such payments.

(2) Payments due by period assume a contractual variable interest rate of LIBOR plus 375 basis points, or 3.986% at January 31, 2014.

(3) Consists primarily of rental obligations under real estate leases related to our retail locations and corporate offices.

Trust Preferred Securities

On June 15, 2007, First Acceptance Statutory Trust I (FAST I), our wholly-owned unconsolidated subsidiary trust entity, completed a private placement whereby FAST I issued 40,000 shares of preferred securities at $1,000 per share to outside investors and 1,240 shares of common securities to us, also at $1,000 per share. FAST I used the proceeds from the sale of the preferred securities to purchase $41.2 million of junior subordinated debentures from us. The debentures will mature on July 30, 2037 and are redeemable by the Company in whole or in part beginning on July 30, 2012, at which time the preferred securities are callable. The debentures paid a fixed rate of 9.277% until July 30, 2012, after which the rate became variable (Three-Month LIBOR plus 375 basis points, resetting quarterly). The interest rate related to the debentures was 3.986% for the period from November 2013 to

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January 2014 and in February 2014, the interest rate reset to the same rate through April 2014. The obligations of the Company under the junior subordinated debentures represent full and unconditional guarantees by the Company of FAST I s obligations for the preferred securities. Dividends on the preferred securities are cumulative, payable quarterly in arrears and are deferrable at the Company s option for up to five years. The dividends on these securities, which have not been deferred, are the same as the interest on the debentures. The Company cannot pay dividends on its common stock during any such deferments. FAST I does not meet the requirements for consolidation of FASB ASC 810, *Consolidation.*

Off-Balance Sheet Arrangements

We use off-balance sheet arrangements (e.g., operating leases) where the economics and sound business principles warrant their use. For additional information with respect to our operating leases, see Contractual Obligations above and Note 8 to our consolidated financial statements.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements. As more information becomes known, these estimates and assumptions could change, thus having an impact on the amounts reported in the future. The following are considered to be our critical accounting estimates.

Valuation of Deferred Tax Asset

Income taxes are accounted for under the liability method, whereby deferred income tax assets and liabilities result from temporary differences. Temporary differences are differences between the tax basis of assets and liabilities and operating loss and tax credit carryforwards and their reported amounts in the consolidated financial statements that will result in taxable or deductible amounts in future years. Valuation of the deferred tax asset is considered a critical accounting estimate because the determination of our ability to utilize the asset involves a number of management assumptions relating to future operations that could materially affect the determination of the ultimate value and, therefore, the carrying amount of our deferred tax asset.

Identifiable Intangible Assets

Identifiable intangible assets are attributable to our insurance operations and were initially recorded at their estimated fair values at the date of acquisition. They have an indefinite useful life and are not amortized for financial statement purposes. We perform our required annual impairment test as of each June 30th.

We follow the guidelines of ASU 2011-08, *Intangibles Goodwill and Other (Topic 350)*, which allows companies to waive comparing the fair value of a reporting unit to its carrying amount in assessing the recoverability of goodwill if, based on qualitative factors, it is more likely than not that the fair value of a reporting unit is greater than its carrying amount.

In the event that facts and circumstances indicate that the identifiable intangible assets may be impaired, an interim impairment test would be required. Our evaluation includes multiple assumptions that may change over time. If unfavorable events or trends occur, further identifiable intangible assets impairment charges may become necessary that could have a materially adverse impact on our results of operations in the period in which the write-off occurs.

Investments

Our investments are recorded at fair value, which is typically based on publicly available quoted prices. From time to time, the carrying value of our investments may be temporarily impaired because of the inherent volatility of publicly-traded investments. Management reviews investments for impairment on a quarterly basis. Any decline in the fair value of any available-for-sale security below cost that is deemed to be other-than-temporary would result in a reduction in the amortized cost of the security.

The determination of whether unrealized losses are other-than-temporary requires judgment based on subjective as well as objective factors. We routinely monitor our investment portfolio for changes in fair value that might indicate potential impairments and perform detailed reviews on such securities. Changes in fair value are evaluated to determine the extent to which such changes are attributable to (i) fundamental factors specific to the issuer or (ii) market-related factors such as interest rates or sector declines.

Securities with declines attributable to issuer-specific fundamentals are reviewed to identify all available evidence to estimate the potential for impairment. Resources used include historical financial data included in SEC filings for corporate bonds and performance data regarding the underlying loans for CMOs. Securities with declines attributable solely to market or sector declines where we do not intend to sell the security and it is more likely than not that we will not be required to sell the security before the full recovery of its amortized cost basis are not deemed to be other-than-temporarily impaired.

Losses and Loss Adjustment Expense Reserves

Loss and loss adjustment expense reserves represent our best estimate of our ultimate liability for losses and loss adjustment expenses relating to events that occurred prior to the end of any given accounting period but have not been paid. Months and potentially years may elapse between the occurrence of an automobile accident covered by one of our insurance policies, the reporting of the accident and the payment of the claim. We record a liability for estimates of losses that will be paid for accidents that have been reported, which is referred to as case reserves. As accidents are not always reported when they occur, we estimate liabilities for accidents that have occurred but have not been reported (IBNR).

We are directly liable for loss and loss adjustment expenses under the terms of the insurance policies underwritten by our insurance company subsidiaries. Each of our insurance company subsidiaries establishes a reserve for all of its unpaid losses, including case reserves and IBNR reserves, and estimates for the cost to settle the claims. We estimate our IBNR reserves by estimating our ultimate liability for loss and loss adjustment expense reserves first, and then reducing that amount by the amount of cumulative paid claims and by the amount of our case reserves. We rely primarily on historical loss experience in determining reserve levels, on the assumption that historical loss experience provides a good indication of future loss experience. We also consider various other factors, such as inflation, claims settlement patterns, legislative activity and litigation trends. Our actuarial staff continually monitors these estimates on a state and coverage level. We utilize our actuarial staff to determine appropriate reserve levels. As experience develops or new information becomes known, we increase or decrease the level of our reserves in the period in which changes to the estimates are determined. Accordingly, the actual losses and loss adjustment expenses may differ materially from the estimates we have recorded. See Business Loss and Loss Adjustment Expense Reserves in Item 1 of this report and Note 9 to our consolidated financial statements for additional information.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the potential economic loss arising from adverse changes in the fair value of financial instruments. Our exposures to market risk relate primarily to our investment portfolio, which is exposed primarily to interest rate risk and credit risk. The fair value of our investment portfolio is directly impacted by changes in market interest rates; generally, the fair value of fixed-income investments moves inversely with movements in market interest rates. Our fixed maturity portfolio is comprised of substantially all fixed rate investments with primarily short-term and intermediate-term maturities. Likewise, the underlying investments of our mutual fund investments are also fixed-income investments. This portfolio composition allows flexibility in reacting to fluctuations of interest rates. Limited partnership interests offer additional risk through the diversity of their underlying investments and their lack of marketability. The portfolios of our insurance company subsidiaries are managed to achieve an adequate risk-adjusted return while maintaining sufficient liquidity to meet policyholder obligations.

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Interest Rate Risk

The fair values of our fixed maturity investments fluctuate in response to changes in market interest rates. Increases and decreases in prevailing interest rates generally translate into decreases and increases, respectively, in the fair values of those instruments. Additionally, the fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, the liquidity of the instrument and other general market conditions.

The following table summarizes the estimated effects of hypothetical increases and decreases in interest rates resulting from parallel shifts in market yield curves on our fixed maturity portfolio (in thousands). It is assumed that the effects are realized immediately upon the change in interest rates. The hypothetical changes in market interest rates do not reflect what could be deemed best or worst case scenarios. Variations in market interest rates could produce significant changes in the timing of repayments due to prepayment options available. For these and other reasons, actual results might differ from those reflected in the table.

	Sensitivity to Instantaneous Interest Rate Changes (basis points)					
	(100)	(50)	0	50	100	200
Fair value of fixed maturity portfolio	$ 124,596	$ 122,083	$ 119,511	$ 116,916	$ 114,321	$ 109,135

The following table provides information about our fixed maturity investments at December 31, 2013 which are sensitive to interest rate risk. The table shows expected principal cash flows (at par value, which differs from amortized cost as a result of premiums or discounts at the time of purchase and OTTI) by expected maturity date for each of the next five fiscal years and collectively for all fiscal years thereafter (in thousands). Callable bonds and notes are included based on call date or maturity date depending upon which date produces the most conservative yield. CMOs and sinking fund issues are included based on maturity year adjusted for expected payment patterns. Actual cash flows may differ from those expected.

Year Ending December 31,	Securities with Unrealized Gains	Securities with Unrealized Losses	Securities with No Unrealized Gains or Losses	All Fixed Maturity Securities
2014	$ 21,860	$ 99	$	$ 21,959
2015	14,421	99		14,520
2016	8,611	1,058		9,669
2017	5,180	6,575		11,755
2018	4,966	3,000		7,966
Thereafter	20,398	28,686		49,084

Total	$ 75,436	$ 39,517	$	$ 114,953
Fair value	$ 81,590	$ 37,921	$	$ 119,511

On June 15, 2007, our wholly-owned unconsolidated trust entity, FAST I, used the proceeds from its sale of trust preferred securities to purchase $41.2 million of junior subordinated debentures. The debentures paid a fixed rate of 9.277% until July 30, 2012, after which the rate became variable (Three-Month LIBOR plus 375 basis points, resetting quarterly). The interest rate related to the debentures was 3.986% for the period from November 2013 to January 2014 and in February 2014, reset to the same rate through April 2014. Interest rates on these debentures therefore will reset quarterly based on changes in the Three-Month LIBOR rate.

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Credit Risk

Credit risk is managed by diversifying our investment portfolio to avoid concentrations in any single industry group or issuer and by limiting investments in securities with lower credit ratings. Our largest investment in any one investment, excluding U.S. government and agency securities, is our investment in a single mutual fund with a fair value of $8.2 million, or 6% of our investments, available-for-sale, portfolio. Our five largest investments make up 18% of our investments, available-for-sale, portfolio.

The following table presents the underlying ratings of our fixed maturity portfolio by nationally recognized statistical rating organizations at December 31, 2013 (in thousands).

Comparable Rating	Amortized Cost	% of Amortized Cost	Fair Value	% of Fair Value
AAA	$ 4,631	4%	$ 4,794	4%
AA+, AA, AA-	43,335	37%	43,478	37%
A+, A, A-	49,115	42%	49,533	41%
BBB+, BBB, BBB-	12,583	11%	13,404	11%
Total investment grade	109,664	94%	111,209	93%
Not rated	2,863	2%	3,019	3%
BB+,B B,B B-		0%		0%
B+, B, B-	668	1%	706	0%
CCC+, CCC, CCC-	2,232	2%	2,532	2%
CC+, CC, CC-	463	0%	724	1%
C+, C, C-	1,076	1%	1,302	1%
D	6	0%	19	0%
Total non-investment grade	4,445	4%	5,283	4%
Total	$ 116,972	100%	$ 119,511	100%

The mortgage industry has experienced a significant number of delinquencies and foreclosures, particularly among lower quality exposures (sub-prime and Alt-A). As a result of these delinquencies and foreclosures, many CMOs with underlying sub-prime and Alt-A mortgages as collateral experienced significant declines in fair value. At December 31, 2013, our fixed maturity portfolio included three CMOs having sub-prime exposure with a fair value of $1.0 million and no exposure to Alt-A investments.

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Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

First Acceptance Corporation

We have audited the accompanying consolidated balance sheets of First Acceptance Corporation and subsidiaries (the Company) as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive income (loss), stockholders equity, and cash flows for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011. Our audits also included the financial statement schedule listed in the index at Item 15(a) (2). These financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of First Acceptance Corporation and subsidiaries at December 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), First Acceptance Corporation and subsidiaries internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated March 4, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Nashville, Tennessee

March 4, 2014

FIRST ACCEPTANCE CORPORATION 10-K

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

First Acceptance Corporation

We have audited First Acceptance Corporation and subsidiaries (the Company) internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). The Company s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying *Management s Annual Report on Internal Control Over Financial Reporting* listed as item 9A. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, First Acceptance Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of First Acceptance Corporation and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive income (loss), stockholders equity, and cash flows for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, and our report dated March 4, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Nashville, Tennessee

March 4, 2014

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)

	December 31, 2013	December 31, 2012
ASSETS		
Investments, available-for-sale at fair value (amortized cost of $126,873 and $130,342, respectively)	$ 130,248	$ 139,046
Cash and cash equivalents	72,033	59,104
Premiums and fees receivable, net of allowance of $311 and $306, respectively	46,228	45,286
Limited partnership interests	7,513	
Other assets	6,471	6,190
Property and equipment, net	3,512	4,656
Deferred acquisition costs	2,902	3,221
Identifiable intangible assets	4,800	4,800
TOTAL ASSETS	$ 273,707	$ 262,303
LIABILITIES AND STOCKHOLDERS EQUITY		
Loss and loss adjustment expense reserves	$ 84,286	$ 79,260
Unearned premiums and fees	55,983	55,092
Debentures payable	40,301	40,261
Other liabilities	16,205	14,897
Total liabilities	196,775	189,510
Stockholders equity:		
Preferred stock, $.01 par value, 10,000 shares authorized		
Common stock, $.01 par value, 75,000 shares authorized; 40,983 and 40,962 shares issued and outstanding, respectively	410	410
Additional paid-in capital	456,993	456,705
Accumulated other comprehensive income	3,375	8,704
Accumulated deficit	(383,846)	(393,026)
Total stockholders equity	76,932	72,793
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 273,707	$ 262,303

See notes to consolidated financial statements.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(in thousands, except per share data)

	Year Ended December 31, 2013	2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Revenues:				
Premiums earned	$ 199,700	$ 185,644	$ 80,637	$ 173,041
Commission and fee income	35,125	32,574	14,769	29,483
Investment income	5,716	6,599	3,930	8,395
Net realized gains (losses) on investments, available-for-sale (includes $(29), $3,242, $(232) and $(185), respectively, of accumulated other comprehensive income reclassifications for unrealized gains (losses))	(29)	3,242	(232)	(185)
	240,512	228,059	99,104	210,734
Costs and expenses:				
Losses and loss adjustment expenses	142,839	148,223	65,753	129,167
Insurance operating expenses	82,822	82,127	38,154	77,822
Other operating expenses	987	922	494	1,369
Litigation settlement				(9)
Stock-based compensation	243	604	171	998
Depreciation and amortization	2,053	2,203	751	1,605
Interest expense	1,738	3,025	1,980	3,930
Goodwill and intangible assets impairment			21,090	52,434
	230,682	237,104	128,393	267,316
Income (loss) before income taxes	9,830	(9,045)	(29,289)	(56,582)
Provision (benefit) for income taxes (includes $(10), $1,135, $(81) and $(65), respectively, of income tax expense from reclassification items)	650	(5)	148	198
Net income (loss)	$ 9,180	$ (9,040)	$ (29,437)	$ (56,780)
Net income (loss) per share:				
Basic	$ 0.22	$ (0.22)	$ (0.62)	$ (1.18)
Diluted	$ 0.22	$ (0.22)	$ (0.62)	$ (1.18)

Number of shares used to calculate net income (loss) per share:				
Basic	40,930	40,861	47,707	48,171
Diluted	41,092	40,861	47,707	48,171
Reconciliation of net income (loss) to comprehensive income (loss):				
Net income (loss)	$ 9,180	$ (9,040)	$ (29,437)	$ (56,780)
Net unrealized change on investments	(5,329)	(1,546)	735	872
Comprehensive income (loss)	3,851	(10,586)	(28,702)	(55,908)
Detail of net realized gains (losses) on investments, available-for-sale:				
Net realized gains (losses) on sales and redemptions	$ 32	$ 3,265	$ (105)	$ 228
Other-than-temporary impairment (OTTI) charges			(49)	(22)
Non-credit portion included in other comprehensive income (loss)			12	2
OTTI charges reclassified from other comprehensive income (loss)	(61)	(23)	(90)	(393)
OTTI charges recognized in net income (loss)	(61)	(23)	(127)	(413)
Net realized gains (losses) on investments, available-for-sale	$ (29)	$ 3,242	$ (232)	$ (185)

See notes to consolidated financial statements.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(in thousands)

	Common Stock		Additional paid-in capital	Treasury stock	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders equity
	Shares	Amount					
Balances at June 30, 2010	48,509	$ 485	$ 465,831	$	$ 8,643	$ (297,769)	$ 177,190
Net income						(56,780)	(56,780)
Net unrealized change on investments (net of tax of $0)					872		872
Forfeitures and repurchases of restricted common stock.	(88)	(1)	(107)				(108)
Stock-based compensation	5		998				998
Issuance of shares under Employee Stock Purchase Plan	32	1	55				56
Balances at June 30, 2011	48,458	485	466,777		9,515	(354,549)	122,228
Net income						(29,437)	(29,437)
Net unrealized change on investments (net of tax of $0)					735		735
Forfeitures and repurchases of restricted common stock	(22)	(1)	(2)				(3)
Stock-based compensation	5		171				171
Purchase of treasury stock, at cost				(10,988)			(10,988)
Retirement of treasury stock, at cost	(7,531)	(75)	(10,913)	10,988			
Issuance of shares under Employee Stock Purchase Plan	18		23				23
Balances at December 31, 2011	40,928	409	456,056		10,250	(383,986)	82,729
Net loss						(9,040)	(9,040)
Net unrealized change on investments (net of tax of $0)					(1,546)		(1,546)
	(6)		(6)				(6)

Forfeitures and repurchases of restricted common stock							
Stock-based compensation			604				604
Issuance of shares under Employee Stock Purchase Plan	40	1	51				52
Balances at December 31, 2012	40,962	410	456,705		8,704	(393,026)	72,793
Net income						9,180	9,180
Net unrealized change on investments (net of tax of $0)					(5,329)		(5,329)
Forfeitures and repurchases of restricted common stock	(19)	(1)	(6)				(7)
Stock-based compensation	5		243				243
Issuance of shares under Employee Stock Purchase Plan	35	1	51				52
Balances at December 31, 2013	40,983	$ 410	$ 456,993	$	$ 3,375	$ (383,846)	$ 76,932

See notes to consolidated financial statements.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Cash flows from operating activities:				
Net income (loss)	$ 9,180	$ (9,040)	$ (29,437)	$ (56,780)
Adjustments to reconcile net income (loss) to cash used in operating activities:				
Depreciation and amortization	2,053	2,203	751	1,605
Stock-based compensation	243	604	171	998
Deferred income taxes	(2)	3	2	(98)
Goodwill and intangible assets impairment			21,090	52,434
Other-than-temporary impairment on investment securities	61	23	127	413
Net realized (gains) losses on sales and redemptions of investments	(32)	(3,265)	105	(228)
Investment income and equity in earnings from limited partnership interests	(399)			
Other	280	330	134	397
Change in:				
Premiums and fees receivable	(937)	(3,915)	(824)	817
Loss and loss adjustment expense reserves	5,026	9,824	1,012	(4,774)
Unearned premiums and fees	891	4,628	(308)	(1,791)
Litigation settlement				(46)
Other	1,391	2,409	(149)	884
Net cash provided by (used in) operating activities	17,755	3,804	(7,326)	(6,169)
Cash flows from investing activities:				
Purchases of investments, available-for-sale	(18,616)	(33,174)		(13,324)
Purchases of limited partnership interests	(7,139)			
Maturities and redemptions of investments, available-for-sale	21,769	41,969	14,315	23,260
Sales of investments, available-for-sale		26,343		
Capital expenditures	(914)	(3,603)	(1,533)	(620)
Other	23	(1)	(4)	(2)
Net cash provided by (used in) investing activities	(4,877)	31,534	12,778	9,314
Cash flows from financing activities:				

Net proceeds from issuance of common stock	51	52	23	56
Purchase of treasury stock			(10,988)	
Other		(37)	(41)	(80)
Net cash provided by (used in) financing activities	51	15	(11,006)	(24)
Net change in cash and cash equivalents	12,929	35,353	(5,554)	3,121
Cash and cash equivalents, beginning of period	59,104	23,751	29,305	26,184
Cash and cash equivalents, end of period	$ 72,033	$ 59,104	$ 23,751	$ 29,305

See notes to consolidated financial statements.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

General

First Acceptance Corporation (the Company) is a holding company based in Nashville, Tennessee with operating subsidiaries whose primary operations include the selling, servicing and underwriting of non-standard personal automobile insurance and related products. The Company writes non-standard personal automobile insurance in 12 states and is licensed as an insurer in 13 additional states. The Company issues policies of insurance through three wholly-owned subsidiaries: First Acceptance Insurance Company, Inc., First Acceptance Insurance Company of Georgia, Inc. and First Acceptance Insurance Company of Tennessee, Inc. (collectively, the Insurance Companies).

Change in Fiscal Year

On November 15, 2011, the Company s Board of Directors approved a change in the Company s fiscal year end from June 30 to December 31, effective December 31, 2011. Unless otherwise noted, all references to years or fiscal refer to the twelve-month fiscal year, which prior to July 1, 2011 ended on June 30. As a result of this change, the consolidated financial statements include the Company s financial results for the six month transition period of July 1, 2011 to December 31, 2011.

The following table presents certain comparative transition period financial information (in thousands, except per share data).

	Year Ended December 31,		Six Months Ended December 31,	
	2012	**2011**	**2011**	**2010**
		(unaudited)		(unaudited)
Revenues:				
Premiums earned	$ 185,644	$ 167,224	$ 80,637	$ 86,454
Commission and fee income	32,574	29,911	14,769	14,341
Investment income	6,599	8,064	3,930	4,261
Net realized gains (losses) on investments, available-for-sale	3,242	(161)	(232)	(256)
	228,059	205,038	99,104	104,800
Costs and expenses:				
Losses and loss adjustment expenses	148,223	129,525	65,753	65,395
Insurance operating expenses	82,127	79,075	38,154	36,896
Other operating expenses	922	1,181	494	678
Stock-based compensation	604	804	171	365
Depreciation and amortization	2,203	1,415	751	941
Interest expense	3,025	3,928	1,980	1,982

Goodwill impairment		73,524	21,090	
	237,104	289,452	128,393	106,257
Loss before income taxes	(9,045)	(84,414)	(29,289)	(1,457)
Provision for income taxes	(5)	105	148	241
Net loss	$ (9,040)	$ (84,519)	$ (29,437)	$ (1,698)
Basic and diluted net loss per share	$ (0.22)	$ (1.76)	$ (0.62)	$ (0.04)

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Basis of Consolidation and Reporting

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries which are all wholly owned. The accounts of First Acceptance Statutory Trust I (FAST I) are not consolidated since it does not meet the requirements for consolidation of FASB ASC 810, *Consolidation (*see Note 10). These financial statements have been prepared in conformity with U.S. generally accepted accounting principles. All intercompany accounts and transactions have been eliminated in consolidation. Certain reclassifications have been made to the prior year s consolidated financial statements to conform with the current year presentation.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. It also requires disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported revenues and expenses during the period. Actual results could differ from those estimates.

Investments

Investments, available-for-sale at fair value, include bonds with fixed principal payment schedules and mortgage-backed securities which are amortized using the retrospective method. These securities and investments in the mutual funds are carried at fair value with the corresponding unrealized appreciation or depreciation, net of deferred income taxes, reported in other comprehensive income.

Premiums and discounts on collateralized mortgage obligations (CMOs) are amortized over a period based on estimated future principal payments, including prepayments. Prepayment assumptions are reviewed periodically and adjusted to reflect actual prepayments and changes in expectations. The most significant determinants of prepayments are the difference between interest rates on the underlying mortgages and the current mortgage loan rates and the structure of the security. Other factors affecting prepayments include the size, type and age of underlying mortgages, the geographic location of the mortgaged properties and the credit worthiness of the borrowers. Variations from anticipated prepayments will affect the life and yield of these securities.

Investment securities are exposed to various risks such as interest rate, market and credit risk. Fair values of securities fluctuate based on changing market conditions. Significant changes in market conditions could materially affect portfolio value in the near term. Management reviews investments for impairment on a quarterly basis. Fair values of investments are based on prices quoted in the most active market for each security. If quoted prices are not available, fair value is estimated based on the fair value of comparable securities, discounted cash flow models or similar methods. Any decline in the fair value of any available-for-sale security below cost that is deemed to be other-than-temporary would result in a reduction in the amortized cost of the security.

If management can assert that it does not intend to sell an impaired fixed maturity security and it is more likely than not that it will not have to sell the security before recovery of its amortized cost basis, then an entity must separate other-than-temporary impairments (OTTI) into the following two components: (i) the amount related to credit losses (charged against income) and (ii) the amount related to all other factors (recorded in other comprehensive income). The credit-related portion of an OTTI is measured by comparing a security s amortized cost to the present value of its current expected cash flows discounted at its effective yield prior to the impairment charge. If management intends to sell an impaired security, or it is more likely than not that it will be required to sell the security before recovery, an impairment charge is required to reduce the amortized cost of that security to fair value.

Realized gains and losses on sales and redemptions of securities are computed based on specific identification.

Cash and Cash Equivalents

Cash and cash equivalents consist of bank demand deposits and highly-liquid investments. All investments with maturities of three months or less at the date of purchase are considered cash equivalents.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Limited Partnership Interests

Limited partnership interests are recorded at net asset value or the equity method of accounting if the Company is deemed to have significant influence as a result of its ownership percentage. Based on the underlying investments of the limited partnerships, their carrying value approximates fair value. Valuations are based upon the GAAP financial statements of the partnerships which are required to be audited annually.

Revenue Recognition

Insurance premiums earned include policy and renewal fees and are recognized on a pro-rata basis over the respective terms of the policies. Written premiums are recorded as of the effective date of the policies for the full policy premium, although most policyholders elect to pay on a monthly installment basis. Premiums and fees are generally collected in advance of providing risk coverage, minimizing the Company s exposure to credit risk. Premiums receivable are recorded net of an estimated allowance for uncollectible amounts.

Commission and fee income includes installment fees recognized when billed, commissions and fees from ancillary products recognized on a pro-rata basis over the respective terms of the contracts, and commissions and related policy fees, written for third-party insurance companies, recognized, at the date the customer is initially billed or as of the effective date of the insurance policy, whichever is later.

Income Taxes

Income taxes are accounted for under the liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance for the deferred tax asset is established based upon management s estimate of whether it is more likely than not that the Company would not realize tax benefits in future periods to the full extent available. Changes in the valuation allowance are recognized in income during the period in which the circumstances that cause such a change in management s estimate occur.

The Company accounts for income tax uncertainties under the provisions of FASB ASC 740, *Income Taxes*. The Company has recognized no additional liability or reduction in deferred tax assets for unrecognized tax benefits at December 31, 2013 and 2012. Any interest and penalties incurred in connection with income taxes are recorded as a component of the provision for income taxes. The Company is generally not subject to U.S. federal, state or local income tax examinations by tax authorities for taxable years prior to 2009.

Property and Equipment

Property and equipment are initially recorded at cost. Depreciation is provided over the estimated useful lives of the assets (generally ranging from three to seven years) using the straight-line method. Leasehold improvements are amortized over the shorter of the lives of the respective leases or the service lives of the improvements. Repairs and maintenance are charged to expense as incurred. Equipment under capitalized lease obligations is stated at the present value of the minimum lease payments at the beginning of the lease term.

Foreclosed Real Estate Held for Sale

Foreclosed real estate held for sale is recorded at the lower of cost or fair value less estimated costs to sell. The Company periodically reviews its portfolio of foreclosed real estate held for sale using current information including (i) independent appraisals, (ii) general economic factors affecting the area where the property is located, (iii) recent sales activity and asking prices for comparable properties and (iv) costs to sell and/or develop that would serve to lower the expected proceeds from the disposal of the real estate. Gains (losses) realized on liquidation are recorded directly to operations and included in revenues. Foreclosed real estate held for sale assets of $0.8 million at December 31, 2013 and 2012 are included within other assets in the accompanying consolidated balance sheets.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Deferred Acquisition Costs

Deferred acquisition costs include premium taxes and other variable underwriting and direct sales costs incurred in connection with writing successful new and renewal business. These costs are deferred and amortized over the policy period in which the related premiums are earned, to the extent that such costs are deemed recoverable from future unearned premiums and anticipated investment income. Advertising costs are expensed when incurred and are not a part of deferred acquisition costs. Amortization expense for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011 was $11.1 million, $11.4 million, $5.5 million and $12.8 million, respectively, and are included within insurance operating expenses in the accompanying consolidated statements of operations and comprehensive income (loss).

Goodwill and Other Identifiable Intangible Assets

Goodwill and other identifiable intangible assets are attributable to the Company s insurance operations and were initially recorded at their estimated fair values at the date of acquisition. Goodwill and other intangible assets, primarily comprised of trade names, having an indefinite useful life are not amortized for financial statement purposes. The Company performs required annual impairment tests of its goodwill and intangible assets as of June 30th of each fiscal year. In the event that facts and circumstances indicate that the goodwill and other identifiable intangible assets may be impaired, an interim impairment test would be required. Intangible assets with finite lives have been fully amortized over their useful lives.

The goodwill impairment test is a two-step process that requires management to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts and recent industry transaction and trading multiples of the Company s peers, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment, if any, by determining an implied fair value of goodwill. The determination of the implied fair value of goodwill of a reporting unit requires the Company to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the implied fair value of goodwill, which is compared to its corresponding carrying value.

The Company recorded non-cash, pre-tax goodwill impairment charges in fiscal years 2009 and 2011 and the six months ended December 31, 2011 of $68.0 million, $50.9 million and $21.1 million, respectively. These charges were primarily as a result of the adverse impact of the difficult economic conditions on the Company s customers and business and the resulting decline in the Company s share price during the fourth quarter of fiscal year 2009, unfavorable industry transaction multiples and trading trends during fiscal 2011 and the adverse impact of operating losses, the decline in the Company s common stock trading prices, and the negotiated price of separate stock transactions with former executive officers that represented a significant percentage of the Company s shares outstanding during the second quarter of the six months ended December 31, 2011. These goodwill impairment charges resulted in no remaining goodwill on the Company s consolidated balance sheet at December 31, 2011 and did not have a materially adverse impact on the continuing operations, liquidity, or statutory surplus of the Company.

Indefinite-lived intangible assets primarily consist of acquired trademarks and trade names. In measuring the fair value for these intangible assets, the Company utilizes the relief-from-royalty method. This method assumes that trademarks and trade names have value to the extent that their owner is relieved of the obligation to pay royalties for the benefits received from them. This method requires the Company to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. As a result of decisions made by management during the fourth quarter of fiscal year 2011 regarding entity-wide branding initiatives, the Company recognized a non-cash, pre-tax impairment charge of $1.6 million related to trade name intangible assets. This non-cash impairment charge did not have a materially adverse impact on the continuing operations, liquidity, or statutory surplus of the Company.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The Company s evaluation includes multiple assumptions that may change over time. If unfavorable events or trends occur, further identifiable intangible assets impairment charges may become necessary that could have a materially adverse impact on the Company s results of operations in the period in which the write-off occurs.

The Company follows the guidelines of ASU 2011-08, *Intangibles Goodwill and Other (Topic 350)*, which allows companies to waive comparing the fair value of a reporting unit to its carrying amount in assessing the recoverability of goodwill if, based on qualitative factors, it is more likely than not that the fair value of a reporting unit is greater than its carrying amount.

Loss and Loss Adjustment Expense Reserves

Loss and loss adjustment expense reserves are undiscounted and represent case-basis estimates of reported losses and estimates based on certain actuarial assumptions regarding the past experience of reported losses, including an estimate of losses incurred but not reported. Management believes that the loss and loss adjustment reserves are adequate to cover the ultimate associated liability. However, such estimates may be more or less than the amount ultimately paid when the claims are finally settled.

Recent Accounting Pronouncements

In October 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts (a consensus of the FASB Emerging Issues Task Force) (Topic 944)*, which clarifies what costs should be deferred by insurance companies when issuing or renewing insurance contracts. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2011. The Company adopted this standard on a prospective basis on January 1, 2012 and, in connection therewith, recognized additional expense of $0.4 million over the first six months of 2012, consistent with the Company s insurance policy terms and estimated deferred acquisition costs amortization period.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends certain measurement and disclosure requirements related to fair value measurements to improve consistency with international reporting standards. The Company adopted the provisions of this guidance in the quarter ended March 31, 2012. The adoption of this guidance did not have an impact on the Company s financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income*, which requires a company to present components of net income and other comprehensive income in one continuous statement or in two separate, but consecutive statements. There are no changes to the components that are recognized in net income or other comprehensive income under current GAAP. The Company adopted the provisions of this guidance in the quarter ended March 31, 2012. The adoption of this guidance did not have an impact on the Company s financial position or results of operations, other than the presentation thereof.

In September 2011, the FASB issued ASU 2011-08, *Intangibles Goodwill and Other (Topic 350)*, which allows companies to waive comparing the fair value of a reporting unit to its carrying amount in assessing the recoverability of goodwill if, based on qualitative factors, it is more likely than not that the fair value of a reporting unit is greater than its carrying amount. The Company adopted the provisions of this guidance in the quarter ended March 31, 2012. The adoption of this guidance did not have an impact on the Company s financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, *Intangibles Goodwill and Other (Topic 350)*, which allows companies to waive comparing the fair value of indefinite-lived intangible assets to their carrying amounts in assessing the recoverability of these assets if, based on qualitative factors, it is more likely than not that the fair value of the indefinite-lived intangible assets is greater than their carrying amounts. The Company early adopted the provisions of this guidance in the quarter ended June 30, 2012. The adoption of this guidance did not have an impact on the Company s financial position or results of operations.

In February 2013, the FASB issued ASU No. 2013-02, *Presentation of Comprehensive Income*, which requires a company to provide information about the amounts reclassified out of accumulated other comprehensive

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

income by component. There are no changes to the components that are recognized in net income or other comprehensive income under current GAAP. The Company adopted the provisions of this guidance in the quarter ended March 31, 2013. The adoption of this guidance did not have an impact on the Company s financial position or results of operations, other than the presentation thereof.

Supplemental Cash Flow Information

During the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, the Company paid $0.5 million, $0.2 million, $0.1 million and $0.3 million, respectively, in income taxes and $1.7 million, $3.0 million, $2.0 million and $3.9 million, respectively, in interest.

Basic and Diluted Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares, while diluted net income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of such common shares and dilutive share equivalents. Dilutive share equivalents result from the assumed exercise of employee stock options and vesting of restricted common stock and are calculated using the treasury stock method.

2. Fair Value

Fair value is the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are generally based upon observable and unobservable inputs. Observable inputs are based on market data from independent sources, while unobservable inputs reflect the Company s view of market assumptions in the absence of observable market information. All assets and liabilities that are carried at fair value are classified and disclosed in one of the following categories:

Level 1- Quoted prices in active markets for identical assets or liabilities.

Level 2- Quoted market prices for similar assets or liabilities in active markets; quoted prices by independent pricing services for identical or similar assets or liabilities in markets that are not active; and valuations, using models or other valuation techniques, that use observable market data. All significant inputs are observable, or derived from observable information in the marketplace, or are supported by observable levels at which transactions are executed in the market place.

Level 3- Instruments that use non-binding broker quotes or model driven valuations that do not have observable market data or those that are estimated based on an ownership interest to which a proportionate share of net assets is attributed.

The Company categorizes valuation methods used in its identifiable intangible assets impairment tests as Level 3. To determine the fair value of acquired trademarks and trade names, the Company uses the relief-from-royalty method, which requires the Company to estimate the future revenue for the related brands, the appropriate royalty rate and the weighted average cost of capital. The Company also categorizes valuation methods used to fair value its investments in limited partnerships as Level 3, since these investments have redemption and transfer restrictions and are therefore not readily marketable.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Fair Value of Financial Instruments

The carrying values and fair values of certain of the Company s financial instruments were as follows (in thousands).

	December 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:				
Investments, available-for-sale	$ 130,248	$ 130,248	$ 139,046	$ 139,046
Limited partnership interests	7,513	7,513		
Liabilities:				
Debentures payable	40,301	15,006	40,261	12,723

The fair values as presented represent the Company s best estimates and may not be substantiated by comparisons to independent markets. The fair value of the debentures payable is categorized as Level 3, since it was based on current market rates offered for debt with similar risks and maturities an unobservable input categorized as Level 3. Carrying values of certain financial instruments, such as cash and cash equivalents and premiums and fees receivable, approximate fair value due to the short-term nature of the instruments and are not required to be disclosed. Therefore, the aggregate of the fair values presented in the preceding table does not purport to represent the Company s underlying value.

The Company holds available-for-sale investments and limited partnership interests, which are carried at either net asset value or under the equity method which approximate fair value. The following tables present the fair-value measurements for each major category of assets that are measured on a recurring basis (in thousands).

		Fair Value Measurements Using		
December 31, 2013	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Fixed maturities, available-for-sale:				
U.S. government and agencies	$ 12,485	$ 12,485	$	$
State	736		736	
Political subdivisions	612		612	

Revenue and assessment	14,658		14,658	
Corporate bonds	73,325		73,325	
Collateralized mortgage obligations:				
Agency backed	7,514		7,514	
Non-agency backed residential	4,660		4,660	
Non-agency backed commercial	3,943		3,943	
Redeemable preferred stocks	1,578	1,578		
Total fixed maturities, available-for-sale	119,511	14,063	105,448	
Mutual fund, available-for-sale	10,737	10,737		
Total investments, available-for-sale	130,248	24,800	105,448	
Limited partnership interests	7,513			7,513
Cash and cash equivalents	72,033	72,033		
Total	$ 209,794	$ 96,833	$ 105,448	$ 7,513

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

		Fair Value Measurements Using		
December 31, 2012	**Total**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Fixed maturities, available-for-sale:				
U.S. government and agencies	$ 12,110	$ 12,110	$	$
State	4,111		4,111	
Political subdivisions	790		790	
Revenue and assessment	17,996		17,996	
Corporate bonds	71,537		71,537	
Collateralized mortgage obligations:				
Agency backed	11,870		11,870	
Non-agency backed residential	5,472		5,472	
Non-agency backed commercial	5,109		5,109	
Redeemable preferred stock	1,718	1,718		
Total fixed maturities, available-for-sale	130,713	13,828	116,885	
Mutual funds, available-for-sale	8,333	8,333		
Total investments, available-for-sale	139,046	22,161	116,885	
Cash and cash equivalents	59,104	59,104		
Total	$ 198,150	$ 81,265	$ 116,885	$

The fair values of the Company s investments are determined by management after taking into consideration available sources of data. All of the portfolio valuations classified as Level 1 or Level 2 in the above tables are priced exclusively by utilizing the services of independent pricing sources using observable market data. The Level 2 classified security valuations are obtained from a single independent pricing service. The Level 3 classified securities in the table above consist of limited partnership interests for which fair value is estimated based on the Company s ownership interest in partners capital. There were no transfers between Level 1 and Level 2 for years ended December 31, 2013 and 2012. The Company s policy is to recognize transfers between levels at the end of the reporting period based on specific identification. The Company has not made any adjustments to the prices obtained from the independent pricing sources.

The Company has reviewed the pricing techniques and methodologies of the independent pricing service for Level 2 investments and believes that its policies adequately consider market activity, either based on specific transactions for the security valued or based on modeling of securities with similar credit quality, duration, yield and structure that were recently traded. The Company monitored security-specific valuation trends and has made inquiries with the pricing service about material changes or the absence of expected changes to understand the underlying factors and inputs and to validate the reasonableness of the pricing.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Based on the above categorization, there were no Level 3 classified security valuations at December 31, 2012 and 2011 and June 30, 2011, nor any transfers into or out of Level 3 during these periods. The following table represents the quantitative disclosure for those assets classified as Level 3 during the year ended December 31, 2013 (in thousands).

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	Limited partnership interests carried at		
	Net asset value	Equity method	Total
Balance at December 31, 2012	$	$	$
Gains or losses (realized or unrealized) included in net income (loss)	200	199	399
Investments and capital calls	3,139	4,000	7,139
Distributions received	(25)		(25)
Transfers into and out of Level 3			
Balance at December 31, 2013	$ 3,314	$ 4,199	$ 7,513

3. Investments

Investments, Available-for-Sale

The following tables summarize the Company s investment securities (in thousands).

December 31, 2013	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
U.S. government and agencies	$ 12,006	$ 495	$ (16)	$ 12,485
State	697	39		736
Political subdivisions	601	11		612
Revenue and assessment	14,050	619	(11)	14,658
Corporate bonds	73,461	2,127	(2,263)	73,325
Collateralized mortgage obligations:				
Agency backed	7,113	401		7,514
Non-agency backed residential	4,181	480	(1)	4,660
Non-agency backed commercial	3,363	580		3,943

Redeemable preferred stock	1,500	78		1,578
Total fixed maturities, available-for-sale	116,972	4,830	(2,291)	119,511
Mutual funds, available-for-sale	9,901	836		10,737
	$ 126,873	$ 5,666	$ (2,291)	$ 130,248

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

December 31, 2012	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government and agencies	$ 11,202	$ 908	$	$ 12,110
State	3,994	117		4,111
Political subdivisions	753	37		790
Revenue and assessment	16,449	1,553	(6)	17,996
Corporate bonds	68,114	3,669	(246)	71,537
Collateralized mortgage obligations:				
Agency backed	11,079	791		11,870
Non-agency backed residential	5,098	472	(98)	5,472
Non-agency backed commercial	4,652	457		5,109
Redeemable preferred stock	1,500	218		1,718
Total fixed maturities, available-for-sale	122,841	8,222	(350)	130,713
Mutual fund, available-for-sale	7,501	832		8,333
	$ 130,342	$ 9,054	$ (350)	$ 139,046

The following tables set forth the scheduled maturities of the Company s fixed maturity securities based on their fair values (in thousands). Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

December 31, 2013	Securities with Unrealized Gains	Securities with Unrealized Losses	Securities with No Unrealized Gains or Losses	All Fixed Maturity Securities
One year or less	$ 14,305	$	$	$ 14,305
After one through five years	25,667	10,888		36,555
After five through ten years	20,445	22,836		43,281
After ten years	3,667	4,008		7,675
No single maturity date	17,506	189		17,695
	$ 81,590	$ 37,921	$	$ 119,511

December 31, 2012	Securities with Unrealized Gains	Securities with Unrealized Losses	Securities with No Unrealized Gains or Losses	All Fixed Maturity Securities
One year or less	$ 9,380	$	$ 5	$ 9,385
After one through five years	34,460	11,518		45,978
After five through ten years	25,230	15,181		40,411
After ten years	10,770			10,770
No single maturity date	23,833	336		24,169
	$ 103,673	$ 27,035	$ 5	$ 130,713

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The fair value and gross unrealized losses of investments, available-for-sale, by the length of time that individual securities have been in a continuous unrealized loss position follows (in thousands).

	Less than 12 months		12 months or longer		
December 31, 2013	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Total Gross Unrealized Losses**
U.S. government and agencies	$ 988	$ (16)	$	$	$ (16)
State					
Political subdivisions					
Revenue and assessment	983	(11)			(11)
Corporate bonds	21,781	(993)	13,980	(1,270)	(2,263)
Collateralized mortgage obligations:					
Agency backed					
Non-agency backed residential	189	(1)			(1)
Non-agency backed commercial					
Redeemable preferred stock					
Total fixed maturities, available-for-sale	23,941	(1,021)	13,980	(1,270)	(2,291)
Mutual fund, available-for-sale					
	$ 23,941	$ (1,021)	$ 13,980	$ (1,270)	$ (2,291)

	Less than 12 months		12 months or longer		
December 31, 2012	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Total Gross Unrealized Losses**
U.S. government and agencies	$	$	$	$	$
State					
Political subdivisions					
Revenue and assessment	702	(6)			(6)
Corporate bonds	25,997	(246)			(246)
Collateralized mortgage obligations:					
Agency backed					
Non-agency backed residential	124	(20)	212	(78)	(98)
Non-agency backed commercial					

Redeemable preferred stock					
Total fixed maturities, available-for-sale	26,823	(272)	212	(78)	(350)
Mutual fund, available-for-sale					
	$ 26,823	$ (272)	$ 212	$ (78)	$ (350)

The following table reflects the number of fixed maturity securities with gross unrealized gains and losses. Gross unrealized losses are further segregated by the length of time that individual securities have been in a continuous unrealized loss position.

	Gross Unrealized Losses		
At:	**Less than or equal to 12 months**	**Greater than 12 months**	**Gross Unrealized Gains**
December 31, 2013	12	7	83
December 31, 2012	13	1	108

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The following tables reflect the fair value and gross unrealized losses of those fixed maturity securities in a continuous unrealized loss position for greater than 12 months. Gross unrealized losses are further segregated by the percentage of amortized cost (in thousands, except number of securities).

Gross Unrealized Losses at December 31, 2013:	Number of Securities	Fair Value	Gross Unrealized Losses
Less than or equal to 10%	7	$ 13,980	$ (1,270)
Greater than 10%			
	7	$ 13,980	$ (1,270)

Gross Unrealized Losses at December 31, 2012:	Number of Securities	Fair Value	Gross Unrealized Losses
Less than or equal to 10%		$	$
Greater than 10%	1	212	(78)
	1	$ 212	$ (78)

The following tables set forth the amount of gross unrealized losses by current severity (as compared to amortized cost) and length of time that individual securities have been in a continuous unrealized loss position (in thousands).

	Fair Value of Securities with Gross Unrealized Losses	Severity of Gross Unrealized Losses			
Length of Gross Unrealized Losses at December 31, 2013:		Gross Unrealized Losses	Less than 5%	5% to 10%	Greater than 10%
Less than or equal to:					
Three months	$ 6,417	$ (40)	$ (40)	$	$
Six months	1,653	(129)		(129)	
Nine months	15,871	(852)	(153)	(699)	
Twelve months					
Greater than twelve months	13,980	(1,270)	(85)	(1,185)	
Total	$ 37,921	$ (2,291)	$ (278)	$ (2,013)	$

Length of Gross Unrealized Losses at December 31, 2012:	Fair Value of Securities with Gross Unrealized Losses	Severity of Gross Unrealized Losses			
		Gross Unrealized Losses	Less than 5%	5% to 10%	Greater than 10%
Less than or equal to:					
Three months	$ 26,121	$ (266)	$ (246)	$	$ (20)
Six months					
Nine months					
Twelve months	702	(6)	(6)		
Greater than twelve months	212	(78)			(78)
Total	$ 27,035	$ (350)	$ (252)	$	$ (98)

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Limited Partnership Interests

Limited partnership interests consist of investments in three funds that invest in small balance distressed secured loans, securities and international equity and distressed corporate financing opportunities, respectively. These investments have redemption and transfer restrictions, however, the Company does not intend to sell these limited partnership interests, and it is more likely than not that the Company will not be required to sell them before the expiration of such restrictions. At December 31, 2013, the Company had unfunded commitments of $2.4 million to these limited partnerships.

Net earnings from limited partnership interests is recorded in investment income in the consolidated statements of operations and comprehensive income (loss).

Restrictions

At December 31, 2013, fixed maturities and cash equivalents with a fair value and amortized cost of $5.3 million were on deposit with various insurance departments as a requirement of doing business in those states. Cash equivalents with a fair value and amortized cost of $9.4 million were on deposit with another insurance company as collateral for an assumed reinsurance contract.

Investment Income and Net Realized Gains and Losses

The major categories of investment income follow (in thousands).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Fixed maturities, available-for-sale	$ 5,037	$ 6,513	$ 3,897	$ 8,296
Mutual funds, available-for-sale	766	613	290	625
Limited partnership interests	200			
Equity in earnings of limited partnership interest	199			
Other	90	92	59	125
Investment expenses	(576)	(619)	(316)	(651)
	$ 5,716	$ 6,599	$ 3,930	$ 8,395

The components of net realized gains (losses) on investments, available-for-sale at fair value follow (in thousands).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Gains	$ 100	$ 3,296	$ 15	$ 231
Losses	(68)	(31)	(120)	(3)
Other-than-temporary impairment	(61)	(23)	(127)	(413)
	$ (29)	$ 3,242	$ (232)	$ (185)

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

Realized gains and losses on sales and redemptions are computed based on specific identification. The non-credit related portion of OTTI is included in other comprehensive income (loss). The amounts of non-credit OTTI for securities still owned was $0.9 million for non-agency backed residential CMOs and $0.2 million for non-agency backed commercial at December 31, 2013, and $1.0 million for non-agency backed residential CMOs and $0.2 million for non-agency backed commercial CMOs at December 31, 2012 and 2011.

Other-Than-Temporary Impairment

The Company separates OTTI into the following two components: (i) the amount related to credit losses, which is recognized in the consolidated statement of operations and comprehensive income (loss) and (ii) the amount related to all other factors, which is recorded in other comprehensive income (loss). The credit-related portion of an OTTI is measured by comparing a security s amortized cost to the present value of its current expected cash flows discounted at its effective yield prior to the impairment charge.

The determination of whether unrealized losses are other-than-temporary requires judgment based on subjective as well as objective factors. The Company routinely monitors its investment portfolio for changes in fair value that might indicate potential impairments and performs detailed reviews on such securities. Changes in fair value are evaluated to determine the extent to which such changes are attributable to (i) fundamental factors specific to the issuer or (ii) market-related factors such as interest rates or sector declines.

Securities with declines attributable to issuer-specific fundamentals are reviewed to identify all available evidence to estimate the potential for impairment. Resources used include historical financial data included in filings with the United States Securities and Exchange Commission (SEC) for corporate bonds and performance data regarding the underlying loans for CMOs. Securities with declines attributable solely to market or sector declines where the Company does not intend to sell the security and it is more likely than not that the Company will not be required to sell the security before the full recovery of its amortized cost basis are not deemed to be other-than-temporarily impaired.

The issuer-specific factors considered in reaching the conclusion that securities with declines are not other-than-temporary include (i) the extent and duration of the decline in fair value, including the duration of any significant decline in value, (ii) whether the security is current as to payments of principal and interest, (iii) a valuation of any underlying collateral, (iv) current and future conditions and trends for both the business and its industry, (v) changes in cash flow assumptions for CMOs and (vi) rating agency actions. Based on these factors, the Company makes a determination as to the probability of recovering principal and interest on the security.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The number and amount of securities for which the Company has recognized OTTI charges in net income (loss) are presented in the following tables (in thousands, except for the number of securities).

	Year Ended December 2013,				Six Months Ended December 31		Year Ended June 30,	
	2013		2012		2011		2011	
	Number of Securities	OTTI	Number of Securities	OTTI	Number of Securities	OTTI	Number of Securities	OTTI
Collateralized mortgage obligations:								
Non-agency backed residential	1	$ (61)	2	$ (8)	3	$ (127)	5	$ (119)
Non-agency backed commercial			1	(15)	1	(12)	5	(296)
	1	(61)	3	(23)	4	(139)	10	(415)
Portion of loss recognized in accumulated other comprehensive income (loss)						12		2
Net OTTI recognized in net income (loss)		$ (61)		$ (23)		$ (127)		$ (413)

The following is a progression of the credit-related portion of OTTI on investments owned at December 31, 2013, 2012 and 2011and June 30, 2011 (in thousands).

	Year Ended December 31,		Six Months Ended December 31,	Year Ended June 30,
	2013	2012	2011	2011
Beginning balance	$ (2,666)	$ (3,425)	$ (3,343)	$ (3,301)
Additional credit impairments on:				
Previously impaired securities	(61)	(23)	(127)	(413)
Securities without previous impairments				
	(61)	(23)	(127)	(413)
Reductions for securities sold (realized)	95	782	45	371
	$ (2,632)	$ (2,666)	$ (3,425)	$ (3,343)

The Company believes that the remaining securities having unrealized losses at December 31, 2013 were not other-than-temporarily impaired. The Company also does not intend to sell any of these securities and it is more likely than not that the Company will not be required to sell any of these securities before the recovery of their amortized cost basis.

4. Reinsurance

Total premiums written and earned are summarized as follows (in thousands).

	Year Ended December 31, 2013		Year Ended December 31, 2012		Six Months Ended December 31, 2011		Year Ended June 30, 2011	
	Written	**Earned**	**Written**	**Earned**	**Written**	**Earned**	**Written**	**Earned**
Direct	$ 177,376	$ 176,588	$ 168,990	$ 164,715	$ 71,325	$ 71,503	$ 152,356	$ 153,368
Assumed	23,768	23,313	21,517	21,121	9,245	9,222	19,435	19,844
Ceded	(201)	(201)	(192)	(192)	(88)	(88)	(171)	(171)
Total	$ 200,943	$ 199,700	$ 190,315	$ 185,644	$ 80,482	$ 80,637	$ 171,620	$ 173,041

Assumed business represents private-passenger non-standard automobile insurance premiums in Texas written through a program with a county mutual insurance company and assumed by the Company through 100% quota-share reinsurance. The percentages of premiums assumed to net premiums written for the year ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the years ended June 30, 2011 were 12%, 11%, 11% and 11%, respectively.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

In August 2010, the Insurance Companies began utilizing excess-of-loss reinsurance with an unaffiliated reinsurer to limit their exposure to losses under liability coverages for policies issued with limits greater than the minimum statutory requirements. In November 2013, this excess-of-loss reinsurance was expanded to include higher liability limits on tenant homeowner policies. Although the reinsurance agreements contractually obligate the reinsurer to reimburse the Company for their share of losses, they do not discharge the primary liability of the Company, which remains contingently liable in the event the reinsurer is unable to meet their contractual obligations.

At December 31, 2013, the Insurance Companies had unsecured aggregate reinsurance receivables of $0.3 million.

Ceded premiums earned and reinsurance recoveries on losses and loss adjustment expenses were as follows (in thousands):

	Years Ended December 31,	
	2013	**2012**
Ceded premiums earned	$ 201	$ 192
Reinsurance recoveries on losses and loss adjustment expenses	$ 285	$ 163

5. Stock-Based Compensation Plans
Employee Stock-Based Incentive Plan

The Company has issued stock options (Stock Option Awards) and restricted common stock (Restricted Stock Awards) to employees and directors under its Amended and Restated First Acceptance Corporation 2002 Long Term Incentive Plan (the Plan) and accounts for such issuances in accordance with FASB ASC 718, *Compensation Stock Compensation*. At December 31, 2013, there were 6,140,307 shares remaining available for issuance under the Plan. Stock Option Awards are generally granted with an exercise price equal to or greater than the market price of the Company s stock at the date of grant. Stock Option Awards expire over five or ten years from the date of grant and vest in designated installments over four or five years through January 2016, while the Restricted Stock Awards vest in designated installments through November 2014. Certain awards provide for accelerated vesting if there is a change in control (as defined in the Plan).

On January 31, 2012, the Compensation Committee of the Board of Directors of the Company awarded two executive officers Stock Option Awards to purchase 750,000 and 75,000 shares of the Company s common stock at an exercise price of $1.45 per share and vest 40% and 20%, respectively, upon grant with the remainder vesting in equal installments over three and four years, respectively. Additionally, these Stock Option Awards expire on January 31, 2017. Compensation expense related to these Stock Option Awards was $0.5 million, of which $0.3 million was amortized through December 2012 and the remaining $0.2 million will be amortized through January 2016. The fair value of these Stock Option Awards was estimated at the grant date using the Black-Scholes option pricing model with an expected volatility of 73%, a risk-free interest rate of 0.71%, a dividend yield rate of zero, and a five-year expected term. Based on the calculation using the Black-Scholes option pricing model, the grant date fair value of options granted was $0.63 per share. Expected volatility is based on the historical volatility in the price of the Company s common stock since April 2004. The risk-free interest rate is the five-year Treasury rate, based on the term of the options. The dividend yield assumption is based on our history and expectation of dividend payments on common stock. The expected term represents the period of time that these Stock Option Awards are expected to remain outstanding.

Compensation expense related to Stock Option Awards is calculated under the fair value method and is recorded on a straight-line basis over the vesting period. There were no Stock Option Awards granted during the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011. At December 31, 2013, the weighted average remaining contractual life of options outstanding and exercisable/vested is approximately 4.2 years and 4.1 years, respectively.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A summary of the activity for the Company s Stock Option Awards is presented below (in thousands, except per share data).

	Options	Exercise Price	Weighted Average Exercise Price	Aggregate Intrinsic Value
Options outstanding at June 30, 2010	4,561	$3.00-$8.13	$ 3.06	
Forfeited	(61)	$3.04	$ 3.04	
Options outstanding at June 30, 2011	4,500	$3.00-$8.13	$ 3.06	
Forfeited				
Options outstanding at December 31, 2011	4,500	$3.00-$8.13	$ 3.06	
Granted	825	$1.45	$ 1.45	
Forfeited	(3,730)	$3.00-$3.04	$ 3.00	
Options outstanding at December 31, 2012	1,595	$1.45-$8.13	$ 2.38	
Forfeited	(358)	$3.04	$ 3.04	
Options outstanding at December 31, 2013	1,237	$1.45-$8.13	$ 2.19	$ 677
Options exercisable/vested at December 31, 2013	892		$ 2.47	$ 394

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

A summary of the activity for the Company s Restricted Stock Awards is presented below (in thousands, except per share data).

	Restricted Stock Awards	Weighted Average Grant Date Fair Value
Restricted Stock Awards outstanding at June 30, 2010	472	$ 2.48
Vested	(307)	$ 2.60
Forfeited	(29)	$ 2.51
Restricted Stock Awards outstanding at June 30, 2011	136	$ 2.30
Vested	(21)	$ 2.13
Forfeited	(20)	$ 2.20
Restricted Stock Awards outstanding at December 31, 2011	95	$ 2.36
Vested	(34)	$ 2.36
Forfeited	(1)	$ 2.50
Restricted Stock Awards outstanding at December 31, 2012	60	$ 2.35
Vested	(29)	$ 2.38
Forfeited	(14)	$ 2.36
Restricted Stock Awards outstanding at December 31, 2013	17	$ 2.29

In the table above, the number of shares vested includes 71,286 shares surrendered by the employees to the Company for payment of minimum tax withholding obligations. Shares of stock withheld for purposes of satisfying minimum tax withholding obligations are again available for issuance under the Plan.

There were no Restricted Stock Awards granted during the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011. The aggregate fair values of Restricted Stock Awards vested during the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the years ended June 30, 2011 were $0.1 million, $0.1 million, $44 thousand and $0.8 million, respectively, at the date of vesting. Expected future compensation expense related to the issuance of Restricted Stock Awards is $51 thousand, which will be amortized through November 2014.

Employee Stock Purchase Plan

The Company s Board of Directors adopted the First Acceptance Corporation Employee Stock Purchase Plan (ESPP) whereby eligible employees may purchase shares of the Company s common stock at a price equal to the lower of the closing market price on the first or last trading day of a six-month period. ESPP participants can authorize payroll deductions, administered through an independent plan custodian, of up to 15% of their salary to purchase semi-annually (June 30 and December 31) up to $25,000 of the Company s common stock during each calendar year. The Company has reserved 400,000 shares of common stock for issuance under the ESPP. Employees purchased approximately 35,000, 40,000, 18,000, and 32,000 shares during the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, respectively. Compensation expense attributable to subscriptions to purchase shares under the ESPP was $7,000, $11,000, $2,000 and $8,000 for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, respectively. At December 31, 2013, 118,269 shares remain available for issuance under the ESPP.

6. Employee Benefit Plan

The Company sponsors a defined contribution retirement plan (401k Plan) under Section 401(k) of the Internal Revenue Code. The 401k Plan covers substantially all employees who meet specified service requirements. Under the 401k Plan, the Company may, at its discretion, match 100% of the first 3% of an employee s salary plus 50% of the next 2% up to the maximum allowed by the Internal Revenue Code. The Company s contributions to the 401k Plan for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the year ended June 30, 2011 were $0.6 million, $0.6 million, $0.3 million and $0.6 million, respectively, and are included within insurance operating expenses in the accompanying consolidated statements of operations and comprehensive income (loss).

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

7. Property and Equipment

The components of property and equipment are as follows (in thousands).

	December 31, 2013	December 31, 2012
Furniture and equipment	$ 9,736	$ 9,008
Leasehold improvements	4,999	4,880
Capitalized leases	238	238
Aircraft	190	190
	15,163	14,316
Less: Accumulated depreciation	(11,651)	(9,660)
Property and equipment, net	$ 3,512	$ 4,656

Depreciation and amortization expense related to property and equipment was $2.1 million, $2.2 million, $0.8 million and $1.6 million for the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the years ended June 30, 2011, respectively. Included within the leasehold improvements category at December 31, 2013 above are capitalized assets totaling $0.1 million not yet in service. These assets are related to the Company s strategic investments in its retail stores.

8. Lease Commitments

The Company is committed under various operating lease agreements for office space. Certain lease agreements contain renewal options and rent escalation clauses. Rental expense for the year ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the years ended June 30, 2011 was $9.2 million, $9.5 million, $4.8 million and $9.9 million, respectively, and is included within insurance operating expenses in the accompanying consolidated statements of operations and comprehensive income (loss). Future minimum lease payments under these agreements follow (in thousands).

Year Ending December 31,	Amount
2014	$ 6,915
2015	5,051
2016	2,447
2017	692
2018	299
Thereafter	576

Total	$ 15,980

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

9. Losses and Loss Adjustment Expenses Incurred and Paid

Information regarding the reserve for unpaid losses and LAE is as follows (in thousands).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Liability for unpaid losses and LAE at beginning of period, gross	$ 79,260	$ 69,436	$ 68,424	$ 73,198
Reinsurance balances receivable	(260)	(187)	(133)	(46)
Liability for unpaid losses and LAE at beginning of period, net	79,000	69,249	68,291	73,152
Add: Provision for losses and LAE:				
Current period	145,877	144,207	60,162	130,888
Prior periods	(3,038)	4,016	5,591	(1,721)
Net losses and LAE incurred	142,839	148,223	65,753	129,167
Less: Losses and LAE paid:				
Current period	88,726	89,157	32,022	84,736
Prior periods	49,132	49,315	32,773	49,292
Net losses and LAE paid	137,858	138,472	64,795	134,028
Liability for unpaid losses and LAE at end of period, net	83,981	79,000	69,249	68,291
Reinsurance balances receivable	305	260	187	133
Liability for unpaid losses and LAE at end of period, gross	$ 84,286	$ 79,260	$ 69,436	$ 68,424

The favorable change in the estimate of unpaid losses and loss adjustment expenses of $3.0 million for the year ended December 31, 2013 was primarily related to bodily injury claims occurring in accident years 2010 through 2012, partially offset by unfavorable loss and loss adjustment expense development on Florida personal injury protection claims.

The unfavorable change in the estimate of unpaid losses and loss adjustment expenses of $4.0 million for the year ended December 31, 2012 was primarily due to higher than expected severity with Florida personal injury protection claims and with Georgia bodily injury claims in older accident periods, and unfavorable loss adjustment expense development that was primarily related to higher than expected legal expenses for bodily injury claims for accident years 2010 and prior.

The unfavorable change in the estimate of unpaid losses and loss adjustment expenses of $5.6 million for the six months ended December 31, 2011 was primarily related to the strengthening of loss adjustment expense reserves for prior accident periods and included amounts related to the settlement of claims for extra-contractual damages.

The favorable change in the estimate of unpaid losses and loss adjustment expenses of $1.7 million for the year ended June 30, 2011 was due to lower than anticipated severity of accidents occurring during the fiscal 2009 and 2010 accident years, specifically in bodily injury coverage in Texas, Tennessee and South Carolina and physical damage coverages in Georgia, partially offset by higher loss adjustment expenses specific to bodily injury and Florida no-fault coverages.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

10. Debentures Payable

In June 2007, First Acceptance Statutory Trust I (FAST I), a wholly-owned unconsolidated subsidiary trust of the Company, issued 40,000 shares of preferred securities at $1,000 per share to outside investors and 1,240 shares of common securities to the Company, also at $1,000 per share. FAST I used the proceeds from the sale of the preferred securities to purchase $41.2 million of junior subordinated debentures from the Company. The sole assets of FAST I are $41.2 million of junior subordinated debentures issued by the Company. The debentures will mature on July 30, 2037 and are redeemable by the Company in whole or in part beginning on July 30, 2012, at which time the preferred securities are callable. The debentures paid a fixed rate of 9.277% until July 30, 2012, after which the rate became variable (Three-Month LIBOR plus 375 basis points, resetting quarterly). The interest rate related to the debentures was 3.986% for the period from November 2013 to January 2014 and in February 2014 reset to the same rate through April 2014.

The obligations of the Company under the junior subordinated debentures represent full and unconditional guarantees by the Company of FAST I s obligations for the preferred securities. Dividends on the preferred securities are cumulative, payable quarterly in arrears and are deferrable at the Company s option for up to five years. The dividends on these securities, which have not been deferred, are the same as the interest on the debentures. The Company cannot pay dividends on its common stock during such deferments.

The debentures are classified as debentures payable in the Company s consolidated balance sheets and the interest paid on these debentures is classified as interest expense in the consolidated statements of operations and comprehensive income (loss). At December 31, 2013, the unamortized debt discount of $0.9 million is being amortized to interest expense over the term of the debentures.

11. Income Taxes

The provision (benefit) for income taxes consisted of the following (in thousands).

	Year Ended December 31,		Six Months Ended December 31,	Year Ended June 30,
	2013	2012	2011	2011
Federal:				
Current	$ 175	$	$	$
Deferred	(4)			
	171			
State:				
Current	476	(8)	146	296

Deferred	3	3	2	(98)
	479	(5)	148	198
	$ 650	$ (5)	$ 148	$ 198

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

The provision (benefit) for income taxes differs from the amounts computed by applying the statutory federal corporate tax rate of 35% to income (loss) before income taxes as a result of the following (in thousands).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Provision (benefit) for income taxes at statutory rate	$ 3,440	$ (3,166)	$ (10,251)	$ (19,804)
Tax effect of:				
Tax-exempt investment income	(27)	(18)	(2)	(15)
Change in the beginning of the period balance of the valuation allowance for deferred tax assets allocated to federal income taxes	(4,277)	580	4,670	4,761
Net operating loss carryforward expirations		1		735
Goodwill and identifiable intangible assets			5,545	14,084
Stock-based compensation	1,133	2,552	30	248
State income taxes, net of federal income tax benefit and valuation allowance	479	(5)	148	198
Other	(98)	51	8	(9)
	$ 650	$ (5)	$ 148	$ 198

The tax effects of temporary differences that give rise to the net deferred tax assets and liabilities are presented below (in thousands).

	December 31, 2013	December 31, 2012
Deferred tax assets:		
Net operating loss carryforwards	$ 9,949	$ 13,091
Stock option compensation	516	1,704
Unearned premiums and loss and loss adjustment expense reserves	4,898	4,980
Goodwill and identifiable intangible assets	6,311	7,341
Alternative minimum tax (AMT) credit carryforwards	1,784	1,612
Accrued expenses and other nondeductible items	1,182	495
Other	1,875	3,456

	26,515	32,679
Deferred tax liabilities:		
Deferred acquisition costs	(1,016)	(1,127)
Identifiable intangible assets	(1,872)	(1,872)
Net unrealized change on investments	(1,181)	(3,046)
Other		
	(4,069)	(6,045)
Total net deferred tax asset	22,446	26,634
Less: Valuation allowance	(24,224)	(28,413)
Net deferred tax liability	$ (1,778)	$ (1,779)

The Company had a valuation allowance of $24.2 million and $28.4 million at December 31, 2013 and 2012, respectively, to reduce deferred tax assets to the amount that is more likely than not to be realized. The change in the total valuation allowance for the year ended December 31, 2013 was a decrease of $4.2 million. For the year ended December 31, 2013, the change in the valuation allowance included decreases of $1.9 million related to the unrealized change on investments included in other comprehensive income (loss) and was net of the utilization of $8.6 million in NOL carryforwards.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

In assessing the realization of deferred tax assets, management considered whether it was more likely than not that some portion or all of the deferred tax assets will not be realized. The Company is required to assess whether a valuation allowance should be established against the Company s net deferred tax assets based on the consideration of all available evidence using a more likely than not standard. In making such judgments, significant weight is given to evidence that can be objectively verified. In assessing the Company s ability to support the realizability of its deferred tax assets, management considered both positive and negative evidence. The Company placed greater weight on historical results than on the Company s outlook for future profitability and established a deferred tax valuation allowance at December 31, 2013 and 2012, respectively. The deferred tax valuation allowance may be adjusted in future periods if management determines that it is more likely than not that some portion or all of the deferred tax assets will be realized. In the event the deferred tax valuation allowance is adjusted, the Company would record an income tax benefit for the adjustment.

The change in the total valuation allowance for the year ended December 31, 2012 was an increase of $1.2 million. For the year ended December 31, 2012, the change in the calculation allowance included increases of $0.5 million related to the unrealized change on investments included in other comprehensive income (loss). The change in the total valuation allowance for the six months ended December 31, 2011 was an increase of $5.1 million. For the six months ended December 31, 2011, the change in the valuation allowance included reductions of $0.3 million related to the unrealized change on investments included in other comprehensive income (loss) and increases of $0.7 million related to deferred state income taxes. The change in the total valuation allowance for the year ended June 30, 2011 was an increase of $5.2 million. For the year ended June 30, 2011, the change in the valuation allowance included reductions of $0.3 million related to the unrealized change on investments included in other comprehensive income (loss) and increases of $0.8 million related to deferred state income taxes.

At December 31, 2013, the Company had gross state NOL carryforwards of $7.8 million that begin to expire in 2020. At December 31, 2013, the Company had gross NOL carryforwards for federal income tax purposes of $28.4 million and AMT credit carryforwards of $1.8 million that have no expiration date, which are available to offset future federal taxable income. On a tax-effected basis, all remaining federal and substantially all state NOL carryforwards at December 31, 2013 have been fully reserved for through a valuation allowance. The gross federal NOL carryforwards of $28.4 million will expire in 2029 through 2032.

12. Net Income (Loss) Per Share

Basic EPS are computed using the weighted average number of shares outstanding. Diluted EPS are computed using the weighted average number of shares outstanding adjusted for the incremental shares attributed to outstanding securities with a right to purchase or convert into common stock.

The following table sets forth the computation of basic and diluted net income (loss) per share (in thousands, except per share data).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Net income (loss)	$ 9,180	$ (9,040)	$ (29,437)	$ (56,780)
Weighted average common basic shares	40,930	40,861	47,707	48,171
Effect of dilutive securities	162			
Weighted average common dilutive shares	41,092	40,861	47,707	48,171
Basic net income (loss) per share	$ 0.22	$ (0.22)	$ (0.62)	$ (1.18)
Diluted net income (loss) per share	$ 0.22	$ (0.22)	$ (0.62)	$ (1.18)

For the year ended December 31, 2013, the computation of diluted net income per share included 17 thousand shares of unvested restricted common stock and exercisable options to purchase approximately 0.9 million shares that had a dilutive effect of 145 thousand shares.

FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

For each of the year ended December 31, 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, the computation of diluted net loss per share did not include approximately 0.1 million shares of unvested restricted common stock as their inclusion would have been anti-dilutive. Options to purchase 1.6 million, 4.5 million and 4.5 million shares for the year ended December 31, 2012, the six months ended December 31, 2011 and the year ended June 30, 2011, respectively, were not included in the computation of diluted net income (loss) per share as their exercise prices were in excess of the average stock prices for the periods presented.

13. Concentrations of Credit Risk

At December 31, 2013, the Company had certain concentrations of credit risk with several financial institutions in the form of cash and cash equivalents, which amounted to $72.0 million. For purposes of evaluating credit risk, the stability of financial institutions conducting business with the Company, the amount of collateral posted and the amount of available Federal Deposit Insurance Corporation insurance is periodically reviewed. If the financial institutions failed to completely perform under terms of the financial instruments, the exposure for credit loss would be the amount of the financial instruments less amounts covered by regulatory insurance.

The Company primarily transacts business either directly with its policyholders or through independently-owned insurance agencies in Tennessee who exclusively write non-standard personal automobile insurance policies on behalf of the Company. Direct policyholders make payments directly to the Company. Balances due from policyholders are generally secured by the related unearned premium. The Company requires a down payment at the time the policy is originated and subsequent scheduled payments are monitored in order to prevent the Company from providing coverage beyond the date for which payment has been received. If subsequent payments are not made timely, the policy is generally canceled at no loss to the Company. Policyholders whose premiums are written through the independent agencies make their payments to these agencies that in turn remit these payments to the Company. Balances due to the Company resulting from premium payments made to these agencies are unsecured.

14. Related Party Transactions

Certain of the Company s executives are covered by employment agreements covering, among other items, base compensation, incentive-bonus determinations and payments in the event of termination or a change in control of the Company.

During the six months ended December 31, 2011, the Company repurchased an aggregate of 481,205 shares from two former executive officers of the Company in separately negotiated transactions for an aggregate price of $0.8 million. All repurchased shares were subsequently retired.

On December 23, 2011, the Company and Stephen J. Harrison entered into a Mutual Separation and Release Agreement (Separation Agreement) that included the resignation of Stephen J. Harrison from all positions with the Company, including as a member of the Board of Directors and the Chief Executive Officer of the Company. In connection with the Separation Agreement, on December 23, 2011, the Company repurchased 7,049,515 shares of

Company common stock beneficially owned by Mr. Harrison for an aggregate price of $10.2 million, or $1.45 per share. All repurchased shares were subsequently retired.

15. Severance

During the year ended June 30, 2011, the Company incurred charges of $1.7 million for severance for former employees of the Company. The fiscal year 2011 charge was comprised of $1.3 million in accrued severance and benefits and $0.4 million in non-cash charges related to the vesting of certain unvested stock options and restricted common stock. Severance and benefits charges are included in insurance operating expenses and the non-cash charges related to the vesting of stock options and restricted common stock are included within stock-based compensation expense in the consolidated statements of operations and comprehensive income (loss). The insurance operations segment includes the accrued severance and benefits charges, and the real estate and corporate segment includes the accelerated vesting charges.

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

16. Litigation

The Company is named as a defendant in various lawsuits, arising in the ordinary course of business, generally relating to its insurance operations. All legal actions relating to claims made under insurance policies are considered by the Company in establishing its loss and loss adjustment expense reserves. The Company also faces lawsuits from time to time that seek damages beyond policy limits, commonly known as bad faith claims, as well as class action and individual lawsuits that involve issues arising in the course of the Company s business. The Company continually evaluates potential liabilities and reserves for litigation of these types using the criteria established by FASB ASC 450, *Contingencies* (FASB ASC 450). Pursuant to FASB ASC 450, reserves for a loss may only be recognized if the likelihood of occurrence is probable and the amount can be reasonably estimated. If a loss, while not probable, is judged to be reasonably possible, management will disclose, if it can be estimated, a possible range of loss or state that an estimate cannot be made. Management evaluates each legal action and records reserves for losses as warranted by establishing a reserve in its consolidated balance sheets in loss and loss adjustment expense reserves for bad faith claims and in other liabilities for other lawsuits. Amounts incurred are recorded in the Company s consolidated statements of operations and comprehensive income (loss) in losses and loss adjustment expenses for bad faith claims and in insurance operating expenses for other lawsuits unless otherwise disclosed.

In January 2014, the Company became the subject of litigation filed in the U.S. District Court for the Middle District of Tennessee alleging certain improper employment law practices. The case is in its infancy, and the Company s position in this case has not yet been fully developed. Therefore, an estimate of the ultimate impact of this litigation on the Company, if any, cannot be made at this time.

17. Segment Information

The Company operates in two business segments with its primary focus being the selling, servicing and underwriting of non-standard personal automobile insurance. The real estate and corporate segment consists of the activities related to the disposition of foreclosed real estate held for sale, interest expense associated with all debt and other general corporate overhead expenses.

The following table presents selected financial data by business segment (in thousands).

	Year Ended December 31, 2013	Year Ended December 31, 2012	Six Months Ended December 31, 2011	Year Ended June 30, 2011
Revenues:				
Insurance	$ 240,460	$ 227,966	$ 99,039	$ 210,618
Real estate and corporate	52	93	65	116
Consolidated total	$ 240,512	$ 228,059	$ 99,104	$ 210,734

Income (loss) before income taxes:				
Insurance	$ 12,748	$ (4,588)	$ (26,711)	$ (50,407)
Real estate and corporate	(2,918)	(4,457)	(2,578)	(6,175)
Consolidated total	$ 9,830	$ (9,045)	$ (29,289)	$ (56,582)

	December 31,	
	2013	**2012**
Total assets:		
Insurance	$ 262,869	$ 256,670
Real estate and corporate	10,838	5,633
Consolidated total	$ 273,707	$ 262,303

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FIRST ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

18. Statutory Financial Information and Accounting Policies

The statutory-basis financial statements of the Insurance Companies are prepared in accordance with accounting practices prescribed or permitted by the Department of Insurance in each respective state of domicile. Each state of domicile requires that insurance companies domiciled in the state prepare their statutory-basis financial statements in accordance with the National Association of Insurance Commissioners *Accounting Practices and Procedures Manual* subject to any deviations prescribed or permitted by the insurance commissioner in each state of domicile. The Insurance Companies are required to report their risk-based capital (RBC) each December 31. Failure to maintain an adequate RBC could subject the Insurance Companies to regulatory action and could restrict the payment of dividends. At December 31, 2013, the RBC levels of the Insurance Companies did not subject them to any regulatory action.

At December 31, 2013 and 2012, on an unaudited consolidated statutory basis, the capital and surplus of the Insurance Companies was $95.0 million and $89.6 million, respectively. For the years ended December 31, 2013 and 2012, the six months ended December 31, 2011 and the fiscal year ended June 30, 2011, consolidated statutory net income (loss) of the Insurance Companies was $4.2 million, $(12.7) million, $(9.0) million and $(5.9) million, respectively.

The maximum amount of dividends which can be paid by First Acceptance Insurance Company, Inc. (FAIC) to the Company, without the prior approval of the Texas insurance commissioner, is limited to the greater of 10% of statutory capital and surplus at December 31st of the next preceding year or net income for the year. In addition, dividends may only be paid from unassigned funds (surplus) and an insurance company s remaining surplus must be both reasonable in relation to its outstanding liabilities and adequate to its financial needs. At December 31, 2013, FAIC could pay $0.9 million in ordinary dividends to the Company without prior regulatory approval due to a negative earned surplus position.

19. Selected Quarterly Financial Data (unaudited)

Interim results are not necessarily indicative of fiscal year performance because of the impact of seasonal and short-term variations. Selected quarterly financial data is summarized as follows (in thousands, except per share data).

	Total Revenues	Income (Loss) before Income Taxes	Net Income (Loss)	Basic and Diluted Net Income (Loss) per Share
Year Ended December 31, 2013:				
December 31, 2013	$ 59,152	$ 3,363	$ 3,158	$ 0.07
September 30, 2013	59,578	2,096	1,932	0.05
June 30, 2013	62,493	2,254	2,066	0.05
March 31, 2013	59,289	2,117	2,024	0.05

Year Ended December 31, 2012:				
December 31, 2012	$ 55,079	$ 175	$ 96	$ 0.00
September 30, 2012	59,568	3,378	3,279	0.08
June 30, 2012	57,945	(4,470)	(4,208)	(0.10)
March 31, 2012	55,467	(8,128)	(8,207)	(0.20)

Income before income taxes for the quarter ended December 31, 2013 of $3.4 million included $2.6 million of favorable development in the Company s estimate of unpaid loss and loss adjustment expenses. Income before income taxes for the quarter ended December 31, 2012 of $0.2 million included $4.0 million of unfavorable development in the Company s estimate of unpaid loss and loss adjustment expenses.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management team, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended, or the Exchange Act) at December 31, 2013. Based on that evaluation, our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) concluded that our disclosure controls and procedures were effective at December 31, 2013 to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms.

Management s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control Integrated Framework* (1992 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment under the *Internal Control Integrated Framework*, our management concluded that our internal control over financial reporting was effective at December 31, 2013.

Our independent registered public accounting firm, Ernst & Young LLP has issued an attestation report on our internal control over financial reporting, which such report appears herein.

Changes in Internal Control over Financial Reporting

During the fourth fiscal quarter of the period covered by this report, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information with respect to our directors and executive officers, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Information with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Information with respect to our code of business conduct and ethics, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Information with respect to our corporate governance disclosures, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Item 11. Executive Compensation

Information with respect to the compensation of our executive officers, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information with respect to security ownership of certain beneficial owners and management and related stockholder matters, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information with respect to certain relationships and related transactions, and director independence, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information with respect to the fees paid to and services provided by our principal accountants, set forth in our Definitive Proxy Statement for the Annual Meeting of Stockholders to be held May 13, 2014, is incorporated herein by reference.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Financial Statements, Financial Statement Schedules and Exhibits

(1) Consolidated Financial Statements: See Index to Consolidated Financial Statements in Part II, Item 8 of this Form 10-K.

(2) Financial Statement Schedules:

Schedule I Financial Information of Registrant (Parent Company)

(3) Exhibits: See the exhibit listing set forth below.

Exhibit Number	
3.1	Restated Certificate of Incorporation of First Acceptance Corporation.
3.2	Second Amended and Restated Bylaws of First Acceptance Corporation.
4.1	Registration Rights Agreement, dated as of July 1, 2002, by and between the Company and Donald J. Edwards.
4.2	Form of certificate representing shares of common stock, par value $0.01 per share (incorporated by reference to Exhibit 4.1 of the Company s Registration Statement on Form S-8 filed December 26, 2002).
10.1	Amended and Restated First Acceptance Corporation 2002 Long Term Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company s Current Report on Form 8-K dated November 23, 2009).
10.2	Form of Restricted Stock Award Agreement under the Company s 2002 Long Term Incentive Plan.
10.3	Form of Nonqualified Stock Option Agreement under the Company s 2002 Long Term Incentive Plan.
10.4	Amended and Restated First Acceptance Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K dated November 17, 2010).
10.5	Form of Restricted Stock Award Agreement of Outside Directors under the Company s 2002 Long Term Incentive Plan.

10.6	Form of Indemnification Agreement between the Company and each of the Company s directors and executive officers.
10.7	Junior Subordinated Indenture, dated June 15, 2007, between First Acceptance Corporation and Wilmington Trust Company.
10.8	Guarantee Agreement, dated June 15, 2007, between First Acceptance Corporation and Wilmington Trust Company.
10.9	Amended and Restated Trust Agreement, dated June 15, 2007, among First Acceptance Corporation, Wilmington Trust Company and the Administrative Trustees Named Therein.

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10.10	Employment Agreement, made as of February 8, 2008, to be effective January 1, 2008, between First Acceptance Corporation and Daniel L. Walker (incorporated by reference to Exhibit 10.1 of the Company s Quarterly Report on Form 10-Q dated May 11, 2009).
10.11	Compensation Arrangement, made as of March 30, 2011, between First Acceptance Corporation and Mark A. Kelly (incorporated by reference to Exhibit 10.35 of the Company s Amendment No. 1 to Current Report on Form 8-K dated April 1, 2011).
10.12	Mutual Separation and Release Agreement, effective as of December 23, 2011, by and between First Acceptance Corporation and Stephen J. Harrison (incorporated by reference to Exhibit 10.33 of the Company s Current Report on Form 8-K dated December 23, 2011).
10.13	Stock Purchase Agreement, effective as of December 23, 2011, by and among First Acceptance Corporation, Stephen J. Harrison and Stephen J. Harrison 2010 Grantor Retained Annuity Trust (incorporated by reference to Exhibit 10.34 of the Company s Current Report on Form 8-K dated December 23, 2011).
14	First Acceptance Corporation Code of Business Conduct and Ethics.
21	Subsidiaries of First Acceptance Corporation.*
23.1	Consent of Ernst & Young LLP.*
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a).*
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a).*
32.1	Principal Executive Officer s Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Principal Financial Officer s Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101	XBRL *

* Filed herewith.
Management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRST ACCEPTANCE CORPORATION

Date: March 4, 2014

By /s/ Mark A. Kelly
Mark A. Kelly

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mark A. Kelly Mark A. Kelly	Chief Executive Officer (Principal Executive Officer)	March 4, 2014
/s/ Brent J. Gay Brent J. Gay	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 4, 2014
/s/ Jeremy B. Ford Jeremy B. Ford	Chairman of the Board of Directors	March 4, 2014
/s/ Rhodes R. Bobbitt Rhodes R. Bobbitt	Director	March 4, 2014
/s/ Harvey B. Cash Harvey B. Cash	Director	March 4, 2014
/s/ Donald J. Edwards Donald J. Edwards	Director	March 4, 2014
/s/ Tom C. Nichols Tom C. Nichols	Director	March 4, 2014
/s/ Lyndon L. Olson Lyndon L. Olson	Director	March 4, 2014

/s/ William A. Shipp, Jr. William A. Shipp, Jr.	Director	March 4, 2014

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