DELPHI FINANCIAL GROUP INC/DE
Form 10-Q
May 04, 2001

1

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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2001

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _________ to __________

Commission File Number 001-11462

DELPHI FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	(302) 478-5142	13-
(State or other jurisdiction of incorporation or organization)	(Registrant's telephone number, including area code)	(I.R.S. Emplo

1105 North Market Street, Suite 1230, P.O. Box 8985, Wilmington, Delaware	19899
(Address of principal executive offices)	(Zip Code)

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 filing requirements for the past 90 days:

Yes X No ____

As of April 30, 2001, the Registrant had 15,751,658 shares of Class A Common Stock and 4,537,522 shares of Class B Common Stock outstanding.

DELPHI FINANCIAL GROUP, INC.
FORM 10-Q
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND OTHER INFORMATION

PART I. FINANCIAL INFORMATION

DELPHI FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

Revenue:
  Premium and fee income ....
  Net investment income ....
  Net realized investment gains (losses) ....

Benefits and expenses:
  Benefits, claims and interest credited to policyholders ....
  Commissions ....
  Amortization of cost of business acquired ....
  Other operating expenses ....

Operating income ....

Interest expense ....

Income before income tax expense, dividends on Capital Securities of Delphi Funding L.L.C. and extraordinary gain ....

Income tax expense ....

Income before dividends on Capital Securities of Delphi Funding L.L.C. and extraordinary gain ....

Dividends on Capital Securities of Delphi Funding L.L.C. ....

Income before extraordinary gain ....

Extraordinary gain on repurchase of Capital Securities, net of income taxes ....

Net income ....

Basic results per share of common stock:
  Income before extraordinary gain excluding net realized investment gains (losses) ....
  Income before extraordinary gain ....
  Net income ....

Diluted results per share of common stock:
  Income before extraordinary gain excluding net realized investment gains (losses) ....
  Income before extraordinary gain ....
  Net income ....

Dividend paid per share of common stock ....

See notes to consolidated financial statements.

DELPHI FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

Assets:
- Investments:
  - Fixed maturity securities, available for sale ....
  - Cash and cash equivalents ....
  - Other investments ....
- Cost of business acquired ....
- Reinsurance receivables ....
- Other assets ....
- Assets held in separate account ....
  - Total assets ....

Liabilities and Shareholders' Equity:
- Future policy benefits ....
- Unpaid claims and claim expenses ....
- Policyholder account balances ....
- Corporate debt ....
- Advances from Federal Home Loan Bank ....
- Other liabilities and policyholder funds ....
- Liabilities related to separate account ....
  - Total liabilities ....
- Company-obligated mandatorily redeemable Capital Securities of Delphi Funding L.L.C. holding solely junior subordinated deferrable interest debentures of the Company ....
- Shareholders' equity:
  - Preferred Stock, $.01 par; 10,000,000 shares authorized ....
  - Class A Common Stock, $.01 par; 40,000,000 shares authorized; 17,187,048 and 16,844,982 shares issued and outstanding, respectively ....
  - Class B Common Stock, $.01 par; 20,000,000 shares authorized; 4,537,522 and 4,839,072 shares issued and outstanding, respectively ....
  - Additional paid-in capital ....
  - Net unrealized depreciation on investments ....
  - Retained earnings ....
  - Treasury stock, at cost; 1,435,390 shares of Class A Common Stock ....
    - Total shareholders' equity ....

Total liabilities and shareholders' equity ....

See notes to consolidated financial statements.

DELPHI FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Net Unrealized Depreciation on Investments
Balance, January 1, 2000	$ 163	$ 52	$ 364,390	$(101,465)
Net income	--	--	--	--
Increase in net unrealized depreciation on investments	--	--	--	(16,458)
Comprehensive income				
Issuance of stock and exercise of stock options	--	--	634	--
Acquisition of treasury stock	--	--	--	--
Balance, March 31, 2000	$ 163	$ 52	$ 365,024	$(117,923)
Balance, January 1, 2001	$ 168	$ 48	$ 366,834	$ (53,622)
Net income	--	--	--	--
Decrease in net unrealized depreciation on investments	--	--	--	14,651
Comprehensive income				
Issuance of stock and exercise of stock options	4	(3)	700	--
Dividends paid on common stock	--	--	--	--

Balance, March 31, 2001	$ 172	$ 45	$ 367,534	$ (38,971)	$
	=========	=========	=========	=========	=

See notes to consolidated financial statements.

DELPHI FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

Operating activities:
Net income ....
Adjustments to reconcile net income to net cash provided (used) by operating activities:
Change in policy liabilities and policyholder accounts ....
Net change in reinsurance receivables and payables ....
Amortization, principally the cost of business acquired and investments ....
Deferred costs of business acquired ....
Net realized (gains) losses on investments ....
Net change in trading account securities ....
Net change in federal income tax liability ....
Extraordinary gain ....
Other ....

Net cash provided (used) by operating activities ....

Investing activities:
Purchases of investments and loans acquired ....
Sales of investments and receipts from repayment of loans ....
Maturities of investments ....
Change in deposit in separate account ....

Net cash provided (used) by investing activities ....

Financing activities:
Deposits to policyholder accounts ....
Withdrawals from policyholder accounts ....
Proceeds from issuance of common stock and exercise of stock options ....
Dividends paid on common stock ....
Acquisition of treasury stock ....
Borrowings under Credit Agreements ....
Principal payments under Credit Agreements ....

Repayment of Federal Home Loan Bank advances	
Repurchase of Capital Securities	
Change in liability for securities loaned or sold under agreements to repurchase	
Net cash (used) provided by financing activities	
Increase (decrease) in cash and cash equivalents	
Cash and cash equivalents at beginning of period	
Cash and cash equivalents at end of period	

See notes to consolidated financial statements.

DELPHI FINANCIAL GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

The financial statements included herein were prepared in conformity with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. Such principles were applied on a basis consistent with those reflected in the Company's report on Form 10-K for the year ended December 31, 2000. The information furnished includes all adjustments and accruals of a normal recurring nature which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. Operating results for the three months ended March 31, 2001 are not necessarily indicative of the results that may be expected for the year ended December 31, 2001. Certain reclassifications have been made in the 2000 financial statements to conform to the 2001 presentation. For further information refer to the consolidated financial statements and footnotes thereto included in the Company's report on Form 10-K for the year ended December 31, 2000. Capitalized terms used herein without definition have the meanings ascribed to them in the Company's report on Form 10-K for the year ended December 31, 2000.

NOTE B - INVESTMENTS

At March 31, 2001, the Company had fixed maturity securities available for sale with a carrying value and a fair value of $2,075.2 million and an amortized cost of $2,143.3 million. At December 31, 2000, the Company had fixed maturity securities available for sale with a carrying value and a fair value of $2,010.6

million and an amortized cost of $2,103.2 million.

NOTE C - SEGMENT INFORMATION

Revenues excluding net realized investment gain (losses):	
Group employee benefit products	
Asset accumulation products	
Other (1)	
Operating income (2):	
Group employee benefit products	
Asset accumulation products	
Other (1)	

(1) Consists of operations that do not meet the quantitative thresholds for determining reportable segments and includes integrated disability and absence management services and certain corporate activities.

(2) Income excluding net realized investment gains (losses) and before interest and income tax expense, dividends on Capital Securities of Delphi Funding L.L.C. and extraordinary gain.

NOTE D - EXTRAORDINARY GAIN ON REPURCHASE OF CAPITAL SECURITIES OF DELPHI FUNDING L.L.C.

During the first quarter of 2001, the Company repurchased $21.3 million liquidation amount of the 9.31% Capital Securities, Series A, due in March 2027. The Company recognized an extraordinary gain of $3.0 million, net of income tax expense of $1.6 million, in connection with these repurchases.

NOTE E - COMPUTATION OF RESULTS PER SHARE

The following table sets forth the calculation of basic and diluted results per share (dollars in thousands, except per share data):

Numerator:	
Income before extraordinary gain excluding net realized investment gains (losses)	
Realized investment gains (losses), net of taxes	
Income before extraordinary gain	
Extraordinary gain on repurchase of Capital Securities, net of taxes	
Net income	
Denominator:	
Weighted average common shares outstanding	
Effect of dilutive securities	
Weighted average common shares outstanding, assuming dilution	
Basic results per share of common stock:	
Income before extraordinary gain excluding net realized investment gains (losses)	
Realized investment gains (losses), net of taxes	
Income before extraordinary gain	
Extraordinary gain on repurchase of Capital Securities, net of taxes	
Net income	
Diluted results per share of common stock:	
Income before extraordinary gain excluding net realized investment gains (losses)	
Realized investment gains (losses), net of taxes	
Income before extraordinary gain	
Extraordinary gain on repurchase of Capital Securities, net of taxes	
Net income	

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The following is an analysis of the results of operations and financial condition of Delphi Financial Group, Inc. (the "Company," which term includes the Company and its consolidated subsidiaries unless the context indicates otherwise). This analysis should be read in conjunction with the Consolidated Financial Statements and related notes included in this document, as well as the Company's report on Form 10-K for the year ended December 31, 2000. Capitalized terms used herein without definition have the meanings ascribed to them in the Company's report on Form 10-K for the year ended December 31, 2000.

RESULTS OF OPERATIONS

Premium and Fee Income. Premium and fee income for the first quarter of 2001 was $123.3 million as compared to $112.8 million for the first quarter of 2000, an increase of 9%. Premiums from core group employee benefit products increased 14% to $109.7 million in the first quarter of 2001 from $96.0 million in the comparable period of 2000. This increase reflects strong production of new business and normal growth in employment and salary levels for the Company's existing customer base. Within the group employee benefit segment, excess workers' compensation premiums increased 41% to $18.3 million in the first quarter of 2001 from $13.0 million in the comparable period of 2000. This increase reflects improvements in the pricing environment in this market sector and increased demand due to higher primary workers' compensation rates. Disruption in the excess workers' compensation marketplace due to difficulties experienced by some competitors created opportunities for SNCC, which contributed to high levels of new business production, particularly during 2000. Premiums from non-core group employee benefit products decreased to $9.3 million in the first quarter of 2001 from $12.4 million in the comparable period in 2000, primarily due to a lower level of premium from LPTs, which are episodic in nature. Deposits from the Company's asset accumulation products were $28.7 million for the first quarter of 2001 as compared to $33.1 million for the first quarter of 2000. Deposits for these products, which are long-term in nature, are not recorded as premiums; instead, the deposits are recorded as a liability. During the first quarter of 2001, market interest rates and the resulting interest rate spreads available to the Company on these products declined. The Company maintained its disciplined approach to establishing crediting rates offered on its asset accumulation products, in contrast to some of its competitors who did not react quickly to the declining interest rates. Accordingly, the Company experienced a lower level of production from its asset accumulation products during the first quarter of 2001 as compared to the first quarter of 2000.

Net Investment Income. Net investment income for the first quarter of 2001 was $39.1 million as compared to $50.7 million in the first quarter of 2000. The weighted average annualized yield on invested assets was 6.5% on average invested assets of $2,419.7 million for the first quarter of 2001 and 7.8% on average invested assets of $2,610.7 million for the first quarter of 2000. The decrease in investment income reflects the Company's liquidation during the fourth quarter of 2000 of a substantial majority of its holding company investments, which performed strongly during the first quarter of 2000. The proceeds from these sales were used to repay in full the $150.0 million of outstanding borrowings under the Company's $150.0 million revolving credit facility and to repurchase $21.3 million liquidation amount of the Capital Securities during the first quarter of 2001.

Benefits and Expenses. Policyholder benefits and expenses were $130.8 million for the first quarter of 2001 as compared to $123.2 million for the first quarter of 2000, an increase of 6%. This increase primarily reflects the increase in premiums from the Company's core group employee benefit products discussed above. The combined ratio (loss ratio plus expense ratio) for the Company's group employee benefits segment decreased from 95.1% in the first quarter of 2000 to 92.0% in the first quarter of 2001. This decrease was primarily attributable to changes in the Company's product mix. Benefits and interest credited on asset accumulation products increased by $2.0 million in first quarter of 2001, principally due to an increase in average funds under management from $636.8 million for the first quarter of 2000 to $739.3 million for the 2001 period. Also contributing to this increase was an increase in the weighted average annualized crediting rate on asset accumulation products, which increased from 5.4% in the first quarter of 2000 to 5.7% in the 2001 period.

Interest Expense. Interest expense was $3.8 million in the first quarter of 2001 as compared to $5.4 in the first quarter of 2000, a decrease of $1.6 million. This decrease is primarily a result of the Company's repayment in full of $150.0 million of outstanding borrowings under the Company's $150.0 million revolving credit facility during the first quarter of 2001. These repayments were made on various dates throughout the 2001 period. Accordingly, interest expense for the 2001 period does not fully reflect the future reduction in interest expense as a result of these repayments.

Extraordinary Gain. During the first quarter of 2001, the Company repurchased $21.3 million liquidation amount of the Capital Securities in the open market. The Company recognized an extraordinary gain of $3.0 million, net of income tax expense of $1.6 million, in connection with these repurchases. The reduction in dividends from the Capital Securities for the 2001 period does not fully reflect the future reduction in dividends since these repurchases occurred toward the end of the first quarter of 2001.

LIQUIDITY AND CAPITAL RESOURCES

General. The Company had $106.7 million of financial resources available at the holding company level at March 31, 2001, which was primarily comprised of cash, cash equivalents, fixed maturity securities and investments in the common stock of its investment subsidiaries. The assets of the investment subsidiaries are primarily invested in fixed maturity securities. Financial resources available at the holding company level have decreased $160.2 million since December 31, 2000 primarily due to the liquidation of a substantial majority of the investments of its investment subsidiaries. The Company used the proceeds from these sales to repay in full the $150.0 million of outstanding borrowings under the Credit Agreements and to repurchase $21.3 million liquidation amount of the Capital Securities. The maximum amount of borrowings available under the Credit Agreements, which mature in April 2003, is currently $230.0 million and will reduce to $190.0 million in October 2001 and $140.0 million in October 2002. A shelf registration is also in effect under which up to $49.2 million in securities may be issued by the Company.

Other sources of liquidity at the holding company level include dividends paid from subsidiaries, primarily generated from operating cash flows and investments. The Company's insurance subsidiaries are permitted, without prior regulatory or other approval, to make dividend payments of $77.8 million during 2001, of which $11.0 million has been paid during the first quarter of 2001. In general, dividends from the Company's non-insurance subsidiaries are not subject to regulatory or other restrictions.

The Company's current liquidity needs, in addition to funding operating expenses, include principal and interest payments on the Senior Notes, the SIG Senior Notes and the Subordinated Notes and distributions on the Capital Securities. The Senior Notes mature in their entirety in October 2003 and are not subject to any sinking fund requirements nor are they redeemable prior to maturity. The SIG Senior Notes mature in $9.0 million annual installments, with the next installment payable in May 2001 and the Subordinated Notes mature in their entirety in June 2003. The junior subordinated debentures underlying the Capital Securities are not redeemable prior to March 25, 2007.

Operating activities increased cash and cash equivalents by $53.7 million in the first quarter of 2001. Operating cash flow during the first quarter of 2000 increased cash and cash equivalents by $36.4 million, excluding $58.1 million of funds related to a rescinded reinsurance transaction that were returned to the ceding company during the quarter. During the first quarter of 2001, proceeds from investment sales were primarily used to repay in full the $150.0 million of outstanding borrowings under the $150.0 million revolving credit facility and repurchase $21.3 million liquidation amount of the Capital Securities. Sources of liquidity available to the Company and its subsidiaries are expected to exceed their current and long-term cash requirements.

MARKET RISK

There have been no material changes in the Company's exposure to market risk or its management of such risk since December 31, 2000.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

In connection with, and because it desires to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company cautions readers regarding certain forward-looking statements in the above "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Form 10-Q and in any other statement made by, or on behalf of, the Company, whether in future filings with the Securities and Exchange Commission or otherwise. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Some forward-looking statements may be identified by the use of terms such as "expects," "believes," "anticipates," "intends," "judgment" or other similar expressions. Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic, competitive and other uncertainties and contingencies, many of which are beyond the Company's control and many of which, with respect to future business decisions, are subject to change. Examples of such uncertainties and contingencies include, among other important factors, those affecting the insurance industry generally, such as the economic and interest rate environment, federal and state legislative and regulatory developments, including but not limited to changes in financial services and tax laws and regulations, and market pricing and competitive trends relating to insurance products and services, and those relating specifically to the Company's business, such as the level of its insurance premiums and fee income, the claims experience and other factors affecting the profitability of its insurance products, the performance of its investment portfolio and changes in the Company's investment strategy, acquisitions of companies or blocks of business, and ratings by major rating organizations of its insurance subsidiaries. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company. The Company disclaims any obligation to update forward-looking information.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

11 - Computation of Results per Share of Common Stock (incorporated by reference to Note E to the Consolidated Financial Statements included elsewhere herein)

(b) Reports on Form 8-K

None.

SIGNATURES

Pursuant to the requirements 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.

DELPHI FINANCIAL GROUP, INC. (Registrant)

/s/ ROBERT ROSENKRANZ

Robert Rosenkranz
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

/s/ THOMAS W. BURGHART

Thomas W. Burghart
Vice President and Treasurer
(Principal Accounting and Financial Officer)

Date: May 4, 2001