

21ST CENTURY HOLDING CO  
Form 10-K  
March 16, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**FORM 10-K**

**x Annual Report under Section 13 or 15(d) of the Securities Act of 1934**

For the fiscal year ended December 31, 2006

or

**o Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period of \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-2500111

**21<sup>st</sup> Century Holding Company**

(Exact name of registrant as specified in its Charter)

Florida

65-0248866

(State or other jurisdiction of  
incorporation or  
organization)

(I.R.S. Employer  
Identification No)

**3661 West Oakland Park Boulevard, Suite 300, Lauderdale Lakes, Florida  
33311**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (954) 581-9993

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

| <u>Title of Each Class</u>                         | <u>Name of Each Exchange on Which Registered</u> |
|--|--|
| Common Stock, par value \$0.01 per share           | NASDAQ Global Market, LLC                        |
| Redeemable Warrants expiring September 30,<br>2007 | NASDAQ Global Market, LLC                        |

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

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o 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 o

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. x

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the Registrant’s common stock held by non-affiliates was \$85,440,927 on June 30, 2006, computed on the basis of the closing sale price of the Registrant’s common stock on that date.

As of March 15, 2007, the total number of shares outstanding of Registrant's common stock was 7,959,330.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement for the 2007 Annual Meeting of the Shareholders are incorporated by reference into Part III, of this .Form 10K

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**21<sup>st</sup> Century Holding Company**

**PART I**

**SPECIAL NOTE ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements in this Annual Report on Form 10-K, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section entitled “Risk Factors” in Part I, Item 1A of this Annual Report. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

**ITEM 1 BUSINESS**

**GENERAL**

21<sup>st</sup> Century Holding Company (“the 21<sup>st</sup> Century,” “Company,” “we,” “us”) is an insurance holding company, which, through our subsidiaries and our contractual relationships with our independent agents and general agents, controls substantially all aspects of the insurance underwriting, distribution and claims process. We are authorized to underwrite homeowners’ property and casualty insurance, commercial general liability insurance, and personal automobile insurance in various states with various lines of authority through our wholly owned subsidiaries, Federated National Insurance Company (“Federated National”) and American Vehicle Insurance Company (“American Vehicle”).

Federated National is authorized to underwrite homeowners’ property and casualty insurance and personal automobile insurance in Florida as an admitted carrier. American Vehicle is authorized to underwrite personal automobile insurance and commercial general liability coverage in Florida as an admitted carrier. In addition, American Vehicle is authorized to underwrite commercial general liability insurance in Georgia, Kentucky, South Carolina, Virginia, Missouri and Arkansas as a surplus lines carrier and in Texas, Louisiana and Alabama as an admitted carrier. American Vehicle operations in Florida, Georgia, Kentucky, Louisiana, Texas, South Carolina and Virginia are on-going. American Vehicle operations in Alabama, Arkansas and Missouri are expected to begin this year. American Vehicle has an application pending authorization as a surplus lines carrier in the state of California, and applications pending submission to the states of Mississippi and Nevada.

During the year ended December 31, 2006, 74.4%, 21.6%, and 4.0% of the premiums we underwrote were for homeowners’ property and casualty insurance, commercial general liability insurance and personal automobile insurance, respectively. During the year ended December 31, 2005, 63.8%, 18.9%, and 17.3% of the premiums we underwrote were for homeowners’ property and casualty insurance, commercial general liability insurance and personal automobile insurance, respectively. We internally process claims made by our own and third-party insureds through our wholly owned claims adjusting company, Superior Adjusting, Inc. (“Superior”). We also offer premium financing to our own and third-party insureds through our wholly owned subsidiary, Federated Premium Finance, Inc. (“Federated Premium”).

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Our executive offices are located at 3661 West Oakland Park Boulevard, Suite 300, Lauderdale Lakes, Florida and our telephone number is (954) 581-9993.

Our web site is located at [www.21centuryholding.com](http://www.21centuryholding.com). Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to such reports are available, free of charge, on our website as soon as reasonably practicable after we electronically file or furnish such material with the SEC. Further, a copy of this annual report on Form 10-K is located at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding our filings at [www.sec.gov](http://www.sec.gov).

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### RECENT DEVELOPMENTS

#### New Florida Legislation

During an emergency session in January 2007, the Florida legislature passed and the Governor signed into law a bill known as "CS/HB-1A." This new law makes fundamental changes to the property and casualty insurance business in Florida and undertakes a multi-pronged approach to address the cost of residential property insurance in Florida. First, the new law requires insurance companies to lower their Florida premium rates for residential property insurance. The new law also authorizes the state-owned insurance company, Citizens Property Insurance Corporation ("Citizens"), which is free of many of the restraints on private carriers such as surplus, ratios, income taxes and reinsurance expense, to reduce its premium rates and begin competing against private insurers in the residential property insurance market and expands the authority of Citizens to write commercial insurance. Previously, Citizens was the insurer of last resort for residential property insurance because its required premium rates were higher than those generally available in the market place from private insurers. The new law also empowers the State of Florida to assess Citizens' underwriting losses against many lines of property and casualty insurance written for Florida residents, including auto insurance. The State of Florida also issued an order that essentially prevents insurance companies from non-renewing residential property insurance policies until after the 2007 hurricane season.

We are evaluating the ramifications of CS/HB-1A, specifically regarding property insurance rates that we believe are inadequate to cover the related underwriting risk. Additionally, we are concerned about competing against a state-owned insurance company. At this time, it is difficult for us to predict the impact of these new legislation in the Florida property and casualty market and we are closely monitoring the situation.

#### Impact of 2005 -2006 Hurricane Season

From June through October 2005, the State of Florida experienced four hurricanes, Dennis, Katrina, Rita and Wilma. Since then, we have been receiving and processing claims made under our homeowners' and mobile home owners' policies, a process that is expected to continue into the second quarter of 2006. One of the Company's subsidiaries, Federated National, incurred significant losses relative to its homeowners' insurance line of business. As of December 31, 2006, and relative to the 2005 hurricane season, approximately 14,000 policyholders filed hurricane-related claims totaling an estimated \$181.2 million, of which we estimate that our share of the costs associated with these hurricanes to be approximately \$8.8 million, net of reinsurance recoveries.

For the 2005-2006 hurricane season, the excess of loss treaties insured us for approximately \$64.0 million, with the Company retaining the first \$3.0 million of loss and loss adjustment expense ("LAE"). The treaties had a one full reinstatement provision for each excess layer with 100% additional premium as to time and pro rata as to amount. In addition, we purchased Reinstatement Premium Protection from the private sector which reimbursed the Company 100% of the cost of reinstatement for the second event. Unused coverage from the first two events carried forward to events beyond the second, in conjunction with a lowered attachment point (as explained below) afforded by the Florida Hurricane Catastrophe Fund ("FHCF").

In addition to the excess of loss reinsurance policies (described above), we continue to participate in the FHCF to protect our interest in the insurable risks associated with our homeowner and mobile home owner insurance products. For the first two events, FHCF coverage begins after the Company's retention of \$3.0 million and its excess of loss reinsured retention of approximately \$43.0 million.

Maximum coverage afforded from the combined policies of our FHCF and excess of loss policies in effect for varying dates from June 1, 2005 to June 30, 2006 total approximately \$194.8 million. FHCF will retain approximately \$131.0

million, our excess of loss reinsurance policies will retain \$64.0 million, and the Company will retain the first \$3 million of insurable losses for two events. For events beyond the second largest catastrophic event during the policy term, FHCF coverage attaches after the Company and its excess of loss reinsured collective retention of approximately \$15.0 million. Additionally, unused coverage from our excess of loss reinsurance treaties may be carried forward.

The FHCF treaty provided protection for 90% of losses and LAE and attached at approximately \$43.0 million. This treaty inures to the benefit of our excess of loss treaty and expires on June 1, 2006

#### **Impact of 2004 -2005 Hurricane Season**

In August and September 2004, the State of Florida experienced four hurricanes, Charley, Frances, Ivan and Jeanne. Since then, we have been receiving and processing claims made under our homeowners' and mobile home owners' policies, a process that is substantially complete. The same subsidiary as noted above, Federated National, incurred significant losses relative to its homeowners' insurance line of business. As of December 31, 2006, and relative to the 2004 hurricane season, approximately 9,000 policyholders filed hurricane-related claims totaling an estimated \$143.8 million, of which we estimate that our share of the costs associated with these hurricanes to be approximately \$59.4 million, net of reinsurance recoveries.



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We had a reinsurance structure that was a combination of private reinsurance and the FHCF. For each catastrophic occurrence, the excess of loss treaty insured us for \$24 million with the Company retaining the first \$10 million of losses and LAE. There are two layers involved with our excess of loss reinsurance treaties; the \$24 million is considered the first layer. The treaty had a provision which, for an additional prorated premium would insure us for another \$24 million of losses and LAE for a subsequent occurrence with the Company retaining the first \$10 million in losses and LAE. As a result of the losses and LAE incurred in connection with the Hurricanes Charles and Frances the Company has exhausted its recoveries of \$48 million under the terms of this treaty.

The second layer of our excess of loss treaty insures us for an additional \$34 million in excess of the \$34 million first layer noted above with the same reinstatement provision. The excess of loss treaties expired on June 30, 2005 and the Company negotiated a new reinsurance treaty. Accordingly, losses and LAE incurred for Hurricanes Ivan and Jeanne and any subsequent catastrophic events through June 30, 2005, up to \$34 million each, were the responsibility of the Company.

The FHCF treaty provided protection for 90% of losses and LAE and attached at approximately \$36.2 million. This treaty insured to the benefit of our excess of loss treaty and expired on June 1, 2005.

For a further discussion of our reinsurance please see our section titled "REINSURANCE"

### Regulatory

To retain our certificates of authority, Florida insurance laws and regulations require that our insurance company subsidiaries, Federated National and American Vehicle, maintain capital surplus equal to the greater of 10% of its liabilities or \$4.0 million, as defined in the Florida Insurance Code. As of December 31, 2006, Federated National and American Vehicle were in compliance with statutory minimum capital and surplus requirement, as they were as of December 31, 2005.

The insurance companies are also required to adhere to prescribed premium-to-capital surplus ratios. As of December 31, 2006 and 2005, both Federated National and American Vehicle were in compliance with the prescribed premium-to-surplus ratio.

During the aftermath of a catastrophic event, the Florida Office of Insurance Regulation ("OIR") will routinely issue emergency orders that imposed a moratorium on cancellations and non-renewals of various types of insurance coverage and require mediation to resolve disputes over personal property insurance claims. The orders also prohibit cancellations or non-renewals based solely upon claims resulting from the hurricanes.

### BUSINESS STRATEGY

Although recent operations have been dominated in part by the claims made in connection with the nine hurricanes that have occurred during 2004 and 2005, we did return to a focus on the key aspects of our business strategy during 2006. We expect that in 2007 we will seek continued growth of our business by capitalizing on the efficiencies of our business model and by:

- expanding the commercial general liability insurance product into additional states. In addition to our ongoing operations already underway in Florida, Georgia, Kentucky, Louisiana, South Carolina, Texas and Virginia, we have obtained licenses to underwrite and sell commercial general liability insurance in Alabama, Arkansas and Missouri. Although we have not yet begun operation in these states, our operations are expected to begin in 2007;

- a shift in emphasis of our product mix to balance our nonstandard automobile insurance products with our continued emphasis on homeowners' and commercial general liability lines of insurance and by expanding our product offerings to include other insurance products, subject to regulatory approval;
  - employing our business practices developed and used in Florida in our expansion to other selected states;
    - maintaining a commitment to provide high quality customer service to our agents and insureds;
- encouraging agents to place a high volume of high quality business with us by providing them with attractive commission structures tied to premium levels and loss ratios;

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- additional strategies that may include possible acquisitions or further dispositions of assets, and development of procedures to improve claims history and mitigate losses from claims.

There can be no assurances, however, that any of the foregoing strategies will be developed or successfully implemented or, if implemented, that they will positively affect our results of operations.

### INSURANCE OPERATIONS AND RELATED SERVICES

#### General

We are authorized to underwrite homeowners' property and casualty insurance, commercial general liability insurance, and personal automobile insurance in various states with various lines of authority through our wholly owned subsidiaries, Federated National and American Vehicle.

Federated National is authorized to underwrite homeowners' property and casualty insurance and personal automobile insurance in Florida as an admitted carrier. American Vehicle is authorized to underwrite personal automobile insurance and commercial general liability coverage in Florida as an admitted carrier.

In addition, American Vehicle is authorized to underwrite commercial general liability insurance in Arkansas, Georgia, Kentucky, Missouri, South Carolina and Virginia as a surplus lines carrier and in Texas, Louisiana and Alabama as an admitted carrier.

American Vehicle has a pending application in the final stage of an anticipated approval to be authorized as a surplus lines carrier in the state of California.

The following tables set forth the amount and percentages of our gross premiums written, premiums ceded to reinsurers and net premiums written by line of business for the periods indicated.

|                              | 2006                   |         | Years Ended December 31,<br>2005 |         | 2004       |         |
|------------------------------|------------------------|---------|----------------------------------|---------|------------|---------|
|                              | Premium                | Percent | Premium                          | Percent | Premium    | Percent |
|                              | (Dollars in Thousands) |         |                                  |         |            |         |
| Gross written premiums:      |                        |         |                                  |         |            |         |
| Automobile                   | \$ 6,064               | 4.0%    | \$ 20,665                        | 17.3%   | \$ 24,239  | 24.1%   |
| Homeowners'                  | 114,388                | 74.9%   | 76,182                           | 63.8%   | 63,913     | 63.5%   |
| Commercial General Liability | 32,213                 | 21.1%   | 22,593                           | 18.9%   | 12,510     | 12.4%   |
| Total gross written premiums | \$ 152,665             | 100.0%  | \$ 119,440                       | 100.0%  | \$ 100,662 | 100.0%  |
| Ceded premiums:              |                        |         |                                  |         |            |         |
| Automobile                   | \$ -                   | 0.0%    | \$ (5)                           | 0.0%    | \$ (992)   | -6.4%   |
| Homeowners'                  | 67,520                 | 100.0%  | 31,419                           | 100.0%  | 16,478     | 106.4%  |
| Commercial General Liability | -                      | 0.0%    | -                                | 0.0%    | -          | 0.0%    |
| Total ceded premiums         | \$ 67,520              | 100.0%  | \$ 31,414                        | 100.0%  | \$ 15,486  | 100.0%  |

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Net written premiums

|                              |    |        |        |    |        |        |    |        |        |
|------------------------------|----|--------|--------|----|--------|--------|----|--------|--------|
| Automobile                   | \$ | 6,064  | 7.2%   | \$ | 20,670 | 23.5%  | \$ | 25,231 | 29.6%  |
| Homeowners'                  |    | 46,868 | 55.0%  |    | 44,763 | 50.8%  |    | 47,435 | 55.7%  |
| Commercial General Liability |    | 32,213 | 37.8%  |    | 22,593 | 25.7%  |    | 12,510 | 14.7%  |
| Total net written premiums   | \$ | 85,145 | 100.0% | \$ | 88,026 | 100.0% | \$ | 85,176 | 100.0% |

We marketed our insurance products through our network of independent agents and general agents in fiscal 2006 and 2005. In fiscal 2004, we also marketed our insurance products through our company owned agencies and franchises, which we sold at the end of fiscal 2004.

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### Homeowners' and Mobile Homeowners'

We underwrite homeowners' insurance principally in South and Central Florida. Homeowners' insurance generally protects an owner of real and personal property against covered causes of loss to that property. Limits on homeowners' insurance are generally significantly higher than those for mobile homes, but typically provide for deductibles and other restrictive terms. Our property insurance products typically provide maximum coverage in the amount of \$750,000, with the average policy limit being approximately \$1,350,000. The approximate average premium on the policies currently in force is approximately \$2,727, as compared to \$1,849 for 2005, and the typical deductible is \$1,000 for non-hurricane-related claims and generally 2% of the coverage amount for the structure for hurricane-related claims.

We underwrite homeowners' insurance for mobile homes, principally in Central and Northern Florida, where we believe that the risk of catastrophe loss from hurricanes in a typical year is less than in other areas of the state. Mobile homeowners' insurance generally involves the potential for above-average loss exposure, as compared to homeowners' insurance. In the absence of major catastrophe losses, however, loss exposure is limited because premiums usually are at higher rates than those charged for non-mobile home property and casualty insurance. Additionally, our property lines for mobile homes typically provide maximum coverage in the amount of \$30,000, with the average policy limit being approximately \$60,000. In addition, we presently limit our mobile home coverage to no more than 10% of our underwriting exposure. The approximate average premium on the policies currently in force is approximately \$334, as compared to \$346 for 2005. The typical non-hurricane deductible is \$500 and the typical hurricane deductible is 2% of the coverage amount for the structure.

Federated National incurred significant losses relative to its homeowner's and mobile homeowners' insurance lines of business as a result of the three of the five Florida hurricanes in 2005. Approximately 14,010 policyholders have filed hurricane-related claims totaling an estimated \$181.2 million, of which we estimate that our share of the costs associated with these hurricanes will be approximately \$8.8 million, net of reinsurance recoveries. Federated National also incurred significant losses relative to its homeowner's and mobile homeowners' insurance lines of business as a result of the four Florida hurricanes in 2004. Approximately 9,000 policyholders have filed hurricane-related claims totaling an estimated \$155.8 million, of which we estimate that our share of the costs associated with these hurricanes will be approximately \$59.4 million, net of reinsurance recoveries. For a further discussion of our reinsurance please see our section titled "REINSURANCE"

Premium rates charged to our property insurance policyholders are continually evaluated to assure that they meet the expectation, that they are actuarially sound and produce a reasonable level of profit (neither excessive nor inadequate). An average rate increase of 14.9% that was implemented effective December 31, 2005 which was followed by an additional increase of 38.3% effective June 1, 2006. Although not yet formally finalized, the 38.3% rate increase was implemented using Florida's "use & file" rate filing provision; the rates have been acknowledged verbally and via e-mail as approved by the State of Florida OIR. Our initial rate increase for policies with an effective date of June 1, 2006 contemplated a 49.9% rate increase, though was ultimately implemented at 38.3%. Policy holders were refunded approximately \$6.0 million, and premiums waived totaled and resulted in a charge to operations of approximately \$1.0 million.

Effective June 1, 2007 the Windstorm Loss Mitigation discounts will effectively double, which will have an overall average rate reduction effect of 0.5%. Additionally, effective June 1, 2007 the hurricane portion of the wind premium will be reduced by an amount still to be determined in order to comply with the State's legally mandated "presumed factor" rate reduction.

### Commercial General Liability

We underwrite commercial general liability insurance for approximately 250 classes of artisan and mercantile trades (excluding home-builders and developers), habitational exposures and certain special events. The limits of liability range from \$100,000 per occurrence and \$200,000 policy aggregate to \$1 million per occurrence and \$2 million policy aggregate. We market the commercial general liability insurance products through a limited number of general agencies unaffiliated with the Company. The average annual premium on policies, with deductibles of \$250 to \$500 per claim, and currently in force is approximately \$851, as compared to \$763 for the years ended December 31, 2006 and 2005, respectively.

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The following table sets forth the amounts and percentages of our gross premiums written in connection with our commercial general liability program by state:

| State          | 2006                   |            | Years Ended December 31,<br>2005 |            | 2004      |            |
|----------------|------------------------|------------|----------------------------------|------------|-----------|------------|
|                | Amount                 | Percentage | Amount                           | Percentage | Amount    | Percentage |
|                | (Dollars in Thousands) |            |                                  |            |           |            |
| Florida        | \$ 22,965              | 71.29%     | \$ 18,293                        | 80.97%     | \$ 10,727 | 85.75%     |
| Georgia        | 1,805                  | 5.60%      | 1,258                            | 5.57%      | 793       | 6.34%      |
| Kentucky       | 9                      | 0.03%      | -                                | 0.00%      | -         | 0.00%      |
| Louisiana      | 5,743                  | 17.83%     | 3,042                            | 13.46%     | 990       | 7.91%      |
| South Carolina | 77                     | 0.24%      | -                                | 0.00%      | -         | 0.00%      |
| Texas          | 1,604                  | 4.98%      | -                                | 0.00%      | -         | 0.00%      |
| Virginia       | 10                     | 0.03%      | -                                | 0.00%      | -         | 0.00%      |
| Total          | \$ 32,213              | 100.00%    | \$ 22,593                        | 100.00%    | \$ 12,510 | 100.00%    |

On March 28, 2006 we announced the approval from the OIR to enter into a business relationship with member companies of The Republic Group (“Republic”). This working agreement, in the form of a 100% quota share reinsurance treaty, between the two companies will enable American Vehicle to underwrite general liability business and other commercial lines in various states, on an assumed basis, through affiliates and/or subsidiaries of Republic. Republic has a financial rating of “A-” Excellent with A.M. Best

Under this agreement the Company assumed \$22,760 in premiums in connection with its operations in the State of Texas. Operations in Texas began in December 2006.

**Personal Automobile**

Personal automobile insurance markets can be divided into two categories, standard automobile and nonstandard automobile. Standard personal automobile insurance is principally provided to insureds who present an average risk profile in terms of driving record, vehicle type and other factors. Nonstandard personal automobile insurance is principally provided to insureds that are unable to obtain standard insurance coverage because of their driving record, age, vehicle type or other factors, including market conditions.

Limits on standard personal automobile insurance are generally significantly higher than those for nonstandard coverage, but typically provide for deductibles and other restrictive terms. Underwriting criteria for standard coverage has become more restrictive, thereby requiring more insureds to seek nonstandard coverage and contributing to the increase in the size of the nonstandard automobile market. Nonstandard automobile insurance, however, generally involves the potential for increased loss exposure and higher claims experience. Loss exposure is mitigated because premiums usually are written at higher rates than those written for standard insurance coverage.

Both of our insurance subsidiaries currently underwrite nonstandard personal automobile insurance only in Florida, where the minimum limits are \$10,000 per individual, \$20,000 per accident for bodily injury, \$10,000 per accident for property damage and comprehensive, and \$50,000 for collision. The average annual premium on policies currently in force is approximately \$860, as compared to \$945 for 2005, and the nonstandard personal automobile insurance lines represent approximately 99.8% of our written premiums for personal automobile insurance for both the years ended December 31, 2006 and 2005. Both Federated National and American Vehicle underwrite this coverage on primarily an annual basis and to a much lesser extent, on a semi-annual basis.

Due to the purchasing habits of nonstandard automobile insureds (for example, nonstandard automobile insureds tend to seek the least expensive insurance required of the policyholder by statute that satisfies the requirements of state laws to register a vehicle), policy renewal rates tend to be low compared to standard policies. Our experience has been that a significant number of existing nonstandard policyholders allow their policies to lapse and then reapply for insurance as new policyholders.

Federated National underwrites standard personal automobile insurance policies providing coverage no higher than \$100,000 per individual, \$300,000 per accident for bodily injury, \$50,000 per accident for property damage and comprehensive and collision up to \$50,000 per accident, with deductibles ranging from \$200 to \$1,000. The average premium on the policies currently in force is approximately \$1,599, as compared to \$1,203 for 2005, and represented approximately 0.2% of our written premiums for personal automobile insurance as of the year ended December 31, 2006. The Company is currently filing for an additional rate increase on the personal automobile line of business.



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### **Flood**

We write flood insurance through the National Flood Insurance Program (“NFIP”). We write the policy for the NFIP, which assumes 100% of the flood risk while we retain a commission for our service. The average flood policy premium is approximately \$400 with limits up to \$250,000. Commissions in connection with this program totaled \$0.3 million, \$0.2 million and \$0.3 million as of December 31, 2006, 2005 and 2004, respectively.

### **Assurance MGA**

Assurance Managing General Agents, Inc. (“Assurance MGA”), a wholly owned subsidiary, acts as Federated National’s and American Vehicle’s exclusive managing general agent in the state of Florida. As American Vehicle continues its expansion into other states we shall contract with general agents to market our commercial general liability insurance product beyond the state of Florida. Assurance MGA currently provides underwriting policy administration, marketing, accounting and financial services to Federated National and American Vehicle, and participates in the negotiation of reinsurance contracts. Assurance MGA generates revenue through a 6% commission fee from the insurance companies’ gross written premium, policy fee income of \$25 per policy and other administrative fees from the marketing of company products through the Company’s distribution network. The 6% commission fee from Federated National and American Vehicle was made effective January 1, 2005. Assurance MGA plans to establish relationships with additional carriers and add additional insurance products in the future.

### **Superior**

Superior processes claims made by insureds from Federated National, American Vehicle and third-party insurance companies. Our agents have no authority to settle claims or otherwise exercise control over the claims process. Furthermore, we believe that the employment of salaried claims personnel, as opposed to independent adjusters, results in reduced ultimate loss payments, lower LAE and improved customer service for most of our insurance products. Were this not the case, we would retain independent appraisers and adjusters. We also employ an in-house legal department to cost-effectively manage claims-related litigation and to monitor our claims handling practices for efficiency and regulatory compliance.

### **Federated Premium**

Federated Premium provides premium financing to Federated National's, American Vehicle’s and third-party’s insureds. Premium financing has been marketed through our distribution network of general agencies and a small number of independent agents whose customer base and operational history meets our strict criteria for creditworthiness and, prior to our sale at the end of 2004 of our company-owned and franchised agencies, also through those agencies. Lending operations are primarily supported by Federated Premium's own capital base and currently, to a much lesser extent, through our credit facility with FlatIron Funding Company LLC (Flatiron”), which is described in more detail below.

Premiums for property and casualty insurance are typically payable at the time a policy is placed in force or renewed. Federated Premium's services allow the insured to pay a portion of the premium when the policy is placed in force and the balance in monthly installments over a specified term, generally between six and eight months. As security, Federated Premium retains a contractual right, if a premium installment is not paid when due, to cancel the insurance policy and to receive the unearned premium from the insurer, or in the event of insolvency of an insurer, from the Florida Guarantee Association, subject to a \$100 per policy deductible. In the event of cancellation, Federated Premium applies the unearned premium towards the payment obligation of the insured.

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The following table sets forth the amount and percentages of premiums financed for Federated National, American Vehicle and other insurers for the periods indicated:

|                    | 2006                   |         | Years Ended December 31,<br>2005 |         | 2004      |         |
|--------------------|------------------------|---------|----------------------------------|---------|-----------|---------|
|                    | Premium                | Percent | Premium                          | Percent | Premium   | Percent |
|                    | (Dollars in Thousands) |         |                                  |         |           |         |
| Federated National | \$ 6,279               | 56.2%   | \$ 6,893                         | 21.5%   | \$ 11,510 | 34.0%   |
| American Vehicle   | 1,981                  | 17.7%   | 14,946                           | 46.7%   | 9,390     | 27.8%   |
| Other insurers     | 2,917                  | 26.1%   | 10,186                           | 31.8%   | 12,925    | 38.2%   |
| Total              | \$ 11,177              | 100.00% | \$ 32,025                        | 100.00% | \$ 33,825 | 100.00% |

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Federated Premium's operations are funded by a revolving loan agreement ("Revolving Agreement") with FlatIron. The Revolving Agreement is structured as a sale of contracts receivable under a sale and assignment agreement with Westchester Premium Acceptance Corporation ("WPAC") (a wholly-owned subsidiary of FlatIron), which gives WPAC the right to sell or assign these contracts receivable. Federated Premium, which services these contracts, has recorded transactions under the Revolving Agreement as secured borrowings. Outstanding borrowings under the Revolving Agreement as of December 31, 2006 and 2005 were approximately \$0.01 million and \$0.20 million, respectively.

The amounts of WPAC's advances are subject to availability under a borrowing base calculation, with maximum advances outstanding not to exceed the maximum credit commitment. The annual interest rate on advances under the Revolving Agreement equals the prime rate plus additional interest varying from 1.25% to 3.25% based on the prior month's ratio of contracts receivable related to insurance companies with an A.M. Best rating of B or lower, to total contracts receivable. The effective interest rate on this line of credit, based on our average outstanding borrowings under the Revolving Agreement, was 7.82% and 6.39% as of the year ended December 31, 2006 and 2005, respectively.

Finance contracts receivable decreased \$5.5 million, or 75.0%, to \$1.8 million as of December 31, 2006, as compared to \$7.3 million as of December 31, 2005. We anticipate a continued decline in the short-term in connection with premiums financed contracts. The Company anticipates continued use of the direct bill feature associated with the two insurance companies and their automobile lines of business.

The direct billing opportunity is very similar to the premium finance arrangement with respect to down payments and scheduled monthly payments. Direct billing is when the insurance company accepts from the insured, as a receivable, a promise to pay the premium, as opposed to requiring payment of the full amount of the policy, either directly from the insured or from a premium finance company. We believe that the direct billing program does not increase our risk because the insurance policy, which serves as collateral, is managed by our computer system. Underwriting criteria are designed with down payment requirements and monthly payments that create policyholder equity, also called unearned premium, in the insurance policy. The equity in the policy is collateral for the extension of credit to the insured. Through our monitoring systems, we track delinquent payments and, in accordance with the terms of the extension of credit, cancel the policy before the policyholder's equity is extinguished. If any excess premium remains after cancellation of the policy and deduction of applicable penalties, this excess is refunded to the policyholder. Similarly, we believe that the premium financing that we offer to our own insureds involves limited credit risk. By primarily financing policies underwritten by our own insurance carriers, our credit risks are reduced because we can more securely rely on the underwriting processes of our own insurance carriers. Furthermore, the direct bill program enables us to closely manage our risk while providing credit to our insureds.

### **Discontinued Operations**

#### **Tax Preparation Services and Ancillary Services**

During 2004, we also offered other services at our company-owned and franchised agencies, including tax return preparation and electronic filing and the issuance and renewal of license tags. On January 13, 2005, with an effective date of January 1, 2005, we sold our 80% interest in Express Tax Service, Inc. (Express Tax) (along with its wholly owned subsidiary, EXPRESSTAX Franchise Corporation) to Robert J. Kluba, the president of Express Tax and the holder of the 20% minority interest in Express Tax, and Robert H. Taylor. In exchange for our shares, we received a net cash payment of \$311,351, which reflected a purchase price of \$660,000 less \$348,649 in intercompany receivables we owed to Express Tax. In addition, we received a payment of \$1,200,000 in exchange for our agreement not to compete with the current businesses of Express Tax for five years after the sale. The Company's investment in the subsidiary totaled \$230,000.

In connection with the transaction, the Company extended the expiration dates for the 75,000 outstanding stock options previously granted to Mr. Kluba and the 30,000 outstanding stock options previously granted to Mr. Kluba's wife. No options remain outstanding under this arrangement at December 31, 2006.

For further information about this transaction, please see Note 24 to our Consolidated Financial Statements included under Item 8 of this Report on Form 10-K.

### **Franchise Operations**

On December 31, 2004, we sold most of the non-current assets related to our franchise operations in Fed USA Retail, Inc. and Fed USA Franchising, Inc. We retained ownership of the current assets and liabilities. For further information about this transaction, please see Note 24 to our Consolidated Financial Statements included under Item 8 of this Report on Form 10-K.

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At the time of sale, we had 42 operating franchises and six pending franchises. The form of franchise agreement in effect during 2004 granted the franchisee a license for the operation of an agency within an exclusive territory for a 10-year period, with two additional 10-year options. We collected from the franchisees a non-refundable initial franchise fee of \$14,950, royalty fees, advertising fees, and other fees. Our rights under these franchise agreements were among the assets sold.

In addition, at the time of the sale of our interest in Express Tax, 231 EXPRESSTAX franchises had been granted. The form of EXPRESSTAX franchise agreement in effect during 2004 granted the franchisee a non-exclusive license to open and operate a center for a 10-year period, with two additional 10-year options. As a result of the sale of our interest in Express Tax, we will no longer be entering into such franchise agreements.

**MARKETING AND DISTRIBUTION**

We are focusing our marketing efforts on continuing to expand our distribution network and market our products and services in other regions of Florida and other states by establishing relationships with additional independent agents and general agents. As this occurs, we will seek to replicate our distribution network in those states. There can be no assurance, however, that we will be able to obtain the required regulatory approvals to offer additional insurance products or expand into other states.

Our independent agents and general agents have the authority to sell and bind insurance coverage in accordance with procedures established by Assurance MGA. Assurance MGA reviews all coverage bound by the agents promptly and generally accepts all coverage that falls within stated underwriting criteria. For automobile and commercial general liability policies, Assurance MGA also has the right, within a period of 60 days from a policy's inception, to cancel any policy, upon 45 days' notice, even if the risk falls within our underwriting criteria.

Except for periods under emergency order as defined by the Florida OIR, there typically exists a moratorium on cancellations and non-renewals of various types of insurance coverage, our homeowners' and mobile home policies as underwritten by Assurance MGA provided for the right, within a period of 90 days from a policy's inception, of Assurance MGA to cancel any policy upon 25 days' notice or after 90 days from policy inception with 95 days' notice, even if the risk falls within our underwriting criteria.

We believe that our integrated computer system, which allows for rapid automated premium quotation and policy issuance by our agents, is a key element in providing quality service to both our agents and insureds. For example, upon entering a customer's basic personal information, the customer's driving record is accessed and a premium rate is quoted. If the customer chooses to purchase the insurance, the system can generate the policy on-site.

We believe that the management of our distribution system now centers on our ability to capture and maintain relevant data by producing agent, none of whom are affiliated with us. We believe that information management of agent production, coupled with loss experience, will enable us to maximize profitability.

The following table sets forth the amount and percentages of insurance premiums written through company-owned agencies, franchised agencies and independent agents for the periods indicated:

|                        |         | Years Ended December 31, |         |         |         |  |  |
|------------------------|---------|--------------------------|---------|---------|---------|--|--|
| 2006                   |         | 2005                     |         | 2004    |         |  |  |
| Premium                | Percent | Premium                  | Percent | Premium | Percent |  |  |
| (Dollars in Thousands) |         |                          |         |         |         |  |  |

|                        |    |         |        |    |         |        |    |         |        |
|------------------------|----|---------|--------|----|---------|--------|----|---------|--------|
| Company-owned agencies | \$ | -       | 0.0%   | \$ | -       | 0.0%   | \$ | 11,421  | 11.4%  |
| Franchised agencies    |    | -       | 0.0%   |    | -       | 0.0%   |    | 7,999   | 7.9%   |
| Independent agencies   |    | 153,665 | 100.0% |    | 119,440 | 100.0% |    | 81,242  | 80.7%  |
| Total                  | \$ | 153,665 | 100.0% | \$ | 119,440 | 100.0% | \$ | 100,662 | 100.0% |

## REINSURANCE

We follow industry practice of reinsuring a portion of our risks and paying for that protection based primarily upon total insured values of all policies in effect and subject to such reinsurance. Reinsurance involves an insurance company transferring or “ceding” all or a portion of its exposure on insurance underwritten by it to another insurer, known as a “reinsurer.” The ceding of insurance does not legally discharge the insurer from its primary liability for the full amount of the policies. If the reinsurer fails to meet its obligations under the reinsurance agreement, the ceding company is still required to pay the insured for the loss.

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For the 2006-2007 hurricane season, we have assembled a range of reinsurance products designed to insure the Company for an aggregate of approximately \$414.5 million for a minimum of two catastrophic events. The reinsurance treaties contain several complex features and through a series of fluid retentions, attachment points and limitations, additional coverage may be afforded Federated National for events beyond the first two catastrophic events. Our retention will vary depending on the severity and frequency of each catastrophic event. The reinsurance companies and their respective participation in this season's program are noted in the table as follows:

| Current<br>AM Best<br>Rating | Reinsurer   | First Event Participation      |                                |   | Reinstated Premium<br>Protection |                                |
|------------------------------|---|--------------------------------|--------------------------------|---|----------------------------------|--------------------------------|
|                              |   | \$20m in<br>excess<br>of \$15m | \$40m in<br>excess<br>of \$35m | \$72m in<br>excess of<br>\$75m and<br>FHCF<br>participation | \$20m in<br>excess<br>of \$15m   | \$40m in<br>excess<br>of \$35m |
| A+                           | Ace Tempest Reinsurance<br>Ltd                        |                                | 7.5%                           | 7.5%  |                                  |                                |
| A                            | Amlin 2001 Syndicate                                  | 5.0%                           | 5.0%                           | 5.0%  | 5.0%                             |                                |
| A-                           | Amlin Bermuda Ltd                                     | 2.5%                           | 4.0%                           | 4.0%  | 2.5%                             |                                |
| A                            | American Reinsurance<br>Company                       |                                |                                | 3.5%  |                                  |                                |
| A                            | Ascot 1414 Syndicate                                  |                                |                                | 6.5%  |                                  |                                |
| A++                          | National Liability and Fire<br>Company                |                                | 33.8%                          | 6.6%  |                                  | 77.6%                          |
| B++                          | Converium AG  |                                | 5.0%                           |   |                                  |                                |
| A+                           | Everest Reinsurance<br>Company                        |                                | 22.0%                          | 4.3%  |                                  | 12.0%                          |
| NR                           | Wentworth Insurance<br>Company Ltd                    | 5.0%                           |                                | .   | 5.0%                             |                                |
| A-                           | Flagstone Reinsurance Ltd                             |                                | 4.3%                           | 4.0%  |                                  |                                |
| A                            | MAP 2791 Syndicate                                    | 2.5%                           | 2.5%                           | 2.5%  | 2.5%                             |                                |
| A-                           | New Castle Reinsurance<br>Company Ltd                 | 2.0%                           | 2.0%                           | 2.0%  | 2.0%                             |                                |
| A                            | QBE Reinsurance<br>Corporation                        |                                | 1.5%                           | 1.0%  |                                  |                                |
| A                            | Renaissance Reinsurance,<br>Ltd                       |                                | 12.5%                          | 12.5%   |                                  |                                |
| A+                           | XL Re Limited   |                                |                                | 2.5%  |                                  |                                |
| A                            | Odyssey   |                                |                                | 3.5%  |                                  |                                |
| A                            | Catlin Insurance Company<br>Ltd                       | 25.0%                          |                                |   | 25.0%                            |                                |
| NR                           | Allianz Risk Transfer<br>(Bermuda) Ltd                | 33.0%                          |                                |   | 33.0%                            |                                |
| A                            | Liberty Mutual Insurance<br>Company                   |                                |                                | 34.7%   |                                  |                                |
| NR4                          | American Vehicle<br>Insurance<br>Company (Affiliated) | 25.0%                          |                                |   | 25.0%                            |                                |

In the discussion that follows it should be noted that all amounts of reinsurance are based on management's current analysis of Federated National's exposure levels to catastrophic risk. Our data was subjected to exposure level data analysis at various dates through December 31, 2006. This analysis of our exposure level in relation to the total exposures to the FHCF may produce changes in retentions, limits and reinsurance premiums as a result of increases or decreases in our exposure level.

Our overall reinsurance structure may be divided into four major layers of financial impact in connection with any single catastrophic event. The bottom layer is considered to be the first \$15 million of losses. The next layer is considered to be greater than \$15 million and less than \$35 million. The next layer is considered to be greater than \$35 million and less than \$233.3 million. The fourth layer is considered to be losses greater than \$233.3 million and less than 305.3 million.

For the first and second catastrophic events equal to or less than \$15 million, the bottom layer, Federated National will retain 100% of the first \$4.3 million and the last \$0.7 million of this bottom layer. The FHCF will participate 100% for the \$10 million in excess of Federated National's first \$4.3 million.

For the first and second catastrophic events with aggregate losses in excess of the first \$15.0 million discussed above and less than \$35 million, Federated National has acquired 100% reinsurance protection with a single automatic premium reinstatement protection provision. The \$20 million of coverage afforded in this layer is by way of 42% traditional, single season, excess of loss ("Traditional") treaties and 58% structured multi-year, excess of loss ("Structured") treaties. As noted in the chart above, American Vehicle will reinsure Federated National via a traditional treaty for 25% of this \$20 million layer. Relative to the structured excess of loss reinsurance treaties, terms contained in these treaties afford capacity in this layer beyond the 2006 - 2007 season for two additional hurricane seasons. The structured treaties offer respective coverage for a single event in each of the three hurricane seasons and one additional respective coverage that may be applied as needed in any one of the three hurricane seasons. One of the structured treaties, representing 25% of this layer, contains a provision which prevents the Company from recovery if any single event results in damages that exceed \$20 billion in the Unites States and its territories.



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For the first and second catastrophic events where aggregate losses exceed \$35 million, but are less than \$233.3 million, Federated National has acquired 100% reinsurance protection through a combination of private market reinsurers and the FHCF program. The private market reinsurers have afforded coverage to insure us for \$40 million against covered losses in excess of \$35 million. The FHCF has afforded coverage to insure us for 90% of loss greater than \$55.6 million and less than \$231.5 million. The private treaties “wrap around” the FHCF treaty and afford coverage, in aggregate, for losses in excess of \$35 million and less than \$233.3 million. The FHCF treaty is an aggregate “for the entire season” treaty while the private market treaties afford respective per event coverage. As to reinstatement of coverage for the private market treaties, Federated National has purchased a single automatic premium reinstatement protection provision that would provide for an automatic reinstatement for 89% of the \$40 million coverage. Federated National would be responsible for the remaining premium reinstatement protection and the cost in connection with that reinstatement is estimated to be approximately \$2.1 million. Federated National would also be responsible for seasonal losses beyond what is afforded through this part of the FHCF coverage.

For an event where aggregate losses exceed \$233.3 million, but are less than \$305.3 million, Federated National has acquired traditional reinsurance treaties representing 65.3% of this layer without a provision for premium reinstatement protection. Premium reinstatement coverage would be prorated as to amount and if the first event exhausted this coverage then Federated National would be responsible for approximately \$10.4 million for reinstatement protection. Additional coverage is afforded to Federated National via Industry Loss Warrants (“ILW”). The ILW policies provide for payments to Federated National based solely on industry wide losses to private and commercial property only in the State of Florida, notwithstanding losses incurred directly by Federated National. A payment to Federated National would only be considered, under the terms of these contracts, if insured wind damages incurred in the State of Florida exceeded amounts varying between \$25 billion and \$20 billion excluding public property and certain other named exclusions.

The Company is responsible for single catastrophic events with incurred losses in excess of approximately \$305 million subject to the terms of the ILW’s above.

The estimated cost to the Company in connection with this reinsurance structure is approximately \$65 million, which is for the most part payable in quarterly installments that began July 1, 2006 and are being amortized through earned premium in accordance with the provisions and terms contained in the respective treaties.

For the 2005-2006 hurricane season, the excess of loss treaties insured us for approximately \$64.0 million, with the Company retaining the first \$3.0 million of loss and LAE. The treaties had one full reinstatement provision for each excess layer with 100% additional premium as to time and pro rata as to amount. In addition, we purchased, Reinstatement Premium Protection from the private sector which would reimburse the Company 100% of the cost of reinstatement for the second event. Unused coverage from the first two events carried forward to events beyond the second, in conjunction with a lowered attachment point (as explained below) afforded by the FHCF.

In addition to the excess of loss reinsurance policies (described above), we participated in the FHCF to protect our interest in the insurable risks associated with our homeowner and mobile home owner insurance products. For the first two events, FHCF coverage began after the Company’s retention of \$3.0 million and its excess of loss reinsures retention of approximately \$40.3 million.

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As a result of the loss and LAE incurred in connection with the hurricane activity that occurred in 2004 and 2005, the Company has reflected in its operations the effects of each storm as follows:

| 2004 Hurricanes            | Claim<br>Count | Gross<br>Losses<br>(Dollars in millions) | Reinsurance<br>Recoveries | Net<br>Losses  |
|----------------------------|----------------|--|---------------------------|----------------|
| Charley (August 13)        | 2,571          | \$ 63.1                                  | \$ 53.1                   | \$ 10.0        |
| Frances (September 3)      | 3,809          | 53.4                                     | 43.3                      | 10.1           |
| Ivan (September 14)        | 1,062          | 25.5                                     | -                         | 25.5           |
| Jeanne (September 25)      | 1,562          | 13.9                                     | -                         | 13.9           |
| <b>Total Loss Estimate</b> | <b>9,004</b>   | <b>\$ 155.9</b>                          | <b>\$ 96.4</b>            | <b>\$ 59.5</b> |

  

| 2005 Hurricanes            | Claim<br>Count | Gross<br>Losses<br>(Dollars in millions) | Reinsurance<br>Recoveries | Net<br>Losses |
|----------------------------|----------------|--|---------------------------|---------------|
| Dennis (July 10)           | 322            | \$ 2.7                                   | \$ -                      | \$ 2.7        |
| Katrina (August 25)        | 2,113          | 14.5                                     | 11.5                      | 3.0           |
| Rita (September 20)        | 19             | 0.1                                      |                           | 0.1           |
| Wilma (October 24)         | 11,556         | 164.0                                    | 161.0                     | 3.0           |
| <b>Total Loss Estimate</b> | <b>14,010</b>  | <b>\$ 181.3</b>                          | <b>\$ 172.5</b>           | <b>\$ 8.8</b> |

Effective March 28, 2006, American Vehicle entered into a 100% quota-share reinsurance treaty with Republic. Republic is domiciled in the State of Texas and licensed both directly and on a surplus lines basis in approximately 32 states. Republic has a financial rating of "A-" Excellent with A.M. Best. This arrangement will facilitate the policyholder who requires their commercial general liability insurance policy to come from an insurance company with an A.M. Best rating. Our arrangement with Republic allows for a 4.75% commission on net written premium and reimbursement for all other costs in connection with the treaty such as premium taxes and assessments. We also remit a 1% commission to the intermediary broker on the same net written premium. Under this agreement the Company assumed \$22,760 in premiums in connection with its operations in the State of Texas. Our operations in Texas began in December 2006.

We are selective in choosing reinsurers and consider numerous factors, the most important of which are the financial stability of the reinsurer, their history of responding to claims and their overall reputation. In an effort to minimize our exposure to the insolvency of a reinsurer, we evaluate the acceptability and review the financial condition of the reinsurer at least annually.

The Company has ceded its automobile insurance with Transatlantic Reinsurance Company ("Transatlantic"), an A+ rated reinsurance company during various time periods as set forth herein. In 2003 Federated National ceded 40% of its automobile premiums written and losses incurred to Transatlantic. Beginning in November 2001, and continuing through December 31, 2003, American Vehicle reinsured all of its automobile insurance with Transatlantic at various levels. During 2006, 2005 and 2004 American Vehicle did not reinsure any of its automobile insurance products and in 2004 Federated National did not reinsure any of its automobile insurance.

The automobile quota-share reinsurance treaties for 2003 include loss corridors with varying layers of coverage based on ultimate incurred loss ratio results whereby the two insurance companies will retain 100% of the losses between incurred loss ratios of 66% and 86% for policies with an effective date of 2003. Despite the loss corridor, the reinsurer assumes significant insurance risk under the reinsured portions of the underlying insurance contracts and it is reasonably possible that the reinsurer may realize a significant loss from the transaction. Our ultimate incurred loss ratios for these treaties as of December 31, 2006 are estimated to be 66.6% and 76.9% for Federated National and American Vehicle, respectively.

During 2005, Federated National entered into a 100% quota-share agreement with its affiliate American Vehicle. The agreement ceded 100% of its premium and losses on all policies with an effective date between July 1, 2005 and December 31, 2005. For presentation purposes, and in accordance with the principles of consolidation, the agreement between the two affiliated insurance companies has been eliminated.

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**LIABILITY FOR UNPAID LOSSES AND LAE**

We are directly liable for loss and LAE payments under the terms of the insurance policies that we write. In many cases there may be a time lag between the occurrence and reporting of an insured loss and our payment of that loss. As required by insurance regulations and accounting rules, we reflect the liability for the ultimate payment of all incurred losses and LAE by establishing a liability for those unpaid losses and LAE for both reported and unreported claims, which represent estimates of future amounts needed to pay claims and related expenses.

When a claim, other than personal automobile, involving a probable loss is reported, we establish a liability for the estimated amount of our ultimate losses and LAE payments. The estimate of the amount of the ultimate loss is based upon such factors as the type of loss, jurisdiction of the occurrence, knowledge of the circumstances surrounding the claim, severity of injury or damage, potential for ultimate exposure, estimate of liability on the part of the insured, past experience with similar claims and the applicable policy provisions.

All newly reported claims received with respect to personal automobile policies are set up with an initial average liability. The average liability for these claims is determined no less than annually by dividing the number of reported claims into the total amount paid during the same period. If a claim is open more than 45 days, that open case liability is evaluated and the liability is adjusted upward or downward according to the facts and circumstances of that particular claim.

In addition, management provides for a liability on an aggregate basis to provide for losses incurred but not reported (“IBNR”). We utilize independent actuaries to help establish liability for unpaid losses and LAE. We do not discount the liability for unpaid losses and LAE for financial statement purposes.

The estimates of the liability for unpaid losses and LAE are subject to the effect of trends in claims severity and frequency and are continually reviewed. As part of this process, we review historical data and consider various factors, including known and anticipated legal developments, changes in social attitudes, inflation and economic conditions. As experience develops and other data become available, these estimates are revised, as required, resulting in increases or decreases to the existing liability for unpaid losses and LAE. Adjustments are reflected in results of operations in the period in which they are made and the liabilities may deviate substantially from prior estimates. Among our classes of insurance, the automobile and homeowners’ liability claims historically tend to have longer time lapses between the occurrence of the event, the reporting of the claim and the final settlement, than do automobile physical damage and homeowners’ property claims. Liability claims often involve parties filing suit and therefore may result in litigation. By comparison, property damage claims tend to be reported in a relatively shorter period of time and settled in a shorter time frame with less occurrence of litigation.

There can be no assurance that our liability for unpaid losses and LAE will be adequate to cover actual losses. If our liability for unpaid losses and LAE proves to be inadequate, we will be required to increase the liability with a corresponding reduction in our net income in the period in which the deficiency is identified. Future loss experience substantially in excess of established liability for unpaid losses and LAE could have a material adverse effect on our business, results of operations and financial condition.

The following table sets forth a reconciliation of beginning and ending liability for unpaid losses and LAE as shown in our consolidated financial statements for the periods indicated.

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|                               | Years Ended December 31, |            |           |
|-------------------------------|--------------------------|------------|-----------|
|                               | 2005                     | 2004       | 2003      |
|                               | (Dollars in Thousands)   |            |           |
| Balance at January 1:         | \$ 154,039               | \$ 46,571  | \$ 22,656 |
| Less reinsurance recoverables | (128,420)                | (9,415)    | (7,848)   |
| Net balance at January 1      | \$ 25,619                | \$ 37,156  | \$ 14,808 |
| Incurred related to:          |                          |            |           |
| Current year                  | \$ 35,106                | \$ 42,242  | \$ 76,423 |
| Prior years                   | 9,293                    | 6,095      | (1,430)   |
| Total incurred                | \$ 44,399                | \$ 48,337  | \$ 74,993 |
| Paid related to:              |                          |            |           |
| Current year                  | \$ 17,420                | \$ 25,749  | \$ 42,303 |
| Prior years                   | 25,365                   | 34,125     | 10,343    |
| Total paid                    | \$ 42,785                | \$ 59,874  | \$ 52,646 |
| Net balance at year-end       | \$ 27,233                | \$ 25,619  | \$ 37,156 |
| Plus reinsurance recoverables | 12,382                   | 128,420    | 9,415     |
| Balance at year-end           | \$ 39,615                | \$ 154,039 | \$ 46,571 |

As shown above, and as a result of our review of liability for losses and LAE, which includes a re-evaluation of the adequacy of reserve levels for prior year's claims, we increased the liability for losses and LAE for claims occurring in prior years by \$9.3 million and \$6.1 million for the years ended December 31, 2006 and 2005, respectively. We decreased the liability for losses and LAE for claims occurring in prior years by \$1.4 million for the year ended December 31, 2004.

During the year ended December 31, 2006, we increased incurred losses and LAE for claims in connection with the hurricanes in 2005 and 2004 by approximately \$5.0 million and increased the incurred loss and LAE in connection with our automobile and commercial general liability lines of business by \$4.3 million. There can be no assurance concerning future adjustments of reserves, positive or negative, for claims incurred through December 31, 2006.

During the year ended December 31, 2005, we increased incurred losses and LAE for claims in connection with the four hurricanes in 2004 by approximately \$10.6 million and decreased the incurred loss and LAE in connection with our automobile and commercial general liability lines of business by \$4.5 million. There can be no assurance concerning future adjustments of reserves, positive or negative, for claims incurred through December 31, 2005.

Based upon discussions with our independent actuarial consultants and their statements of opinion on losses and LAE, we believe that the liability for unpaid losses and LAE is currently adequate to cover all claims and related expenses which may arise from incidents reported and IBNR.

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|                               | Years Ended December 31, |            |           |
|-------------------------------|--------------------------|------------|-----------|
|                               | 2005                     | 2004       | 2003      |
|                               | (Dollars in Thousands)   |            |           |
| Balance at January 1:         | \$ 154,039               | \$ 46,571  | \$ 22,656 |
| Less reinsurance recoverables | (128,420)                | (9,415)    | (7,848)   |
| Net balance at January 1      | \$ 25,619                | \$ 37,156  | \$ 14,808 |
| Incurring related to:         |                          |            |           |
| Current year                  | \$ 35,106                | \$ 42,242  | \$ 76,423 |
| Prior years                   | 9,293                    | 6,095      | (1,430)   |
| Total incurred                | \$ 44,399                | \$ 48,337  | \$ 74,993 |
| Paid related to:              |                          |            |           |
| Current year                  | \$ 17,420                | \$ 25,749  | \$ 42,303 |
| Prior years                   | 25,365                   | 34,125     | 10,343    |
| Total paid                    | \$ 42,785                | \$ 59,874  | \$ 52,646 |
| Net balance at year-end       | \$ 27,233                | \$ 25,619  | \$ 37,156 |
| Plus reinsurance recoverables | 12,382                   | 128,420    | 9,415     |
| Balance at year-end           | \$ 39,615                | \$ 154,039 | \$ 46,571 |

The following table presents total unpaid loss and LAE, net, and total reinsurance recoverable, on a run-off basis, due from our automobile reinsurers as shown in our consolidated financial statements for the periods indicated.

|  | As of December 31, |            |
|--|--------------------|------------|
|  | 2006               | 2005       |
| Transatlantic Reinsurance Company (A+ A.M. Best Rated):      |                    |            |
| Unpaid premiums  | \$ -               | \$ -       |
| Reinsurance recoverable on paid losses and LAE               | 113,061            | 96,283     |
| Unpaid losses and LAE  | 153,114            | 732,206    |
|  | \$ 266,175         | \$ 828,489 |
| Amounts due from reinsurers consisted of amounts related to: |                    |            |
| Unpaid losses and LAE  | \$ 153,114         | \$ 732,206 |
| Reinsurance recoverable on paid losses and LAE               | 113,061            | 96,283     |
| Reinsurance receivable                                       | 218                | 453        |
|  | \$ 266,393         | \$ 828,942 |

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In addition to reinsurance due from our automobile reinsurers, we also have reinsurance due to our catastrophic reinsurance companies. These reinsurance payables relate to Hurricane Katrina and Hurricane Wilma from 2005 and to the four hurricanes that occurred in August and September of 2004. The following table presents total unpaid loss and LAE, net, and total reinsurance recoverable due from our catastrophic reinsurers as shown in our consolidated financial statements.

|  | As of December 31, |                |
|--|--------------------|----------------|
|  | 2006               | 2005           |
| Catastrophe Excess of Loss (Various participants) and FHCF   |                    |                |
| Reinsurance recoverable on paid LAE                          | \$ 8,260,720       | \$ 18,820,712  |
| Unpaid losses and LAE  | 12,229,863         | 127,685,575    |
|  | \$ 20,490,583      | \$ 146,506,287 |
| Amounts due from reinsurers consisted of amounts related to: |                    |                |
| Unpaid losses and LAE  | \$ 12,229,863      | \$ 127,685,575 |
| Reinsurance recoverable on paid LAE                          | 8,260,720          | 18,820,712     |
| Reinsurance payable  | (24,466,563)       | (10,047,585)   |
|  | \$ (3,975,980)     | \$ 136,458,702 |

The following table presents the liability for unpaid losses and LAE for the years ended December 31, 1996 through 2006 and does not distinguish between catastrophic and non-catastrophic events. The top line of the table shows the estimated net liabilities for unpaid losses and LAE at the balance sheet date for each of the periods indicated. These figures represent the estimated amount of unpaid losses and LAE for claims arising in all prior years that were unpaid at the balance sheet date, including losses that had been incurred but not yet reported. The portion of the table labeled "Cumulative paid as of" shows the net cumulative payments for losses and LAE made in succeeding years for losses incurred prior to the balance sheet date. The lower portion of the table shows the re-estimated amount of the previously recorded liability based on experience as of the end of each succeeding year.

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Years Ended December 31,

|                                   | 2006      | 2005      | 2004      | 2003      | 2002     | 2001     | 2000     | 1999     | 1998     | 1997     |
|-----------------------------------|-----------|-----------|-----------|-----------|----------|----------|----------|----------|----------|----------|
| (Dollars in Thousands)            |           |           |           |           |          |          |          |          |          |          |
| Balance Sheet Liability           | \$ 27,214 | \$ 25,621 | \$ 37,156 | \$ 14,809 | \$ 9,136 | \$ 6,207 | \$ 6,976 | \$ 4,428 | \$ 5,366 | \$ 4,635 |
| Cumulative paid as of:            |           |           |           |           |          |          |          |          |          |          |
| One year later                    |           | 25,465    | 35,128    | 9,969     | 7,622    | 5,296    | 8,228    | 4,289    | 3,460    | 2,694    |
| Two years later                   |           |           | 48,299    | 12,016    | 9,401    | 7,222    | 9,568    | 5,799    | 4,499    | 3,533    |
| Three years later                 |           |           |           | 13,709    | 9,945    | 7,711    | 10,101   | 6,328    | 5,111    | 3,972    |
| Four years later                  |           |           |           |           | 10,938   | 7,953    | 10,352   | 6,408    | 5,387    | 4,241    |
| Five years later                  |           |           |           |           |          | 8,171    | 10,476   | 6,542    | 5,227    | 4,325    |
| Six years later                   |           |           |           |           |          |          | 10,641   | 6,563    | 5,216    | 4,121    |
| Seven years later                 |           |           |           |           |          |          |          | 6,576    | 5,220    | 4,035    |
| Eight years later                 |           |           |           |           |          |          |          |          | 5,236    | 4,034    |
| Nine years later                  |           |           |           |           |          |          |          |          |          | 4,041    |
| Re-estimated net liability as of: |           |           |           |           |          |          |          |          |          |          |
| End of year                       | \$ 27,214 | \$ 25,621 | \$ 37,156 | \$ 14,809 | \$ 9,136 | \$ 6,207 | \$ 6,976 | \$ 4,428 | \$ 5,366 | \$ 4,635 |
| One year later                    |           | 35,618    | 44,690    | 14,256    | 10,897   | 6,954    | 9,445    | 5,872    | 4,676    | 4,360    |
| Two years later                   |           |           | 52,317    | 14,273    | 10,625   | 7,842    | 10,200   | 6,284    | 5,157    | 4,063    |
| Three years later                 |           |           |           | 14,890    | 10,770   | 8,069    | 10,425   | 6,605    | 5,352    | 4,314    |
| Four years later                  |           |           |           |           | 11,650   | 8,312    | 10,616   | 6,561    | 5,515    | 4,386    |
| Five years later                  |           |           |           |           |          | 8,542    | 10,782   | 6,664    | 5,384    | 4,395    |
| Six years later                   |           |           |           |           |          |          | 10,945   | 6,644    | 5,396    | 4,277    |
| Seven years later                 |           |           |           |           |          |          |          | 6,743    | 5,400    | 4,284    |
|                                   |           |           |           |           |          |          |          |          | 5,361    | 4,282    |



|  |            |             |         |            |            |            |            |      |        |       |
|--|------------|-------------|---------|------------|------------|------------|------------|------|--------|-------|
| Eight years later  |            |             |         |            |            |            |            |      |        |       |
| Nine years later   |            |             |         |            |            |            |            |      |        | 4,045 |
| Cumulative redundancy (deficiency)   | \$ (9,997) | \$ (15,161) | \$ (81) | \$ (2,514) | \$ (2,335) | \$ (3,969) | \$ (2,315) | \$ 5 | \$ 590 |       |
| Cumulative redundancy (-) deficiency as a % of reserves originally established | -39.0%     | -40.8%      | -0.5%   | -27.5%     | -37.6%     | -56.9%     | -52.3%     | 0.1% | 12.7%  |       |

The cumulative redundancy or deficiency represents the aggregate change in the estimates over all prior years. A deficiency indicates that the latest estimate of the liability for losses and LAE is higher than the liability that was originally estimated and a redundancy indicates that such estimate is lower. It should be emphasized that the table presents a run-off of balance sheet liability for the periods indicated rather than accident or policy loss development for those periods. Therefore, each amount in the table includes the cumulative effects of changes in liability for all prior periods. Conditions and trends that have affected liabilities in the past may not necessarily occur in the future.

As noted above we experienced a \$15.2 million cumulative deficiency recognized during the years ended December 31, 2006 and 2005 in connection with the re-estimation of all loss that occurred during the year ended December 31, 2004. and a \$10.0 million cumulative deficiency recognized during the year ended December 31, 2006 in connection with the re-estimation of all loss that occurred during the year ended December 31, 2005.

Relative to the \$15.2 million deficiency, our homeowner and commercial liability losses totaled \$15.4 million and \$0.6 million, respectively offset by automobile redundancies totaling \$0.9 million. Relative to the \$10.0 million deficiency, our homeowner and commercial liability and automobile losses totaled \$7.3 million, \$1.7 million and \$1.0 million, respectively.

As noted last year above we experienced a \$7.0 million cumulative deficiency recognized during the year ended December 31, 2005 in connection with the re-estimation of all loss that occurred during the year ended December 31, 2004. When bifurcated between catastrophic losses and non-catastrophic losses, the 2004 cumulative deficiency reflects gross catastrophic losses in connection with the four hurricanes of 2004 totaling \$10.6 million netted against a cumulative redundancy in connection with our automobile and commercial general liability lines of business totaling \$3.7 million.

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The table below sets forth the differences between loss and LAE reserves as disclosed for Generally Accepted Accounting Principles (“GAAP”) basis compared to Statutory Accounting Principles (“SAP”) basis of presentation for the years ended 2006 and 2005.

|                                  | Years Ended December 31, |            |
|----------------------------------|--------------------------|------------|
|                                  | 2006                     | 2005       |
|                                  | (Dollars in Thousands)   |            |
| GAAP basis Loss and LAE reserves | \$ 39,597                | \$ 154,039 |
| Less unpaid Losses and LAE ceded | 12,383                   | 128,418    |
| Balance Sheet Liability          | 27,214                   | 25,621     |
| Add Insurance Apportionment Plan | 45                       | 112        |
| SAP basis Loss and LAE reserves  | \$ 27,259                | \$ 25,733  |

The table below sets forth the differences between loss and LAE incurred as disclosed for GAAP basis compared to SAP basis presentation for the years ended 2006, 2005 and 2004

|   | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2006                     | 2005      | 2004      |
|   | (Dollars in Thousands)   |           |           |
| GAAP basis Loss and LAE incurred          | \$ 44,379                | \$ 48,339 | \$ 74,993 |
| Intercompany adjusting and other expenses | 6,486                    | 7,450     | 5,597     |
| Insurance apportionment plan              | (294)                    | 235       | 185       |
| SAP basis Loss and LAE incurred           | \$ 50,571                | \$ 56,024 | \$ 80,775 |

Underwriting results of insurance companies are frequently measured by their Combined Ratios. However, investment income, federal income taxes and other non-underwriting income or expense are not reflected in the Combined Ratio. The profitability of property and casualty insurance companies depends on income from underwriting, investment and service operations. Underwriting results are considered profitable when the Combined Ratio is under 100% and unprofitable when the Combined Ratio is over 100%.

The following table sets forth Loss Ratios, Expense Ratios and Combined Ratios for the periods indicated for the insurance business of Federated National and American Vehicle for 2006, 2005 and 2004. The ratios, inclusive of unallocated loss adjustment expenses (“ULAE”), are shown in the table below, and are computed based upon SAP.

|                | Years Ended December 31, |        |        |
|----------------|--------------------------|--------|--------|
|                | 2006                     | 2005   | 2004   |
| Loss Ratio     | 49.7%                    | 67.5%  | 117.7% |
| Expense Ratio  | 44.2%                    | 36.4%  | 23.1%  |
| Combined Ratio | 93.9%                    | 103.9% | 140.8% |

The main factor for the improved combined ratios from 2006 as compared to 2005 and 2004 can be related to the financial effect from the hurricanes of 2005 and 2004. Other factors for our improved combined loss ratio include, but are not limited to, the termination of unprofitable agency relations, increased scrutiny over fraudulently asserted claims, streamlined paperless claims processing system, new claims management supervision, in-house legal counsel, as well as overall stricter underwriting guidelines.



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The following table reflects the distinction between non-catastrophic and catastrophic losses incurred during the year ended December 31, 2006.

|                               | Calendar year<br>2006          |                            |           |
|-------------------------------|--------------------------------|----------------------------|-----------|
|                               | Non-Catastrophic<br>experience | Catastrophic<br>experience | Total     |
| Net Written Premiums (a)      | \$ 85,907                      | \$ (762)                   | \$ 85,145 |
| Net Earned Premiums (b)       | \$ 90,083                      | \$ (762)                   | \$ 89,321 |
| Net Incurred Losses & LAE (c) | \$ 39,426                      | \$ 4,974                   | \$ 44,400 |
| Net Underwriting Expense (d)  | \$ 37,631                      | \$ -                       | \$ 37,631 |
| Loss Ratio (c/b)              | 43.8%                          | -652.3%                    | 49.7%     |
| Expense Ratio (d/a)           | 43.8%                          | 0.0%                       | 44.2%     |
| Combined Ratio                | 87.6%                          | -652.3%                    | 93.9%     |

### COMPETITION

We operate in highly competitive markets and face competition from national, regional and residual market insurance companies, many of whom are larger and have greater financial and other resources, have better A.M. Best ratings and offer more diversified insurance coverage. Our competitors include companies which market their products through agents, as well as companies which sell insurance directly to their customers. Large national writers may have certain competitive advantages over agency writers, including increased name recognition, increased loyalty of their customer base and reduced policy acquisition costs. Additionally, during an emergency session in January 2007, the Florida legislature passed and the Governor signed into law a bill known as "CS/HB-1A." This new law makes fundamental changes to the property and casualty insurance business in Florida and undertakes a multi-pronged approach to address the cost of residential property insurance in Florida. First, the new law requires insurance companies to lower their Florida premium rates for residential property insurance. The new law also authorizes the state-owned insurance company, Citizens, which is free of many of the restraints on private carriers such as surplus, ratios, income taxes and reinsurance expense, to reduce its premium rates and begin competing against private insurers in the residential property insurance market and expands the authority of Citizens to write commercial insurance. We may also face competition from new or temporary entrants in our niche markets. In some cases, such entrants may, because of inexperience, desire for new business or other reasons, price their insurance below ours. Although our pricing is inevitably influenced to some degree by that of our competitors, we believe that it is generally not in our best interest to compete solely on price. We compete on the basis of underwriting criteria, our distribution network and superior service to our agents and insureds.

In Florida, more than 200 companies are authorized to underwrite homeowners' insurance. National and regional companies which compete with us in the homeowners' market include Allstate Insurance Company, State Farm Insurance Company, First Floridian Insurance Company, and Royal Palm Insurance Company. We also compete with several Florida domestic property and casualty companies such as Universal Insurance Company and Coral Insurance Company. During the three months ended June 30, 2006 the Florida OIR announced the take over of three of our major competitors due to the poor financial condition stemming from the effects of last year's catastrophic hurricanes. We have experienced an increase in policy volume relative to our homeowners' insurance products due to the narrowed competition.

Comparable companies which compete with us in the commercial general liability insurance market include Century Surety Insurance Company, Atlantic Casualty Insurance Company, Colony Insurance Company and Burlington/First

Financial Insurance Companies.

With respect to automobile insurance in Florida, we compete with more than 100 companies, which underwrite personal automobile insurance. Comparable companies which compete with us in the personal automobile insurance market include Affirmative Insurance Holdings, Inc., which acquired our non-standard automobile agency business in Florida in December 2004, U.S. Security Insurance Company, United Automobile Insurance Company, Direct General Insurance Company and Security National Insurance Company, as well as major insurers such as Progressive Casualty Insurance Company.

Competition could have a material adverse effect on our business, results of operations and financial condition.

## **REGULATION**

### **General**

We are or will be subject to the laws and regulations in Florida, Georgia, Alabama, Kentucky, Louisiana, South Carolina, Virginia, Missouri, Arkansas and Texas, and regulations of any other states in which we seek to conduct business in the future. The regulations cover all aspects of our business and are generally designed to protect the interests of insurance policyholders, as opposed to the interests of shareholders. Such regulations relate to authorized lines of business, capital and surplus requirements, allowable rates and forms, investment parameters, underwriting limitations, transactions with affiliates, dividend limitations, changes in control, market conduct, maximum amount allowable for premium financing service charges and a variety of other financial and non-financial components of our business. Our failure to comply with certain provisions of applicable insurance laws and regulations could have a material adverse effect on our business, results of operations or financial condition. In addition, any changes in such laws and regulations, including the adoption of consumer initiatives regarding rates charged for coverage, could materially and adversely affect our operations or our ability to expand. A recent example of such consumer initiatives may be found with Florida's property insurers' operating under a new emergency rule which require existing premium rates as of January 25, 2007, to remain in effect until a rate filing reflecting the provisions as provided in Florida's newly enacted property insurance legislation. The legislation, which among other issues, reduces anticipated reinsurance costs and expands the role of Citizens. Other provisions contained in the emergency rule prevent non-renewals and cancellation (except for material misrepresentation and non-payment of premium) until the new rate filing is made and new restrictions on coverage are prohibited. We are unaware of any other consumer initiatives which could have a material adverse effect on our business, results of operations or financial condition.

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Many states have also enacted laws which restrict an insurer's underwriting discretion, such as the ability to terminate policies, terminate agents or reject insurance coverage applications, and many state regulators have the power to reduce, or to disallow increases, in premium rates. These laws may adversely affect the ability of an insurer to earn a profit on its underwriting operations.

Most states have insurance laws requiring that rate schedules and other information be filed with the state's insurance regulatory authority, either directly or through a rating organization with which the insurer is affiliated. The regulatory authority may disapprove a rate filing if it finds that the rates are inadequate, excessive or unfairly discriminatory. Rates, which are not necessarily uniform for all insurers, vary by class of business, hazard covered, and size of risk. Certain states have recently adopted laws or are considering proposed legislation which, among other things, limit the ability of insurance companies to effect rate increases or to cancel, reduce or non-renew insurance coverage with respect to existing policies, particularly personal automobile insurance. As discussed above, the recent consumer initiatives with Florida's property insurers' demonstrate the state's ability to adopt such laws. Also, the Florida legislature may adopt additional laws of this type in the future, which may adversely affect the Company's business.

Most states require licensure or regulatory approval prior to the marketing of new insurance products. Typically, licensure review is comprehensive and includes a review of a company's business plan, solvency, reinsurance, character of its officers and directors, rates, forms and other financial and non-financial aspects of a company. The regulatory authorities may not allow entry into a new market by not granting a license or by withholding approval.

All insurance companies must file quarterly and annual statements with certain regulatory agencies and are subject to regular and special examinations by those agencies. In accordance with the National Association of Insurance Commissioners ("NAIC") the Florida OIR intends to comply with recent initiatives recommending that all insurance companies under the same insurance holding company registration statement, be subjected to concurrent triennial examinations. Accordingly, both Federated National and American Vehicle were scheduled for a triennial examination during 2006. The last regulatory examination conducted by the OIR on Federated National covered the three-year period ended on December 31, 2004.

While Federated National and American Vehicle were scheduled to have their statutorily required triennial examination during 2006, the OIR limited its examination to American Vehicle. American Vehicle's examination was for the three years ended December 31, 2005. A loss reserve deficiency totaling approximately \$1.3 million (net of income taxes) was recorded in the fourth quarter of 2006 in connection with the OIR examination.

Federated National's 2004 regularly scheduled statutory triennial examination during 2005 for the three years ended December 31, 2004 as performed by the Florida OIR resulted in no corrective orders being issued. We may be the subject of additional targeted examinations or analysis. These examinations or analysis may result in one or more corrective orders being issued by the Florida OIR.

In some instances, various states routinely require deposits of assets for the protection of policyholders either in those states or for all policyholders. As an example, the Florida OIR requires Federated National and American Vehicle to have securities with a fair value of \$1.0 million. As of December 31, 2006, Federated National and American Vehicle held investment securities with a fair value of approximately \$985,630, each as deposits with the State of Florida. Additionally, as of December 31, 2006 American Vehicle has a cash deposit totaling \$109,509 with the State of Louisiana and on investment security with a fair value totaling \$388,040 with the State of Alabama. Subsequent to year end, each insurance company contributed an additional \$30,000 of investment securities with the State of Florida to cure their respective \$14,370 shortfall.



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### Restrictions in Payments of Dividends by Domestic Insurance Companies

Under Florida law, a domestic insurer may not pay any dividend or distribute cash or other property to its shareholders except out of that part of its available and accumulated capital surplus funds which is derived from realized net operating profits on its business and net realized capital gains. A Florida domestic insurer may not make dividend payments or distributions to shareholders without prior approval of the Florida OIR if the dividend or distribution would exceed the larger of (i) the lesser of (a) 10.0% of its capital surplus or (b) net income, not including realized capital gains, plus a two-year carryforward, (ii) 10.0% of capital surplus with dividends payable constrained to unassigned funds minus 25% of unrealized capital gains or (iii) the lesser of (a) 10.0% of capital surplus or (b) net investment income plus a three-year carryforward with dividends payable constrained to unassigned funds minus 25.0% of unrealized capital gains. Alternatively, a Florida domestic insurer may pay a dividend or distribution without the prior written approval of the Florida OIR (i) if the dividend is equal to or less than the greater of (a) 10.0% of the insurer's capital surplus as regards policyholders derived from realized net operating profits on its business and net realized capital gains or (b) the insurer's entire net operating profits and realized net capital gains derived during the immediately preceding calendar year, (ii) the insurer will have policy holder capital surplus equal to or exceeding 115.0% of the minimum required statutory capital surplus after the dividend or distribution, (iii) the insurer files a notice of the dividend or distribution with the Florida OIR at least ten business days prior to the dividend payment or distribution and (iv) the notice includes a certification by an officer of the insurer attesting that, after the payment of the dividend or distribution, the insurer will have at least 115% of required statutory capital surplus as to policyholders. Except as provided above, a Florida domiciled insurer may only pay a dividend or make a distribution (i) subject to prior approval by the Florida OIR or (ii) 30 days after the Florida OIR has received notice of such dividend or distribution and has not disapproved it within such time.

Under these laws, based on their respective 2006 surplus and income, Federated National and American Vehicle would not be permitted to pay dividends in 2006. No dividends were paid by Federated National or American Vehicle in 2005, 2004 or 2003, and none are anticipated in 2007. Although we believe that amounts required to meet our financial and operating obligations will be available from sources other than dividends from our insurance subsidiaries, there can be no assurance in this regard. Further, there can be no assurance that, if requested, the Florida OIR will allow any dividends in excess of the amount available, to be paid by Federated National and American Vehicle to us in the future. The maximum dividends permitted by state law are not necessarily indicative of an insurer's actual ability to pay dividends or other distributions to a parent company, which also may be constrained by business and regulatory considerations, such as the impact of dividends on capital surplus, which could affect an insurer's competitive position, the amount of premiums that can be written and the ability to pay future dividends. Further, state insurance laws and regulations require that the statutory capital surplus of an insurance company following any dividend or distribution by it be reasonable in relation to its outstanding liabilities and adequate for its financial needs.

While the non-insurance company subsidiaries (Assurance MGA, Superior and any other affiliate) are not subject directly to the dividend and other distribution limitations, insurance holding company regulations govern the amount that any affiliate within the holding company system may charge any of the insurance companies for service (e.g., management fees and commissions).

### NAIC Risk Based Capital Requirements

In order to enhance the regulation of insurer solvency, the NAIC established risk-based capital requirements for insurance companies that are designed to assess capital adequacy and to raise the level of protection that statutory surplus provides for policy holders. These requirements measure three major areas of risk facing property and casualty insurers: (i) underwriting risks, which encompass the risk of adverse loss developments and inadequate pricing; (ii)



declines in asset values arising from credit risk; and (iii) other business risks from investments. Insurers having less statutory surplus than required will be subject to varying degrees of regulatory action, depending on the level of capital inadequacy. The Florida OIR, which follows these requirements, could require Federated National or American Vehicle to cease operations in the event they fail to maintain the required statutory capital.

Based upon the 2006 statutory financial statements for American Vehicle, statutory surplus exceeded all regulatory action levels established by the NAIC's risk-based capital requirements. Based upon the 2006 statutory financial statements for Federated National, statutory surplus did not exceed company action levels established by the NAIC. Federated National's results require us to submit a plan containing corrective actions. Federated has not submitted its plan for corrective action yet, however we will submit a plan during the second quarter of 2007. We do not anticipate significant regulatory action in connection with Federated National's 2006 Risk Based Capital ("RBC") results.

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Based on Risk Based Capital requirements, the extent of regulatory intervention and action increases as the ratio of an insurer's statutory surplus to its Authorized Control Level ("ACL"), as calculated under the NAIC's requirements, decreases. The first action level, the Company Action Level, requires an insurer to submit a plan of corrective actions to the insurance regulators if statutory surplus falls below 200.0% of the ACL amount. The second action level, the Regulatory Action Level, requires an insurer to submit a plan containing corrective actions and permits the insurance regulators to perform an examination or other analysis and issue a corrective order if statutory surplus falls below 150.0% of the ACL amount. The third action level, ACL, allows the regulators to rehabilitate or liquidate an insurer in addition to the aforementioned actions if statutory surplus falls below the ACL amount. The fourth action level is the Mandatory Control Level, which requires the regulators to rehabilitate or liquidate the insurer if statutory surplus falls below 70.0% of the ACL amount. Federated National's ratio of statutory surplus to its ACL was 165.4 %, 154.0% and 125.5% at December 31, 2006, 2005 and 2004, respectively. American Vehicle's ratio of statutory surplus to its ACL was 444.2%, 329.7% and 545.1% at December 31, 2006, 2005 and 2004, respectively.

### **NAIC Insurance Regulatory Information Systems Ratios**

The NAIC has also developed Insurance Regulatory Information Systems ("IRIS") ratios to assist state insurance departments in identifying companies which may be developing performance or solvency problems, as signaled by significant changes in the companies' operations. Such changes may not necessarily result from any problems with an insurance company, but may merely indicate changes in certain ratios outside the ranges defined as normal by the NAIC. When an insurance company has four or more ratios falling outside "usual ranges," state regulators may investigate to determine the reasons for the variance and whether corrective action is warranted.

As of December 31, 2006, Federated National was outside NAIC's usual ranges with respect to its IRIS tests on six out of thirteen ratios. There was one exception in connection with surplus growth, one exception in connection with liabilities to liquid assets and four exceptions in connection with adverse homeowner claims in connection with the 2004 hurricanes.

As of December 31, 2005, Federated National was outside NAIC's usual ranges with respect to its IRIS tests on six out of thirteen ratios. With the exception of one of these test results, all of test results can be attributed to the significant degradation of policyholders' surplus stemming from the losses incurred in its homeowners' line of business as a result of the five hurricanes in 2005 and the four hurricanes in 2004. Although there was only modest improvement with respect to our 2005 IRIS test results as compared to 2004 results, management's attention to risk retention techniques in connection with the five Florida hurricanes during 2005 was the major reason for improvement in an otherwise adverse year for property insurers.

As of December 31, 2006, American Vehicle was outside NAIC's usual range for one of thirteen ratios. The exception was in connection with the net increase in adjusted policyholders' surplus. During 2006, net income and a decrease in non admitted securities were the major contributors to the 2006 change to policyholder surplus.

As of December 31, 2005, American Vehicle was outside NAIC's usual ranges for two out of thirteen ratios. The first ratio relates to a larger than anticipated change in net writings, the second ratio relates to a modestly higher ratio of Gross Agents' Balances due to the Company over the Policyholder Surplus. These Gross Agent Balances are all less than ninety days old.

We do not currently believe that the Florida OIR will take any significant action with respect to Federated National or American Vehicle regarding the IRIS ratios, although there can be no assurance that will be the case.

### **Insurance Holding Company Regulation**

We are subject to laws governing insurance holding companies in Florida where Federated National and American Vehicle are domiciled. These laws, among other things, (i) require us to file periodic information with the Florida OIR, including information concerning our capital structure, ownership, financial condition and general business operations, (ii) regulate certain transactions between us and our affiliates, including the amount of dividends and other distributions and the terms of surplus notes and (iii) restrict the ability of any one person to acquire certain levels of our voting securities without prior regulatory approval. Any purchaser of 5% or more of the outstanding shares of our Common Stock will be presumed to have acquired control of Federated National and American Vehicle unless the Florida OIR, upon application, determines otherwise.

### **Finance Company Regulation**

Our financing program is also subject to certain laws governing the operation of premium finance companies. These laws pertain to such matters as books and records that must be kept, forms, licensing, fees and charges. For example, in Florida, the maximum late payment fee Federated Premium may charge is the greater of \$10 per month or 5% of the amount of the overdue payment.

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**Underwriting and Marketing Restrictions**

During the past several years, various regulatory and legislative bodies have adopted or proposed new laws or regulations to address the cyclical nature of the insurance industry, catastrophic events and insurance capacity and pricing. These regulations include (i) the creation of "market assistance plans" under which insurers are induced to provide certain coverages, (ii) restrictions on the ability of insurers to rescind or otherwise cancel certain policies in mid-term, (iii) advance notice requirements or limitations imposed for certain policy non-renewals and (iv) limitations upon or decreases in rates permitted to be charged.

**Legislation**

From time to time, new regulations and legislation are proposed to limit damage awards, to control plaintiffs' counsel fees, to bring the industry under regulation by the Federal government, to control premiums, policy terminations and other policy terms and to impose new taxes and assessments. It is not possible to predict whether, in what form or in what jurisdictions, any of these proposals might be adopted, or the effect, if any, on us.

**Industry Ratings Services**

In August 2004, A.M. Best Company notified us that Federated National and American Vehicle were being placed under review with negative implications. In connection with this review, we requested that A.M. Best cease its ratings of these subsidiaries and assign a rating of "NR-4 - Not rated, company's request" to each. The withdrawal of our ratings could limit or prevent us from writing or renewing desirable insurance policies, obtaining adequate reinsurance or borrowing on our line of credit. Federated National and American Vehicle are currently rated "A" ("Unsurpassed," which is first of six ratings) by Demotech, Inc. A.M. Best's and Demotech's ratings are based upon factors of concern to agents, reinsurers and policyholders and are not primarily directed toward the protection of investors.

**EMPLOYEES**

As of December 31, 2006, we had approximately 122 employees, including two executive officers. We are not a party to any collective bargaining agreement and we have not experienced work stoppages or strikes as a result of labor disputes. We consider relations with our employees to be satisfactory.

**SENIOR MANAGEMENT**

Set forth below is certain information concerning our executive officers who are not also directors:

James Gordon Jennings, III was appointed Chief Financial Officer of 21<sup>st</sup> Century in August 2002. Mr. Jennings became our Controller in May 2000 and for approximately 10 years prior thereto was employed by American Vehicle, where he was involved with all aspects of property and casualty insurance. Mr. Jennings', formerly a certified public accountant, also holds a Certificate in General Insurance and an Associate in Insurance Services as designated by the Insurance Institute of America.

Kent M. Linder assumed the position of Chief Operating Officer of 21<sup>st</sup> Century in September 2003 and was designated an executive officer by our Board of Directors in March 2005. Prior to this position, Mr. Linder served 21<sup>st</sup> Century as Director of Franchise Development from January 2001 to July 2003 and previous to that as the President of Federated Agency Group from December 1998 to January 2001. Prior to joining our management team, Mr. Linder owned and operated a group of 18 insurance agencies in the Orlando, Florida area. Mr. Linder acquired his management experience while spending 12 years with United Parcel Service, in which he served in various

management positions. Mr. Linder holds a bachelor's degree from the University of South Florida in Finance and is a licensed 220 property and casualty agent and 215 life agent. Mr. Linder resigned his position as Chief Operating Officer effective January 31, 2006 subject to a separation agreement executed and filed with the Securities and Exchange Commission. There were no disagreements in connection with Mr. Linder's separation.

**ITEM 1A RISK FACTORS**

We are subject to certain risks in our business operations which are described below. Careful consideration of these risks should be made before making an investment decision. The risks and uncertainties described below are not the only ones facing 21<sup>st</sup> Century. Additional risks and uncertainties not presently known or currently deemed immaterial may also impair our business operations.

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21<sup>st</sup> Century Holding Company**Risks Related to Our Business**

**The State of Florida, where our headquarters and a substantial portion of our policies are written, has experienced nine hurricanes from August 2004 through October 2005 and it has affected our financial results.**

We write insurance policies that cover homeowners', business owners and automobile owners for losses that result from, among other things, catastrophes. Catastrophic losses can be caused by hurricanes, tropical storms, tornadoes, wind, hail, fires, riots and explosions, and their incidence and severity are inherently unpredictable. The extent of losses from a catastrophe is a function of two factors: the total amount of the insurance company's exposure in the area affected by the event and the severity of the event. Our policyholders are currently concentrated in South and Central Florida, which is especially subject to adverse weather conditions such as hurricanes and tropical storms.

During the years ended December 31, 2004 and 2005, the State of Florida experienced nine hurricanes. One of our subsidiaries, Federated National, incurred significant losses relative to its homeowners' and mobile homeowners' insurance lines of business in connection with these catastrophic weather events. The table below illustrates the magnitude of each storm both gross and net of our reinsurance arrangements.

| Hurricane                   | Estimated<br>Claim Count | Gross<br>Losses<br>(Dollars in Millions) | Reinsurance<br>Recoveries | Net<br>Losses |
|-----------------------------|--------------------------|--|---------------------------|---------------|
| Charley (August 13, 2004)   | 2,571                    | \$ 63                                    | \$ 53                     | \$ 10         |
| Frances (September 3, 2004) | 3,809                    | 53                                       | 43                        | 10            |
| Ivan (September 14, 2004)   | 1,062                    | 25                                       | -                         | 25            |
| Jeanne (September 25, 2004) | 1,562                    | 14                                       | -                         | 14            |
| Arlene (June 7, 2005)       | -                        | -  | -                         | -             |
| Dennis (July 10, 2005)      | 322                      | 3  | -                         | 3             |
| Katrina (August 25, 2005)   | 2,113                    | 14                                       | 11                        | 3             |
| Rita (September 20, 2005)   | 19                       | -  | -                         | -             |
| Wilma (October 24, 2005)    | 11,556                   | 164                                      | 161                       | 3             |
| <b>Total Loss Estimate</b>  | <b>23,014</b>            | <b>\$ 336</b>                            | <b>\$ 268</b>             | <b>\$ 68</b>  |

Please refer to the preceding section titled REINSURANCE for a detailed discussion regarding our reinsurance treaties.

**Although we follow the industry practice of reinsuring a portion of our risks, our costs of obtaining reinsurance have increased and we may not be able to successfully alleviate risk through reinsurance arrangements.**

We have a reinsurance structure that is a combination of private reinsurance and the FHCF. Our reinsurance structure is comprised of several reinsurance companies with varying levels of participation providing coverage for loss and LAE at pre-established minimum and maximum amounts. Losses incurred in connection with a catastrophic event below the minimum and above the maximum are the responsibility of Federated National.

As a result of the nine hurricanes experienced in Florida during the fourteen month period between August 2004 and October 2005, we continue to review, and may determine to modify, our reinsurance structure.

Although the occurrence of hurricanes hitting Florida has increased during recent years, some weather analysts believe that we have entered a period of greater hurricane activity while others suggest a diminished expectation for the near future. To address this risk, we are exploring alternatives to reduce our exposure to these types of storms. Although these measures may increase operating expenses, management believes that they will assist us in protecting long-term profitability, although there can be no assurances that will be the case.

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The insolvency of our primary reinsurer or any of our other current or future reinsurers, or their inability otherwise to pay claims, would increase the claims that we must pay, thereby significantly harming our results of operations. In addition, prevailing market conditions have limited the availability and increased the cost of reinsurance, which may have the effect of increased costs and reduced profitability.

### **We may experience financial exposure from climate change.**

Our financial exposure from climate change is most notably associated with losses in connection with the occurrence of hurricanes striking Florida. We mitigate the risk of financial exposure from climate change by restrictive underwriting criteria, sensitivity to geographic concentrations and reinsurance.

Restrictive underwriting criteria can include, but are not limited to, higher premiums and deductibles and more specifically excluded policy risks such as fences and screened-in enclosures. New technological advances in computer generated geographical mapping afford us an enhanced perspective as to geographic concentrations of policyholders and proximity to flood prone areas. Our amount of maximum reinsurance coverage is determined by subjecting our homeowner and mobile homeowner exposures to statistical forecasting models that are designed to quantify a catastrophic event in terms of the frequency of a storm occurring once in every “n” years. Our reinsurance coverage contemplated a catastrophic event occurring once every 100 years. Our amount of losses retained (our deductible) in connection with a catastrophic event is determined by market capacity, pricing conditions and surplus preservation.

### **Our loss reserves may be inadequate to cover our actual liability for losses, causing our results of operations to be adversely affected.**

We maintain reserves to cover our estimated ultimate liabilities for loss and LAE. These reserves are estimates based on historical data and statistical projections of what we believe the settlement and administration of claims will cost based on facts and circumstances then known to us. Actual loss and LAE reserves, however, may vary significantly from our estimates.

Factors that affect unpaid loss and LAE include the estimates made on a claim-by-claim basis known as “case reserves” coupled with bulk estimates known as “incurred by not reported.” Periodic estimates by management of the ultimate costs required to settle all claim files are based on our analysis of historical data and estimations of the impact of numerous factors such as (i) per claim information; (ii) company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and changes in political attitudes; and (iv) trends in general economic conditions, including the effects of inflation. Management revises its estimates based on the results of its analysis. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors.

Because of the uncertainties that surround estimated loss reserves, we cannot be certain that our reserves will be adequate to cover our actual losses. If our reserves for unpaid losses and LAE are less than actual losses and LAE, we will be required to increase our reserves with a corresponding reduction in our net income in the period in which the deficiency is identified. Future loss experience substantially in excess of our reserves for unpaid losses and LAE could substantially harm our results of operations and financial condition.

### **We face risks in connection with potential material weakness resulting from our Sarbanes-Oxley Section 404 management report and any related remedial measures that we undertake.**



In conjunction with (i) our ongoing reporting obligations as a public company and (ii) the requirements of Section 404 of the Sarbanes-Oxley Act that management report as of December 31, 2006 on the effectiveness of our internal control over financial reporting and identify any material weaknesses in our internal control over financial reporting, we engaged in a process to document, evaluate and test our internal controls and procedures, including corrections to existing controls and additional controls and procedures that we may implement. As a result of this evaluation and testing process, our management identified a number of significant deficiencies, consequently we have implemented and will continue to implement additional controls and procedures, including modifying many of our controls and financial reporting processes, and standardizing our IT policies and procedures. These efforts could result in increased cost and could divert management attention away from operating our business. As a result of the identified significant deficiencies, even though our management believes that the efforts to remediate and re-test our internal control deficiencies have resulted in the improved operation of our internal control over financial reporting, we cannot be certain that the measures we have taken or those contemplated will sufficiently and satisfactorily remediate the identified significant deficiencies in full.

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In future periods, if the process required by Section 404 of the Sarbanes-Oxley Act reveals further significant deficiencies or material weaknesses, the correction of any such significant deficiencies or material weaknesses could require additional remedial measures that could be costly and time-consuming. In addition, the discovery of material weaknesses could also require the restatement of prior period operating results. If a material weakness exists as of a future period year-end (including a material weakness identified prior to year-end for which there is an insufficient period of time to evaluate and confirm the effectiveness of the corrections or related new procedures), our management will be unable to report favorably as of such future period year-end as to the effectiveness of our control over financial reporting we could lose investor confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on our stock price and potentially subject us to litigation.

### **The failure of any of the loss limitation methods we employ could have a material adverse effect on our financial condition or our results of operations.**

Various provisions of our policies, such as limitations or exclusions from coverage which have been negotiated to limit our risks, may not be enforceable in the manner we intend. At the present time we employ a variety of endorsements to our policies that limit exposure to known risks, including but not limited to exclusions relating to types of vehicles we insure, specific artisan activities and homes in close proximity to the coast line.

In addition, the policies we issue contain conditions requiring the prompt reporting of claims to us and our right to decline coverage in the event of a violation of that condition. While our insurance product exclusions and limitations reduce the loss exposure to us and help eliminate known exposures to certain risks, it is possible that a court or regulatory authority could nullify or void an exclusion or legislation could be enacted modifying or barring the use of such endorsements and limitations in a way that would adversely effect our loss experience, which could have a material adverse effect on our financial condition or results of operations.

### **The effects of emerging claim and coverage issues on our business are uncertain.**

As industry practices and legal, judicial, social and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. These issues may adversely affect our business by either extending coverage beyond our underwriting intent or by increasing the number or size of claims. In some instances, these changes may not become apparent until some time after we have issued insurance contracts that are affected by the changes. As a result, the full extent of liability under our insurance contracts may not be known for many years after a contract is issued.

### **Our failure to pay claims accurately could adversely affect our business, financial results and capital requirements.**

We must accurately evaluate and pay claims that are made under our policies. Many factors affect our ability to pay claims accurately, including the training and experience of our claims representatives, the culture of our claims organization and the effectiveness of our management, our ability to develop or select and implement appropriate procedures and systems to support our claims functions and other factors. Our failure to pay claims accurately could lead to material litigation, undermine our reputation in the marketplace, impair our image and negatively affect our financial results.

In addition, if we do not train new claims adjusting employees effectively or if we lose a significant number of experienced claims adjusting employees, our claims department's ability to handle an increasing workload as we grow could be adversely affected. In addition to potentially requiring that growth be slowed in the affected markets, we could suffer decreased quality of claims work, which in turn could lower our operating margins.

**If we are unable to continue our growth because our capital must be used to pay greater than anticipated claims, our financial results may suffer.**

We have grown rapidly over the last few years. Our future growth will depend on our ability to expand the types of insurance products we offer and the geographic markets in which we do business both balanced by the business risks we chose to assume and cede. We believe that our Company is sufficiently capitalized to operate our business as it now exists and as we currently plan to expand it. Our existing sources of funds include possible sales of our investment securities, our revolving loan from Flatiron and our earnings from operations and investments. Unexpected catastrophic events in our market areas, such as the hurricanes experienced in Florida, have resulted and may result in greater claims losses than anticipated, which could require us to limit or halt our growth while we redeploy our capital to pay these unanticipated claims unless we are able to raise additional capital or increase our earnings in our other divisions.

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**We may require additional capital in the future which may not be available or only available on unfavorable terms.**

Our future capital requirements depend on many factors, including our ability to write new business successfully and to establish premium rates and reserves at levels sufficient to cover losses. To the extent that our present capital is insufficient to meet future operating requirements and/or cover losses, we may need to raise additional funds through financings or curtail our growth. Based on our current operating plan, we believe current capital together with our anticipated retained earnings will support our operations without the need to raise additional capital. However, we cannot provide any assurance in that regard, since many factors will affect our capital needs and their amount and timing, including our growth and profitability, our claims experience, and the availability of reinsurance, as well as possible acquisition opportunities, market disruptions and other unforeseeable developments. If we had to raise additional capital, equity or debt financing may not be available at all or may be available only on terms that are not favorable to us. In the case of equity financings, dilution to our stockholders could result, and in any case such securities may have rights, preferences and privileges that are senior to those of existing shareholders. If we cannot obtain adequate capital on favorable terms or at all, our business, financial condition or results of operations could be materially adversely affected.

**Our business is heavily regulated, and changes in regulation may reduce our profitability and limit our growth.**

We are subject to extensive regulation in the states in which we conduct business. This regulation is generally designed to protect the interests of policyholders, as opposed to shareholders and other investors, and relates to authorization for lines of business, capital and surplus requirements, investment limitations, underwriting limitations, transactions with affiliates, dividend limitations, changes in control, premium rates and a variety of other financial and non-financial components of an insurance company's business. The NAIC and state insurance regulators are constantly reexamining existing laws and regulations, generally focusing on modifications to holding company regulations, interpretations of existing laws and the development of new laws.

From time to time, some states in which we conduct business have considered or enacted laws that may alter or increase state authority to regulate insurance companies and insurance holding companies. In other situations, states in which we conduct business have considered or enacted laws that impact the competitive environment and marketplace for property and casualty insurance. For example, Florida recently enacted legislation that requires us to charge rates for homeowners insurance that we believe are inadequate to cover the related underwriting risk. This same legislation authorizes a state-owned insurance company to reduce its premium rates and begin competing against private insurers in the Florida residential property insurance market.

Currently the federal government does not directly regulate the insurance business. However, in recent years the state insurance regulatory framework has come under increased federal scrutiny. Congress and some federal agencies from time to time investigate the current condition of insurance regulation in the United States to determine whether to impose federal regulation or to allow an optional federal charter, similar to banks. In addition, changes in federal legislation and administrative policies in several areas, including changes in the Gramm-Leach-Bliley Act, financial services regulation and federal taxation, can significantly impact the insurance industry and us.

We cannot predict with certainty the effect any enacted, proposed or future state or federal legislation or NAIC initiatives may have on the conduct of our business. Furthermore, there can be no assurance that the regulatory requirements applicable to our business will not become more stringent in the future or result in materially higher costs than current requirements. Changes in the regulation of our business may reduce our profitability, limit our growth or otherwise adversely affect our operations.

**Our insurance companies are subject to minimum capital and surplus requirements, and our failure to meet these requirements could subject us to regulatory action.**

Our insurance companies are subject to risk-based capital standards and other minimum capital and surplus requirements imposed under applicable state laws, including the laws of their state of domicile, Florida. The risk-based capital standards, based upon the Risk-Based Capital Model Act adopted by the NAIC require our insurance companies to report their results of risk-based capital calculations to state departments of insurance and the NAIC. These risk-based capital standards provide for different levels of regulatory attention depending upon the ratio of an insurance company's total adjusted capital, as calculated in accordance with NAIC guidelines, to its authorized control level risk-based capital. Authorized control level risk-based capital is the number determined by applying the NAIC's risk-based capital formula, which measures the minimum amount of capital that an insurance company needs to support its overall business operations.

Any failure by one of our insurance companies to meet the applicable risk-based capital or minimum statutory capital requirements imposed by the laws of Florida or other states where we do business could subject it to further examination or corrective action imposed by state regulators, including limitations on our writing of additional business, state supervision or liquidation. As noted previously in the section titled "REGULATION" under "NAIC Risk Based Capital Requirements", Federated National, statutory surplus did not exceed company action levels established by the NAIC primarily due the negative effect on operations as a result of the occurrence of the nine hurricanes during the fourteen months between August 2004 and October 2005. Federated National's 2005 results required us to submit a plan to the State of Florida documenting our plan for financial improvement. Our plan, as submitted, centered on a significantly stronger reinsurance structure and improved claims management. The State of Florida did not object to our plan. Federated National's 2006 results will require us to submit an updated plan during 2007 to the State of Florida documenting our plan for continued financial improvement.

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Any changes in existing risk-based capital requirements or minimum statutory capital requirements may require us to increase our statutory capital levels, which we may be unable to do.

### **Our revenues and operating performance may fluctuate with business cycles in the property and casualty insurance industry.**

Historically, the financial performance of the property and casualty insurance industry has tended to fluctuate in cyclical patterns characterized by periods of significant competition in pricing and underwriting terms and conditions, which is known as a "soft" insurance market, followed by periods of lessened competition and increasing premium rates, which is known as a "hard" insurance market. Although an individual insurance company's financial performance is dependent on its own specific business characteristics, the profitability of most property and casualty insurance companies tends to follow this cyclical market pattern, with profitability generally increasing in hard markets and decreasing in soft markets. At present, we are experiencing a soft market in our automobile and commercial general liability sectors while a hard market persists in our property sector. We cannot predict, however, how long these market conditions will persist. We do not compete entirely on price or targeted market share. Our ability to compete is governed by our ability to assess and price an insurance product with an acceptable risk for obtaining profit.

### **Our revenues and operating performance will fluctuate due to statutorily approved assessments that support property and casualty insurance pools and associations.**

We operate in a regulatory environment where certain entities and organizations have the authority to require us to participate in assessments. Currently these entities and organizations include, but are not limited to, the Florida Joint Underwriters Association, the Florida Insurance Guarantee Association, Citizens Property Insurance Company and the Florida Hurricane Catastrophic Fund. The reason for the current assessments is based on the catastrophic effects to the property and casualty insurance industry in the State of Florida from the hurricanes that occurred during the fourteen months between August 2004 and October 2005.

Primarily, all of the assessments result in a charge to current operations. The insurance companies will then pass the assessments on to insurance policies which are not yet in force and reflect the collection of these assessments as fully earned credits to operations in the period collected.

Future assessments are undeterminable at this time.

### **We may not obtain the necessary regulatory approvals to expand the types of insurance products we offer or the states in which we operate.**

We currently have an application pending in California to underwrite and sell commercial general liability insurance. The insurance regulators in this state may request additional information, add conditions to the license that we find unacceptable, or deny our application. This would delay or prevent us from operating in that state. If we want to operate in any additional states, we must file similar applications for licenses, which we may not be successful in obtaining.

### **We requested that A.M. Best cease rating our insurance subsidiaries. As a result, we may be unable to write or renew desirable insurance policies or obtain adequate reinsurance, which would limit or halt our growth and harm our business.**

Third-party rating agencies assess and rate the ability of insurers to pay their claims. These financial strength ratings are used by the insurance industry to assess the financial strength and quality of insurers. These ratings are based on criteria established by the rating agencies and reflect evaluations of each insurer's profitability, debt and cash levels, customer base, adequacy and soundness of reinsurance, quality and estimated market value of assets, adequacy of reserves, and management. Ratings are based upon factors of concern to agents, reinsurers and policyholders and are not directed toward the protection of investors, such as purchasers of our common stock.

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In August 2004, A.M. Best Company notified us that Federated National and American Vehicle were being placed under review with negative implications. In 2003 A.M. Best had assigned Federated National a B rating ("Fair," which is the seventh of 14 rating categories) and American Vehicle a B+ rating ("Very Good," which is the sixth of 14 rating categories). In connection with this review, we requested that A.M. Best cease its ratings of these subsidiaries. A rating of "NR-4 Not rated, company's request" resulted. The withdrawal of our ratings could limit or prevent us from writing or renewing desirable insurance policies, from obtaining adequate reinsurance, or from borrowing on our line of credit.

**We rely on independent agents to write our insurance policies, and if we are not able to attract and retain independent agents, our revenues would be negatively affected.**

We currently market and distribute Federated National's, American Vehicle's and third-party insurers' products and our other services through contractual relationships with a network of approximately 1,500 independent agents and a selected number of general agents. Our independent agents are our primary source for our automobile and property insurance policies. Many of our competitors also rely on independent agents. As a result, we must compete with other insurers for independent agents' business. Our competitors may offer a greater variety of insurance products, lower premiums for insurance coverage, or higher commissions to their agents. If our products, pricing and commissions do not remain competitive, we may find it more difficult to attract business from independent agents to sell our products. A material reduction in the amount of our products that independent agents sell would negatively affect our revenues.

**We rely on our information technology and telecommunications systems, and the failure of these systems could disrupt our operations.**

Our business is highly dependent upon the successful and uninterrupted functioning of our current information technology and telecommunications systems. We rely on these systems to process new and renewal business, provide customer service, make claims payments and facilitate collections and cancellations, as well as to perform actuarial and other analytical functions necessary for pricing and product development. As a result, the failure of these systems could interrupt our operations and adversely affect our financial results.

**Nonstandard automobile insurance historically has a higher frequency of claims than standard automobile insurance, thereby increasing our potential for loss exposure beyond what we would be likely to experience if we offered only standard automobile insurance.**

Nonstandard automobile insurance is provided to insureds that are unable to obtain preferred or standard insurance coverage because of their payment histories, driving records, age, vehicle types, or prior claims histories. This type of automobile insurance historically has a higher frequency of claims than does preferred or standard automobile insurance policies, although the average dollar amount of the claims is usually smaller under nonstandard insurance policies. As a result, we are exposed to the possibility of increased loss exposure and higher claims experience than would be the case if we offered only standard automobile insurance.

**Florida's personal injury protection insurance statute contains provisions that favor claimants, causing us to experience a higher frequency of claims than might otherwise be the case if we operated only outside of Florida.**

Florida's personal injury protection insurance statute limits an insurer's ability to deny benefits for medical treatment that is unrelated to the accident, that is unnecessary, or that is fraudulent. In addition, the statute allows claimants to obtain awards for attorney's fees. Although this statute has been amended several times in recent years, primarily to address concerns over fraud, the Florida legislature has been only marginally successful in implementing effective mechanisms that allow insurers to combat fraud and other abuses. We believe that this statute contributes to a higher



frequency of claims under nonstandard automobile insurance policies in Florida, as compared to claims under standard automobile insurance policies in Florida and nonstandard and standard automobile insurance policies in other states. Although we believe that we have successfully offset these higher costs with premium increases, because of competition, we may not be able to do so with as much success in the future.

**Our success depends on our ability to accurately price the risks we underwrite.**

The results of our operations and the financial condition of our insurance companies depend on our ability to underwrite and set premium rates accurately for a wide variety of risks. Rate adequacy is necessary to generate sufficient premiums to pay losses, LAE and underwriting expenses and to earn a profit. In order to price our products accurately, we must collect and properly analyze a substantial amount of data; develop, test and apply appropriate rating formulas; closely monitor and timely recognize changes in trends; and project both severity and frequency of losses with reasonable accuracy. Our ability to undertake these efforts successfully, and as a result price our products accurately, is subject to a number of risks and uncertainties, some of which are outside our control, including:

- the availability of sufficient reliable data and our ability to properly analyze available data;

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- the uncertainties that inherently characterize estimates and assumptions;
- our selection and application of appropriate rating and pricing techniques;
- changes in legal standards, claim settlement practices, medical care expenses and restoration costs; and
  - legislatively imposed consumer initiatives.

Consequently, we could under-price risks, which would negatively affect our profit margins, or we could overprice risks, which could reduce our sales volume and competitiveness. In either event, the profitability of our insurance companies could be materially and adversely affected.

#### **Current operating resources are necessary to develop future new insurance products**

We currently intend to expand our product offerings by underwriting additional insurance products and programs, and marketing them through our distribution network. Expansion of our product offerings will result in increases in expenses due to additional costs incurred in actuarial rate justifications, software and personnel. Offering additional insurance products may also require regulatory approval, further increasing our costs. There can be no assurance that we will be successful bringing new insurance products to our marketplace.

#### **Our business strategy is to avoid competition based on price to the extent possible. This strategy, however, may result in the loss of business in the short term.**

Comparable companies which compete with us in the homeowners' market include Allstate Insurance Company, State Farm Insurance Company, First Floridian Insurance Company and Royal Palm Insurance Company. In addition to these nationally recognized names we also compete with several Florida domestic property and casualty companies such as Universal Insurance Company and Coral Insurance Company. Additional competition recently emerged as a result of a January 2007 emergency Florida legislation session wherein, the Florida legislature passed and the Governor signed into law a bill known as "CS/HB-1A." This new law makes fundamental changes to the property and casualty insurance business in Florida and undertakes a multi-pronged approach to address the cost of residential property insurance in Florida. First, the new law requires insurance companies to lower their Florida premium rates for residential property insurance. The new law also authorizes the state-owned insurance company, Citizens, which is free of many of the restraints on private carriers such as surplus, ratios, income taxes and reinsurance expense, to reduce its premium rates and begin competing against private insurers in the residential property insurance market and expands the authority of Citizens to write commercial insurance.

Comparable companies which compete with us in the general liability insurance market include Century Surety Insurance Company, Atlantic Casualty Insurance Company, Colony Insurance Company and Burlington/First Financial Insurance Companies.

With respect to automobile insurance in Florida, we compete with more than 100 companies, which underwrite personal automobile insurance. Comparable companies which compete with us in the personal automobile insurance market include Affirmative Insurance Holdings, Inc., which acquired our non-standard automobile agency business in Florida, U.S. Security Insurance Company, United Automobile Insurance Company, Direct General Insurance Company and Security National Insurance Company, as well as major insurers such as Progressive Casualty Insurance Company.

Although our pricing of our insurance products is inevitably influenced to some degree by that of our competitors, we believe that it is generally not in our best interest to compete solely on price, choosing instead to compete on the basis of underwriting criteria, our distribution network, and our superior service to our agents and insureds.

Competition could have a material adverse effect on our business, results of operations and financial condition. If we do not meet the prices offered by our competitors, we may lose business in the short term, which could also result in reduced revenues.

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### **Our investment portfolio may suffer reduced returns or losses, which would significantly reduce our earnings.**

As do other insurance companies, we depend on income from our investment portfolio for a substantial portion of our earnings. During the time that normally elapses between the receipt of insurance premiums and any payment of insurance claims, we invest the funds received, together with our other available capital, primarily in fixed-maturity investments and equity securities, in order to generate investment income.

Our investment portfolio contains interest rate sensitive instruments, such as bonds, which may be adversely affected by changes in interest rates. A significant increase in interest rates could have a material adverse effect on our financial condition or results of operations. Generally, bond prices decrease as interest rates rise. Changes in interest rates could also have an adverse effect on our investment income and results of operations. For example, if interest rates decline, investment of new premiums received and funds reinvested will earn less than expected.

### **Our president and chief executive officer is key to the strategic direction of our company. If we were to lose this service our business could be harmed.**

We depend, and will continue to depend, on the services of our founder and principal shareholder, Edward J. Lawson, who is also our president, chairman of the board and chief executive officer. We have entered into an employment agreement with him and we maintain \$3.0 million key man life insurance on the life of Mr. Lawson. Nevertheless, because of Mr. Lawson's role and involvement in developing and implementing our current business strategy, his loss of service could substantially harm our business.

Our success also will depend in part upon our ability to attract and retain qualified executive officers, experienced underwriting talent and other skilled employees who are knowledgeable about our business. We rely substantially upon the services of our executive management team. Although we are not aware of any planned departures or retirements, if we were to lose the services of members of our management team, our business could be adversely affected. We believe we have been successful in attracting and retaining key personnel throughout our history. We have employment agreements with James G. Jennings III, our Treasurer and Chief Financial Officer, and other members of our executive management team. We also maintain a \$1.0 million key man life insurance policy on the life of Mr. Jennings

### **Risks Related to an Investment in Our Shares**

#### **The trading of our warrants may negatively affect the trading prices of our common stock if investors purchase and exercise the warrants to facilitate other trading strategies, such as short selling.**

Our warrants currently trade on the NASDAQ Global Market under the symbol "TCHCZ." Each of the TCHCZ warrants entitles the holders to purchase one share of our common stock at an exercise price per share of \$12.75. Investors may purchase and exercise warrants to facilitate trading strategies such as short selling, which involves the sale of securities not yet owned by the seller. In a short sale, the seller must either purchase or borrow the security in order to complete the sale. If shares of our common stock received upon the exercise of warrants are used to complete short sales, this may have the effect of reducing the trading price of our common stock.

#### **Our largest shareholders currently control approximately 10% of the voting power of our outstanding common stock, which could discourage potential acquirers and prevent changes in management.**

Edward J. Lawson and Michele V. Lawson beneficially own approximately 10% of our outstanding common stock. As our largest shareholders, the Lawson's have significant influence over the outcome of any shareholder vote. This

voting power may discourage takeover attempts, changes in our officers and directors or other changes in our corporate governance that other shareholders may desire.

**We have authorized but unissued preferred stock, which could affect rights of holders of common stock.**

Our articles of incorporation authorize the issuance of preferred stock with designations, rights and preferences determined from time to time by our board of directors. Accordingly, our board of directors is empowered, without shareholder approval, to issue preferred stock with dividends, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of common stock. In addition, the preferred stock could be issued as a method of discouraging a takeover attempt. Although we do not intend to issue any preferred stock at this time, we may do so in the future.

**Our articles of incorporation, bylaws and Florida law may discourage takeover attempts and may result in entrenchment of management.**

Our articles of incorporation and bylaws contain provisions that may discourage takeover attempts and may result in entrenchment of management.

### 21<sup>st</sup> Century Holding Company

- Our board of directors is elected in classes, with only two or three of the directors elected each year. As a result, shareholders would not be able to change the membership of the board in its entirety in any one year. Shareholders would also be unable to bring about, through the election of a new board of directors, changes in our officers.
- Our articles of incorporation prohibit shareholders from acting by written consent, meaning that shareholders will be required to conduct a meeting in order to vote on any proposals or take any action.
- Our bylaws require at least 60 days' notice if a shareholder desires to submit a proposal for a shareholder vote or to nominate a person for election to our board of directors.

In addition, Florida has enacted legislation that may deter or frustrate takeovers of Florida corporations, such as our company.

- The Florida Control Share Act provides that shares acquired in a "control share acquisition" will not have voting rights unless the voting rights are approved by a majority of the corporation's disinterested shareholders. A "control share acquisition" is an acquisition, in whatever form, of voting power in any of the following ranges: (a) at least 20% but less than 33-1/3% of all voting power, (b) at least 33-1/3% but less than a majority of all voting power; or (c) a majority or more of all voting power.
- The Florida Affiliated Transactions Act requires supermajority approval by disinterested shareholders of certain specified transactions between a public company and holders of more than 10% of the outstanding voting shares of the corporation (or their affiliates).

**As a holding company, we depend on the earnings of our subsidiaries and their ability to pay management fees and dividends to the holding company as the primary source of our income.**

We are an insurance holding company whose primary assets are the stock of our subsidiaries. Our operations, and our ability to service our debt, are limited by the earnings of our subsidiaries and their payment of their earnings to us in the form of management fees, commissions, dividends, loans, advances or the reimbursement of expenses. These payments can be made only when our subsidiaries have adequate earnings. In addition, dividend payments made to us by our insurance subsidiaries are restricted by Florida law governing the insurance industry. Generally, Florida law limits the dividends payable by insurance companies under complicated formulas based on the subsidiary's available capital and earnings.

No dividends were declared or paid by our insurance subsidiaries in 2006, 2005 or 2004. Under these laws, neither Federated National nor American Vehicle may be permitted to pay dividends to 21st Century in 2007. Whether our subsidiaries will be able to pay dividends in 2007 depends on the results of their operations and their expected needs for capital. We do not anticipate that our subsidiaries will begin to pay dividends to the parent company during 2007.

#### **ITEM 1B UNRESOLVED STAFF COMMENTS**

None

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**21<sup>st</sup> Century Holding Company**

**ITEM 2 PROPERTIES**

Our executive offices are located at 3661 West Oakland Park Boulevard, Lauderdale Lakes, Florida in a 39,250 square feet office facility. All of our operations are consolidated within this facility.

Effective March 1, 2005, Federated National sold its interest in the Lauderdale Lakes property to 21<sup>st</sup> Century at the property's net book value of approximately \$2.9 million. Effective on or about March 1, 2006, 21<sup>st</sup> Century sold the property to an unrelated party for approximately \$5.0 million cash and a \$0.9 million six year 5% note. As part of the transaction, 21<sup>st</sup> Century has agreed to lease the same facilities for a six year term. Our lease for this office space expires in December 2011.

We believe that the facilities are well maintained, in substantial compliance with environmental laws and regulations, and adequately covered by insurance. We also believe that these leased facilities are not unique and could be replaced, if necessary, at the end of the lease term.

**ITEM 3 LEGAL PROCEEDINGS**

We are involved in various claims and legal actions arising in the ordinary course of business. Specifically, we are a party to approximately four lawsuits in connection with coverage disputes associated with claims resulting from Hurricanes Ivan and Jeanne. Hurricane Ivan occurred on September 14, 2004. Hurricane Jeanne occurred on September 25, 2004. During the three months ended September 30, 2006, the resolution of other lawsuits involving similarly styled coverage issues involving other property insurers came to fruition. Accordingly, based on the resolution of these lawsuits involving similarly styled coverage issues we have charged operations with approximately \$3.9 million of additional loss and LAE during the quarter ended September 30, 2006. No additional development occurred relative to these claims during the three months ended December 31, 2006.

In 2000 and 2001 respectively, two class action lawsuits were filed against an unaffiliated insurance company for which our subsidiary, Assurance MGA, was the managing general agent. These lawsuits were seeking compensatory damages in an undisclosed amount based on allegations of unfair practices involving the computation of interest due the policyholder in connection with automobile premium refunds. The unaffiliated company has contested these lawsuits over the last several years. Negotiations relative to this matter have been ongoing and in July 2005 the parties reached an agreement wherein we have paid \$240,000 to resolve the underlying actions in these suits subject to our contractual duties with respect to the unaffiliated company. We believe that we will be successful in our efforts to enjoin others to participate in this settlement; however we are unable to quantify the participation of others at this time. Accordingly, we charged against second quarter 2005 earnings \$240,000 for this action.

In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations, or liquidity.

**ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

21<sup>st</sup> Century Holding Company**PART II****ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

Our common stock has been listed for trading on the NASDAQ Global Market under the symbol "TCHC" since November 5, 1998. The following table sets out the high and low closing sale prices as reported on the NASDAQ Global Market. These reported prices reflect inter-dealer prices without adjustments for retail markups, markdowns or commissions.

| <b>Quarter Ended</b> | <b>High</b> |       | <b>Low</b> |       |
|----------------------|-------------|-------|------------|-------|
| March 31, 2006       | \$          | 19.50 | \$         | 15.85 |
| June 30, 2006        | \$          | 19.64 | \$         | 12.38 |
| September 30, 2006   | \$          | 18.46 | \$         | 12.19 |
| December 31, 2006    | \$          | 33.75 | \$         | 18.02 |
| March 31, 2005       | \$          | 14.75 | \$         | 12.10 |
| June 30, 2005        | \$          | 15.27 | \$         | 11.39 |
| September 30, 2005   | \$          | 13.64 | \$         | 10.87 |
| December 31, 2005    | \$          | 17.47 | \$         | 11.07 |

As of March 14, 2007, there were approximately 126 holders of record of our common stock. We believe that the number of beneficial owners of our common stock is in excess of 5,500.

**DIVIDENDS**

During 2006 and 2005 we have paid quarterly dividends of \$0.12 and \$0.08 per share, respectively. Payment of dividends in the future will depend on our earnings and financial position and such other factors, as our Board of Directors deems relevant. Moreover, our ability to continue to pay dividends may be restricted by regulatory limits on the amount of dividends that Federated National and American Vehicle are permitted to pay to the parent company. All of the foregoing per-share amounts reflect our three-for-two stock split in September 2004.

**(d) SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table summarizes our equity compensation plans as of December 31, 2006. All equity compensation plans are approved by stock holders.

**Equity Compensation Plan Information**

| <b>Plan category</b> | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plans</b> |
|----------------------|--|--|---|
|                      |  |  |   |



|  | (a)     |    | (b)   | (c)       |
|--|---------|----|-------|-----------|
| Equity compensation plans approved by stock holders* | 950,017 | \$ | 13.72 | 1,291,664 |

\*Includes options from the 1998 Stock Option Plan, 2001 Franchise Program Stock Option Plan and the 2002 Stock Option Plan.

For additional information concerning our capitalization please see Note 16 to our Consolidated Financial Statements included under Item 8 of this Report on Form 10-K.

**21<sup>st</sup> Century Holding Company****Issuer Repurchases**

The Company did not repurchase any securities during the three month period ended December 31, 2006.

**Stock Performance Graph**

| <i>Index</i>                            | <i>Year Ended December 31,</i> |             |             |             |             |             |
|---|--------------------------------|-------------|-------------|-------------|-------------|-------------|
|   | <b>2001</b>                    | <b>2002</b> | <b>2003</b> | <b>2004</b> | <b>2005</b> | <b>2006</b> |
| 21st Century Holding Company            | 100.00                         | 439.57      | 743.12      | 740.49      | 889.48      | 1267.73     |
| NASDAQ Composite                        | 100.00                         | 68.76       | 103.67      | 113.16      | 115.57      | 127.58      |
| SNL Property & Casualty Insurance Index | 100.00                         | 93.80       | 116.05      | 127.20      | 139.05      | 162.09      |

**Source : SNL Financial LC,  
Charlottesville, VA  
© 2007**

Our filings with the SEC may incorporated information by reference, including this Form 10-K. Unless we specifically state otherwise, the information under this heading "Stock Performance Graph" shall not be deemed to be "soliciting materials" and shall not be deemed to be "filed" with the SEC or incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934

21<sup>st</sup> Century Holding Company**ITEM 6 SELECTED FINANCIAL DATA**

The following selected consolidated financial data should be read in conjunction with the consolidated financial statements and notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” appearing elsewhere in this Annual Report on Form 10-K.

As of or for the year ended December 31,  
(Amounts in 000's except Book value per share and EPS data)

|   | 2006       | 2005       | 2004       | 2003       | 2002      |
|---|------------|------------|------------|------------|-----------|
| <b>Balance sheet data</b>   |            |            |            |            |           |
| Total assets  | \$ 212,134 | \$ 290,155 | \$ 163,601 | \$ 106,696 | \$ 75,318 |
| Investments   | 124,834    | 100,086    | 84,382     | 47,290     | 25,378    |
| Finance contracts, consumer loans<br>and pay advances receivable, net     | 1,831      | 7,313      | 8,289      | 9,892      | 7,218     |
| Total liabilities   | 145,940    | 249,387    | 138,625    | 74,649     | 57,220    |
| Unpaid losses and LAE   | 39,615     | 154,039    | 46,571     | 24,570     | 16,984    |
| Unearned premiums   | 77,829     | 61,839     | 50,153     | 34,123     | 28,934    |
| Revolving credit outstanding  | 10         | 197        | 2,149      | 4,099      | 4,312     |
| Total shareholders' equity  | 66,193     | 40,767     | 24,977     | 32,046     | 18,098    |
| Book value per share  | \$ 8.38    | \$ 6.02    | \$ 4.13    | \$ 5.89    | \$ 4.03   |
| <b>Earnings per share data</b>  |            |            |            |            |           |
| Basic net income (loss) per share<br>from continuing operations           | \$ 1.84    | \$ 1.78    | \$ (2.33)  | \$ 1.96    | \$ 1.13   |
| Basic net income (loss) per share<br>from discontinued operations         | \$ -       | \$ 0.17    | \$ 0.47    | \$ (0.20)  | \$ (0.12) |
| Basic net income (loss) per share   | \$ 1.84    | \$ 1.95    | \$ (1.86)  | \$ 1.76    | \$ 1.01   |
| Fully diluted net income (loss) per<br>share from continuing operations   | \$ 1.72    | \$ 1.67    | \$ (2.33)  | \$ 1.85    | \$ 1.13   |
| Fully diluted net income (loss) per<br>share from discontinued operations | \$ -       | \$ 0.16    | \$ 0.47    | \$ (0.18)  | \$ (0.12) |
| Fully diluted net income (loss) per<br>share                              | \$ 1.72    | \$ 1.83    | \$ (1.86)  | \$ 1.67    | \$ 1.01   |
| Cash dividends declared per share   | \$ 0.48    | \$ 0.32    | \$ 0.32    | \$ 0.25    | \$ 0.10   |

21<sup>st</sup> Century Holding Company

Twelve Months Ended December 31,  
(Amounts in 000's except EPS and Dividends)

|  | 2006           | 2005          | 2004            | 2003          | 2002          |
|--|----------------|---------------|-----------------|---------------|---------------|
| <b>Operations Data:</b>  |                |               |                 |               |               |
| Revenue:   |                |               |                 |               |               |
| Gross premiums written   | \$ 152,665     | \$ 119,440    | \$ 100,662      | \$ 72,991     | \$ 63,036     |
| Gross premiums ceded   | (67,520)       | (31,414)      | (15,486)        | (22,091)      | (27,765)      |
| Net premiums written   | 85,145         | 88,026        | 85,176          | 50,901        | 35,271        |
| Increase (decrease) in prepaid reinsurance premiums  | 20,193         | 6,623         | (2,905)         | (3,428)       | 5,691         |
| (Increase) decrease in unearned premiums   | (15,990)       | (11,686)      | (16,030)        | (5,188)       | (14,048)      |
| Net change in prepaid reinsurance premiums and unearned premiums                           | 4,203          | (5,063)       | (18,935)        | (8,616)       | (8,357)       |
| Net premiums earned  | 89,348         | 82,963        | 66,241          | 42,285        | 26,915        |
| Finance revenue  | 1,686          | 3,567         | 3,668           | 4,328         | 4,453         |
| Managing general agent fees  | 2,625          | 2,420         | 2,040           | 2,329         | 1,970         |
| Net investment income  | 5,933          | 3,841         | 3,172           | 1,624         | 1,254         |
| Net realized investment gains (losses)   | 1,063          | 458           | 689             | 2,231         | (1,370)       |
| Other income   | 3,260          | 1,419         | 762             | 792           | 770           |
| <b>Total revenue</b>   | <b>103,915</b> | <b>94,669</b> | <b>76,571</b>   | <b>53,588</b> | <b>33,991</b> |
| Expenses:  |                |               |                 |               |               |
| Loss and loss adjustment expense   | 44,400         | 48,336        | 74,993          | 27,509        | 15,987        |
| Operating and underwriting expenses  | 13,160         | 8,219         | 8,140           | 7,249         | 6,368         |
| Salaries and wages   | 7,011          | 6,384         | 6,134           | 5,426         | 4,562         |
| Interest expense   | 656            | 1,398         | 1,087           | 607           | 353           |
| Policy acquisition costs, net of amortization  | 17,395         | 14,561        | 8,423           | (854)         | (2,064)       |
| <b>Total expenses</b>  | <b>82,622</b>  | <b>78,899</b> | <b>98,777</b>   | <b>39,937</b> | <b>25,206</b> |
| Income (loss) from continuing operations before provision (benefit) for income tax expense | 21,293         | 15,771        | (22,206)        | 13,652        | 8,785         |
| Provision (benefit) for income tax expense   | 7,396          | 4,690         | (8,601)         | 4,358         | 3,686         |
| <b>Net income (loss) from continuing operations</b>  | <b>13,896</b>  | <b>11,081</b> | <b>(13,605)</b> | <b>9,294</b>  | <b>5,100</b>  |

**Discontinued operations:**

|   |           |           |             |          |          |
|---|-----------|-----------|-------------|----------|----------|
| Income from discontinued operations (including 2005 and 2004 gain on disposal of \$1,630 and \$5,384, respectively) | -         | 1,630     | 4,484       | (1,365)  | (912)    |
| Provision (benefit) for income tax expense  | -         | 595       | 1,737       | (436)    | (383)    |
| Income (loss) from discontinued operations  | -         | 1,035     | 2,747       | (929)    | (530)    |
| Net income (loss)   | \$ 13,896 | \$ 12,116 | \$ (10,858) | \$ 8,365 | \$ 4,570 |

**Earnings per share data**

|  |         |         |           |           |           |
|--|---------|---------|-----------|-----------|-----------|
| Basic net income (loss) per share from continuing operations           | \$ 1.84 | \$ 1.78 | \$ (2.33) | \$ 1.96   | \$ 1.13   |
| Basic net income (loss) per share from discontinued operations         | \$ -    | \$ 0.17 | \$ 0.47   | \$ (0.20) | \$ (0.12) |
| Basic net income (loss) per share                                      | \$ 1.84 | \$ 1.95 | \$ (1.86) | \$ 1.76   | \$ 1.01   |
| Fully diluted net income (loss) per share from continuing operations   | \$ 1.72 | \$ 1.67 | \$ (2.33) | \$ 1.85   | \$ 1.13   |
| Fully diluted net income (loss) per share from discontinued operations | \$ -    | \$ 0.16 | \$ 0.47   | \$ (0.18) | \$ (0.12) |
| Fully diluted net income (loss) per share                              | \$ 1.72 | \$ 1.83 | \$ (1.86) | \$ 1.67   | \$ 1.01   |
| Cash dividends declared per share                                      | \$ 0.48 | \$ 0.32 | \$ 0.32   | \$ 0.25   | \$ 0.10   |

**21<sup>st</sup> Century Holding Company**  
**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**OVERVIEW**

We are an insurance holding company, which, through our subsidiaries and our contractual relationships with our independent agents and general agents, control substantially all aspects of the insurance underwriting, distribution and claims process. We are authorized to underwrite personal automobile insurance, commercial general liability insurance, homeowners' property and casualty insurance and mobile home property and casualty insurance in various states with various lines of authority through our wholly owned subsidiaries, Federated National and American Vehicle. We internally process claims made by our own and third party insureds through our wholly owned claims adjusting company, Superior. We also offer premium financing to our own and third-party insureds through our wholly owned subsidiary, Federated Premium.

Assurance MGA, a wholly owned subsidiary, acts as Federated National's and American Vehicle's exclusive managing general agent. Assurance MGA currently provides all underwriting policy administration, marketing, accounting and financial services to Federated National and American Vehicle, and participates in the negotiation of reinsurance contracts. Assurance MGA generates revenue through policy fee income and other administrative fees from the marketing of companies' products through our distribution network.

Our business, results of operations and financial condition are subject to fluctuations due to a variety of factors. Abnormally high severity or frequency of claims in any period could have a material adverse effect on our business, results of operations and financial condition. Also, if our estimated liabilities for unpaid losses and LAE are less than actual losses and LAE, we will be required to increase reserves with a corresponding reduction in our net income in the period in which the deficiency is identified.

**CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of our financial statements include estimates associated with management's evaluation of the determination of liability for unpaid loss and LAE, the amount and recoverability of amortization of deferred policy acquisition costs. In addition, significant estimates form the bases for our reserves with respect to finance contracts, premiums receivable and deferred income taxes. Various assumptions and other factors underlie the determination of these significant estimates.

The process of determining significant estimates is fact specific and takes into account factors such as historical experience, current and expected economic conditions, and in the case of unpaid loss and LAE, an actuarial valuation. Management regularly reevaluates these significant factors and makes adjustments where facts and circumstances dictate. In selecting the best estimate, we utilize various actuarial methodologies. Each of these methodologies is designed to forecast the number of claims we will be called upon to pay and the amounts we will pay on average to settle those claims. In arriving at our best estimate, our actuaries consider the likely predictive value of the various loss development methodologies employed in light of underwriting practices, premium rate changes and claim

settlement practices that may have occurred, and weight the credibility of each methodology. Our actuarial methodologies take into account various factors, including, but not limited to, paid losses, liability estimates for reported losses, paid allocated loss adjustment expenses, salvage and other recoveries received, reported claim counts, open claim counts and counts for claims closed with and without payment of loss.

Accounting for loss contingencies pursuant to Statements of Financial Accounting Standards (“SFAS”), No.5 involves the existence of a condition, situation or set of circumstances involving uncertainty as to possible loss that will ultimately be resolved when one or more future event(s) occur or fail to occur. Additionally, accounting for a loss contingency requires management to assess each event as probable, reasonably possible or remote. Probable is defined as the future event or events are likely to occur. Reasonably possible is defined as the chance of the future event or events occurring is more than remote but less than probable, while remote is defined as the chance of the future event or events occurring is slight. An estimated loss in connection with a loss contingency shall be recorded by a charge to current operations if both of the following conditions are met: First, the amount can be reasonably estimated; and second, the information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements. It is implicit in this condition that it is probable that one or more future events will occur confirming the fact of the loss or incurrence of a liability.

**21<sup>st</sup> Century Holding Company**  
**Management's Discussion and Analysis of Financial Condition and Results of Operations**

We are required to review the contractual terms of all our reinsurance purchases to ensure compliance with SFAS No. 113, *"Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts"*. The statement establishes the conditions required for a contract with a reinsurer to be accounted for as reinsurance and prescribes accounting and reporting standards for those contracts. Contracts that do not result in the reasonable possibility that the reinsurer may realize a significant loss from the insurance risk assumed generally do not meet the conditions for reinsurance accounting and must be accounted for as deposits. SFAS No. 113 also requires us to disclose the nature, purpose and effect of reinsurance transactions, including the premium amounts associated with reinsurance assumed and ceded. It also requires disclosure of concentrations of credit risk associated with reinsurance receivables and prepaid reinsurance premiums.

Please see Note 2 of the Notes to Consolidated Financial Statements for additional discussions regarding critical accounting policies.

**RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2006, the Financial Accounting Standards Board (FASB) issued interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes" which clarifies the accounting for income tax reserves and contingencies recognized in an enterprise's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. This Interpretation is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact, if any, that FIN 48 will have on its Consolidated Financial Statements. Additionally, we are developing a process to capture and quantify any such effect that FIN 48 could have on the Company.

In February 2006, FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments". This accounting standard permits fair value re-measurement for any hybrid financial instrument containing an embedded derivative that otherwise would require bifurcation; clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133; establishes a requirement to evaluate interests in securitized financial assets to identify them as freestanding derivatives or as hybrid financial instruments containing an embedded derivative requiring bifurcation; clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument pertaining to a beneficial interest other than another derivative financial instrument. SFAS No. 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year beginning after September 15, 2006. There was no impact on our consolidated financial statements with respect to the adoption of SFAS No. 155.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company does not expect any impact upon the adoption of SFAS No. 157 on our consolidated financial statements.

In September 2006, FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." This statement requires an employer to recognize the overfunded or underfunded status of a single-employer defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through comprehensive income. SFAS No. 158 will become effective for years ending after December 15, 2006. There was no impact on our consolidated



financial statements with respect to the adoption of SFAS No. 158.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 108 to address diversity in practice in quantifying financial statement misstatements. SAB 108 requires that registrants quantify the impact on the current year's financial statements of correcting all misstatements, including the carryover and reversing effects of prior years' misstatements, as well as the effects of errors arising in the current year. SAB 108 is effective as of the first fiscal year ending after November 15, 2006, allowing a one-time transitional cumulative effect adjustment to retained earnings as of January 1, 2006, for errors that were not previously deemed material, but are material under the guidance in SAB No. 108. There was no impact on our consolidated financial statements with respect to the adoption of SAB No. 108.

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**Management's Discussion and Analysis of Financial Condition and Results of Operations**

In November 2005, the FASB released FASB Staff Position Nos. FAS 115-1 and FAS 124-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" ("FSP 115-1"), which effectively replaces EITF Issue No. 03-1. FSP 115-1 contains a three-step model for evaluating impairments and carries forward the disclosure requirements in EITF Issue No. 03-1 pertaining to securities in an unrealized loss position is considered impaired; an evaluation is made to determine whether the impairment is other-than-temporary; and, if an impairment is considered other-than-temporary, a realized loss is recognized to write the security's cost or amortized cost basis down to fair value. FSP 115-1 references existing other-than-temporary impairment guidance for determining when impairment is other-than-temporary and clarifies that subsequent to the recognition of other-than-temporary impairment loss for debt securities, an investor shall account for the security using the constant effective yield method. FSP 115-1 is effective for reporting periods beginning after December 15, 2005, with earlier application permitted. There was no impact on our consolidated financial statements with respect to the adoption of FSP 115-1.

In September 2005, the AICPA issued Statement of Position 05-1, "Accounting by Insurance Enterprises for Deferred Acquisition Costs in connection with Modifications or Exchanges of Insurance Contracts" ("SOP 05-1"). This statement provides guidance to insurance entities that incur deferred acquisition costs on internal replacements of insurance and investment contracts other than those specifically described in SFAS No. 97, *Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments*. SOP 05-1 defines internal replacements as modifications in product benefits, features, rights, or coverage that occur by the exchange of a contract for a new contract, or by amendment, endorsement, or rider to a contract, or by the election of a feature or coverage with a contract. The accounting treatment for such replacements depends on whether, under the provisions of the SOP, the replacement contract is considered substantially changed from the replaced contract. A substantial change would be treated as the extinguishment of the replaced contract, and all unamortized deferred acquisition costs, unearned revenue liabilities, and deferred sales inducement assets from the replaced contract would no longer be deferred in connection with the replacement contract. A replacement contract that is substantially unchanged should be accounted for as a continuation of the original contract. SOP 05-1 will be effective for internal replacements occurring in fiscal years beginning after December 15, 2006, with earlier adoption encouraged. The Company adopted this statement beginning with the fiscal quarter beginning January 1, 2006. There was no impact on our consolidated financial statements with respect to the adoption of SOP 05-1.

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS, No. 123, Share-Based Payments (revised 2004) ("SFAS No. 123R"). This statement eliminates the option to apply the intrinsic value measurement provisions of APB No. 25 to stock compensation awards issued to employees. Rather, SFAS No. 123R requires companies to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost will be recognized over the period during which an employee is required to provide services in exchange for the award - the requisite service period (usually the vesting period). SFAS No. 123R will also require companies to measure the cost of employee services received in exchange for employee stock purchase plan awards. SFAS No. 123R became effective for 21<sup>st</sup> Century's fiscal quarter beginning January 1, 2006. The effect on operations for the year ended December 31, 2006 was a pretax charge totaling \$539,000 or a \$0.05 per share basic and \$0.04 per share on a fully diluted basis.

In April 2005, the Securities and Exchange Commission's Office of the Chief Accountant and its Division of Company Finance has released Staff Accounting Bulletin ("SAB") No.107 to provide guidance regarding the application of FASB Statement No. 123 (revised 2004), Share-Based Payment. Statement No. 123(R) covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. SAB 107 provides interpretative guidance related to the interaction between Statement No. 123R and certain SEC rules and regulations, as well as the staff's views regarding the valuation of share-based payment arrangements for public companies.

In May 2005, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards No. 154, “Accounting Changes and Error Corrections—a replacement of APB Opinion No. 20 and FASB Statement No. 3” (“SFAS 154”). This Statement replaces APB Opinion No. 20, Accounting Changes, and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements, and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed.

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APB Opinion No. 20 previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period-specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. This Statement shall be effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 did not have a significant effect on our financial statements.

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**ANALYSIS OF FINANCIAL CONDITION****As of December 31, 2006 as Compared to December 31, 2005****Total Investments**

SFAS No. 115 addresses accounting and reporting for (a) investments in equity securities that have readily determinable fair values and (b) all investments in debt securities. SFAS 115 requires that these securities be classified into one of three categories, Held-to-maturity, Trading securities or Available-for-sale.

Investments classified as held-to-maturity include debt securities wherein the Company's intent and ability are to hold the investment until maturity. The accounting treatment for held-to-maturity investments is to carry them at amortized cost without consideration to unrealized gains or losses. Investments classified as trading securities include debt and equity securities bought and held primarily for the sale in the near term. The accounting treatment for trading securities is to carry them at fair value with unrealized holding gains and losses included in current period operations. Investments classified as available-for-sale include debt and equity securities that are not classified as held-to-maturity or as trading security investments. The accounting treatment for available-for-sale securities is to carry them at fair value with unrealized holding gains and losses excluded from earnings and reported as a separate component of shareholders' equity, namely "Other Comprehensive Income".

Total Investments increased \$24.7 million, or 24.7%, to \$124.8 million as of December 31, 2006, as compared to \$100.1 million as of December 31, 2005. The increase is primarily a result of our investment of the proceeds from an increase in written insurance premiums.

The fixed maturities and the equity securities that are available for sale and carried at fair value represent 84.2% of total investments as of December 31, 2006, as compared to 80.3% as of December 31, 2005.

We did not hold any non-traded investment securities during 2006 or 2005.

Below is a summary of net unrealized gains and (losses) at December 31, 2006 and December 31, 2005 by category.

|   | Net Unrealized Gains (Losses) |                       |
|---|-------------------------------|-----------------------|
|   | Years Ended December 31,      |                       |
|   | 2006                          | 2005                  |
| Fixed maturities:                                   |                               |                       |
| U.S. government obligations                         | \$ (688,190)                  | \$ (618,704)          |
| Obligations of states and political subdivisions    | (145,505)                     | (135,305)             |
|   | (833,695)                     | (754,009)             |
| Corporate securities:                               |                               |                       |
| Communications                                      | 6,842                         | 14,735                |
| Financial   | (18,790)                      | (225,768)             |
| Other   | (73,983)                      | (19,682)              |
|   | (85,931)                      | (230,715)             |
| Equity securities:                                  |                               |                       |
| Common stocks                                       | (631,000)                     | (1,479,994)           |
| <b>Total fixed, corporate and equity securities</b> | <b>\$ (1,550,626)</b>         | <b>\$ (2,464,718)</b> |

During December 2005, we classified \$19.7 million of our bond portfolio as held-to-maturity. The decision to classify this layer of our bond portfolio as held-to-maturity was predicated on our intention to establish an irrevocable letter of credit in order to facilitate business opportunities in connection with our commercial general liability program. During April 2006, American Vehicle finalized the irrevocable letter of credit in conjunction with the 100% Quota Share Reinsurance Agreement with Republic Underwriters Insurance Company.

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Pursuant to FASB 115, the Company records the unrealized losses, net of estimated income taxes that are associated with that part of our portfolio classified as available for sale through the Shareholders' equity account titled Other Comprehensive Income. Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost is either other than temporary or permanently impaired. Factors used in such consideration include, but are not limited to, the extent and length of time over which the market value has been less than cost, the financial condition and near-term prospects of the issuer and our ability and intent to keep the investment for a period sufficient to allow for an anticipated recovery in market value.

In reaching a conclusion that a security is either other than temporary or permanently impaired we consider such factors as the timeliness and completeness of expected dividends, principle and interest payments, ratings from nationally recognized statistical rating organizations such as Standard and Poor's and Moody's as well as information released via the general media channels.

The investments held at December 31, 2006 and December 31, 2005 were comprised mainly of United States government and agency bonds as well as municipal bonds which are viewed by the Company as conservative and less risky holdings, though sensitive to interest rate changes. There is a smaller concentration of corporate bonds predominantly held in the financial and conglomerate industries. All of the equity holdings are in income funds.

All of our securities are in good standing and are not impaired as defined by FASB 115. We have determined that none of our securities qualify for other than temporary impairment or permanent impairment status. Our rationale for this determination includes, but is not limited to, Standard and Poor's rating of no less than BB++, no delinquent interest and dividend payments, near term maturity dates and our ability and intent to hold these securities for a period sufficient to allow for an anticipated recovery in market value.

**Cash and Short Term Investments**

Cash and short term investments, which include cash, certificates of deposits, and money market accounts increased \$11.8 million, or 195.1%, to \$17.9 million as of December 31, 2006, as compared to \$6.1 million as of December 31, 2005. These balances are held primarily in money market accounts and are available for the settlement of hurricanes related claims.

**Finance Contracts Receivable, Net of Allowance for Credit Losses**

Finance contracts receivable, net of allowance for credit losses, decreased \$5.5 million, or 75.0%, to \$1.8 million as of December 31, 2006, as compared to \$7.3 million as of December 31, 2005. The decrease is primarily due to our sale in December 2004 of our assets related to our non-standard automobile insurance agency business in Florida and the associated financed contracts. We anticipate a continued decline in the financed contracts receivable, net over the future short term and its related conversion to cash and investments.

**Prepaid Reinsurance Premiums**

Prepaid reinsurance premiums increased \$26.8 million, or 220.8%, to \$38.9 million as of December 31, 2006, as compared to \$12.1 million as of December 31, 2005. The increase is due to our payments and amortization of prepaid reinsurance premiums associated with our homeowners' book of business.

**Premiums Receivable, Net of Allowance for Credit Losses**

Premiums receivable, net of allowance for credit losses, decreased \$0.3 million, or 3.8%, to \$7.2 million as of December 31, 2006, as compared to \$7.5 million as of December 31, 2005.

Our homeowners' insurance premiums receivable increased \$0.9 million, or 47.4%, to \$4.2 million as of December 31, 2006, as compared to \$1.9 million as of December 31, 2005. The increase can be attributed to the seasonality of the purchasing patterns of our policy holders.

Our commercial general liability insurance premiums receivable increased \$0.4 million, or 19.0%, to \$2.7 million as of December 31, 2006, as compared to \$2.3 million as of December 31, 2005.

Premiums receivable in connection with our automobile line of business decreased \$3.0 million, or 72.3%, to \$1.2 million as of December 31, 2006, as compared to \$4.2 million as of December 31, 2005. The decrease in automobile related premiums receivable is associated with the sale of our distribution channels in connection with the sale of our agencies, effective December 31, 2004.



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**Reinsurance Recoverable, Net**

Reinsurance recoverable, net, decreased to nothing as of December 31, 2006, as compared to \$136.7 million as of December 31, 2005. The decrease is due to the timing of settlements with our reinsurers in connection with the adjustment of loss and LAE claims as they relate to costs recoverable under our reinsurance agreements.

**Deferred Policy Acquisition Costs**

Deferred policy acquisition costs increased \$2.0 million, or 21.4%, to \$11.2 million as of December 31, 2006, as compared to \$9.2 million as of December 31, 2005. The increased production volume for both the homeowners' and commercial general liability product lines is the reason for the increase to this asset.

**Deferred Income Taxes, Net**

Deferred income taxes, net, increased \$0.9 million, or 33.5%, to \$3.6 million as of December 31, 2006, as compared to \$2.7 million as of December 31, 2005. The increase is comprised primarily of \$1.5 million related to regulatory assessments and \$0.9 million in connection with the sale of our property in Lauderdale Lakes, offset by \$0.8 million in connection with deferred policy acquisition costs, \$0.4 million related to allowance for credit losses and \$0.3 in connection with our investment portfolio.

**Income Taxes Receivable**

Income taxes receivable increased to \$0.8 million as of December 31, 2006, as compared to nothing as of December 31, 2005. The change is due to tax payment patterns in connection with our tax liabilities.

**Property, Plant and Equipment, Net**

Property, plant and equipment, net, decreased \$2.6 million, or 66.8%, to \$1.3 million as of December 31, 2006, as compared to \$3.9 million as of December 31, 2005. Effective on or about March 1, 2006, 21<sup>st</sup> Century sold its interest in the Lauderdale Lakes property to an unrelated party for approximately \$5.0 million cash and a \$0.9 million six year 5% note, generating a gain on sale totaling approximately \$2.9 million. As part of the transaction, 21<sup>st</sup> Century has agreed to lease the same facilities for a six year term. Our lease for this office space expires in December 2011. The Company recognized a deferred gain in connection with the sale totaling approximately \$2.8 million.

**Other Assets**

Other assets remained at \$4.6 million as of December 31, 2006, as compared to \$4.6 million as of December 31, 2005. Major components of other assets are as follows:

|   | December 31,<br>2006 | December 31,<br>2005 |
|---|----------------------|----------------------|
| Accrued interest income                       | \$ 1,515,584         | \$ 734,059           |
| Notes receivable                              | 1,027,958            | -                    |
| Revenue sharing due from reinsurer            | 979,677              | 234,552              |
| Unamortized loan costs                        | 61,572               | 310,832              |
| Compensating cash balances                    | 9,911                | 363,021              |
| Due from sale of discontinued operations, net | 320,000              | 410,000              |

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|                           |              |              |
|---------------------------|--------------|--------------|
| Prepaid expenses          | 531,008      | 349,138      |
| Recoupment of assessments | -            | 2,025,210    |
| Other                     | 110,642      | 153,251      |
| Total                     | \$ 4,556,352 | \$ 4,580,063 |

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**Unpaid Losses and LAE**

Unpaid losses and LAE decreased \$114.4 million, or 74.3%, to \$39.6 million as of December 31, 2006, as compared to \$154.0 million as of December 31, 2005. The decrease in unpaid losses and LAE relates to our payment patterns primarily relative to the settling of hurricane related claims. The composition of unpaid loss and LAE by product line is as follows:

|                              | December 31,<br>2006 | December 31,<br>2005 |
|------------------------------|----------------------|----------------------|
| Homeowners'                  | \$ 21,788,126        | \$ 135,173,026       |
| Commercial General Liability | 11,100,116           | 3,661,256            |
| Automobile                   | 6,727,236            | 15,204,261           |
|                              | \$ 39,615,478        | \$ 154,038,543       |

Factors that affect unpaid losses and LAE include the estimates made on a claim-by-claim basis known as "case reserves" coupled with bulk estimates known as IBNR. Periodic estimates by management of the ultimate costs required to settle all claim files are based on the Company's analysis of historical data and estimations of the impact of numerous factors such as (i) per claim information; (ii) company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and changes in political attitudes; and (iv) trends in general economic conditions, including the effects of inflation. Management revises its estimates based on the results of its analysis. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors.

**Unearned Premium**

Unearned premiums increased \$16.0 million, or 25.9%, to \$77.8 million as of December 31, 2006, as compared to \$61.8 million as of December 31, 2005. The increase was due to an \$18.9 million increase in unearned homeowners' insurance premiums, a \$4.5 million increase in unearned commercial general liability premiums, and a \$7.4 million decrease in unearned automobile premiums. These changes reflect our continued emphasis in 2006 on property and commercial general liability insurance products.

**Due to Reinsurers, Net**

Due to reinsurers, net increased to \$4.2 million as of December 31, 2006, as compared to nothing as of December 31, 2005 at which time the Company had an asset, Reinsurance recoverable, net. Due to the lack of catastrophic events in 2006, loss recoveries were not sufficiently greater than premiums due reinsurers, resulting in a net payable for the year ended December 31, 2006.

**Premium Deposits and Customer Credit Balances**

Premium deposits and customer credit balances increased \$1.6 million, or 76.8%, to \$3.8 million as of December 31, 2006, as compared to \$2.1 million as of December 31, 2005. Premium deposits are monies received on policies not yet in force as of December 31, 2006. The change is due to our policyholders purchasing patterns, the Company's marketing efforts and our policies renewal patterns.

**Revolving Credit Outstanding**

Revolving credit outstanding decreased to nearly nothing as of December 31, 2006, as compared to \$0.2 million as of December 31, 2005. The decrease is due to our cash management efforts, our requested credit reduction, and sale in December 2004 of our assets related to our non-standard automobile insurance agency business in Florida and the derived finance contracts receivable.

**Bank Overdraft**

Bank overdraft decreased \$4.1 million, or 33.8%, to \$8.1 million as of December 31, 2006, as compared to \$12.2 million as of December 31, 2005. The bank overdraft relates to primarily to loss and LAE disbursements paid but not yet presented for payment by the policyholder or vendor. The decrease relates to our payment patterns in relationship to the rate at which those cash disbursements are presented to the bank for payment.

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**Funds Held Under Reinsurance Treaties**

Funds held under reinsurance treaties were returned to our reinsurer as of December 31, 2006, as compared to \$1.5 million balance as of December 31, 2005. During its regularly scheduled meeting on August 17, 2005, the Board of Governors of Citizens determined a 2004 plan year deficit existed in their High Risk Account. Citizen's Board decided that a \$515 million Regular Assessment was in the best interest of Citizens and consistent with Florida Statutes. On this basis, Citizen's Board certified for a Regular Assessment. Federated National's participation in this assessment totaled \$2.0 million. Provisions contained in our excess of loss reinsurance policies provided for their participation totaling \$1.5 million of our \$2.0 million assessment.

**Income Taxes Payable**

Income taxes payable decreased to nothing as of December 31, 2006, as compared to \$3.0 million as of December 31, 2005. The change is due to tax payment patterns in connection with our tax liabilities.

**Subordinated Debt**

Subordinated Debt decreased \$6.0 million, or 59.2%, to \$4.2 million as of December 31, 2006, as compared to \$10.2 million as of December 31, 2005. The decrease is in connection with the retirement of the 2003 notes on July 31, 2006 and the scheduled quarterly principal payments on the 2004 notes.

**Deferred Gain from Sale of Property**

Deferred gain from sale of property increased to \$2.5 million as of December 31, 2006 as compared to nothing as of December 31, 2005. In accordance with the provisions of FASB No. 13, we will amortize the deferred gain over the term of the lease-back which is scheduled to end in December 2011.

**Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses increased \$1.6 million, or 37.5%, to \$5.7 million as of December 31, 2006 as compared to \$4.2 million as of December 31, 2005. This increase is due to our cash management efforts and timing of payments with our trade vendors.

**RESULTS OF OPERATIONS**

**Year Ended December 31, 2006 as Compared to Year Ended December 31, 2005**

**Gross Premiums Written**

Gross premiums written increased \$33.2 million, or 27.8%, to \$152.7 million for the year ended December 31, 2006, as compared to \$119.4 million for year ended December 31, 2005. The following table denotes gross premiums written by major product line.

|                              | Years Ended December 31, |            |               |            |
|------------------------------|--------------------------|------------|---------------|------------|
|                              | 2006                     |            | 2005          |            |
|                              | Amount                   | Percentage | Amount        | Percentage |
| Homeowners'                  | \$ 114,388,069           | 74.93%     | \$ 76,181,988 | 63.78%     |
| Commercial General Liability | 32,213,179               | 21.10%     | 22,593,477    | 18.92%     |

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|                        |                |         |                |         |
|------------------------|----------------|---------|----------------|---------|
| Automobile             | 6,063,645      | 3.97%   | 20,664,832     | 17.30%  |
| Gross written premiums | \$ 152,664,893 | 100.00% | \$ 119,440,297 | 100.00% |

As noted above, the Company's efforts to expand commercial general liability lines of insurance products are coming to fruition, as reflected by increased premiums written of \$9.6 million, or 42.6 % to \$32.2 million for the year ended December 31, 2006, as compared to \$22.6 million for the year ended December 31, 2005.

The following table sets forth the amounts and percentages of our gross premiums written in connection with our commercial general liability program by state:

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| State          | Years Ended December 31, |            |           |            |
|----------------|--------------------------|------------|-----------|------------|
|                | 2006                     |            | 2005      |            |
|                | Amount                   | Percentage | Amount    | Percentage |
|                | (Dollars in Thousands)   |            |           |            |
| Florida        | \$ 22,965                | 71.29%     | \$ 18,293 | 80.97%     |
| Georgia        | 1,805                    | 5.60%      | 1,258     | 5.57%      |
| Kentucky       | 9                        | 0.03%      | -         | 0.00%      |
| Louisiana      | 5,743                    | 17.83%     | 3,042     | 13.46%     |
| South Carolina | 77                       | 0.24%      | -         | 0.00%      |
| Texas          | 1,604                    | 4.98%      | -         | 0.00%      |
| Virginia       | 10                       | 0.03%      | -         | 0.00%      |
| Total          | \$ 32,213                | 100.00%    | \$ 22,593 | 100.00%    |

The Company's sale of homeowners' policies increased \$38.2 million, or 50.2%, to \$114.4 million for the year ended December 31, 2006, as compared to \$76.2 million for year ended December 31, 2005. The increase in homeowners' gross premiums written is primarily due to the Company's rate increase, with only a slight increase in the number of policy holders.

The Company's sale of auto insurance policies decreased \$14.6 million, or 70.7%, to \$6.1 million for the year ended December 31, 2006, as compared to \$20.7 million for year ended December 31, 2005.

#### **Gross Premiums Ceded**

Gross premiums ceded increased to a debit balance of (\$67.5) million for the year ended December 31, 2006, as compared to a debit balance of (\$31.4) million for year ended December 31, 2005. The increase is associated with the change in our prepaid reinsurance premiums in connection with our 2006-2007 hurricane season. For further discussion please see Footnote 6 titled "Reinsurance Agreements".

#### **Increase in Prepaid Reinsurance Premiums**

The increase in prepaid reinsurance premiums was \$20.2 million for the year ended December 31, 2006, as compared to \$6.6 million for year ended December 31, 2005. The increased credit to written premium is primarily associated with the timing of our reinsurance payments measured against the term of the underlying reinsurance policies.

#### **(Increase) in Unearned Premiums**

The (increase) in unearned premiums was (\$16.0) million for the year ended December 31, 2006, as compared to (\$11.7) million for year ended December 31, 2005. The change was due to an \$18.9 million increase in unearned homeowners' insurance premiums, a \$4.6 million increase in unearned commercial general liability premiums, and a \$7.4 million decrease in unearned automobile premiums. These changes reflect our continued growth along our homeowners' and commercial general liability lines of business. For further discussion, see "Analysis of Financial Condition - Unearned Premiums" on page 47.

#### **Net Premiums Earned**

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Net premiums earned increased \$6.4 million, or 7.7%, to \$89.3 million for the year ended December 31, 2006, as compared to \$83.0 million for year ended December 31, 2005. The following table denotes net premiums earned by major product line.

|                              | Years Ended December 31, |            |               |            |
|------------------------------|--------------------------|------------|---------------|------------|
|                              | 2006                     |            | 2005          |            |
|                              | Amount                   | Percentage | Amount        | Percentage |
| Homeowners'                  | \$ 48,206,614            | 53.95%     | \$ 40,386,025 | 48.68%     |
| Commercial General Liability | 27,658,007               | 30.96%     | 18,212,251    | 21.95%     |
| Automobile                   | 13,483,633               | 15.09%     | 24,365,220    | 29.37%     |
| Net premiums earned          | \$ 89,348,254            | 100.00%    | \$ 82,963,496 | 100.00%    |



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As noted above, the Company's efforts to expand commercial general liability lines of insurance products are coming to fruition, as reflected by increased net premiums earned of \$9.4 million, or 51.9 % to \$27.7 million for the year ended December 31, 2006, as compared to \$18.2 million for the year ended December 31, 2005.

### Finance Revenue

Finance revenue decreased \$1.9 million, or 52.7%, to \$1.7 million for the year ended December 31, 2006, as compared to \$3.6 million for year ended December 31, 2005. The decrease is primarily due to the sale in December 2004 of our assets related to our non-standard automobile insurance agency business in Florida and the finance revenue derived there from. We expect a continuing decline in finance revenue over the near future.

### Managing General Agent Fees

Managing general agent fees increased \$0.2 million, or 8.5%, to \$2.6 million for the year ended December 31, 2006, as compared to \$2.4 million for year ended December 31, 2005.

### Net Investment Income

Net investment income increased \$2.1 million, or 54.5%, to \$5.9 million for the year ended December 31, 2006, as compared to \$3.8 million for year ended December 31, 2005. The increase in investment income is primarily a result of the additional amounts of invested assets. Also affecting our net investment income was an increase in overall yield to 6.22% for the year ended December 31, 2006 as compared to a yield of 4.66% for the year ended December 31, 2005.

### Net Realized Investment Gains

Net realized investment gains increased \$0.6 million, or 131.9%, to \$1.1 million for the year ended December 31, 2006, as compared to \$0.5 million for year ended December 31, 2005. The table below depicts the gains (losses) by investment category.

|  | Years Ended December 31, |            |
|--|--------------------------|------------|
|  | 2006                     | 2005       |
| Realized gains:                            |                          |            |
| Fixed securities                           | \$ 151                   | \$ 36,981  |
| Equity securities                          | 1,471,307                | 664,162    |
| Total realized gains                       | 1,471,458                | 701,143    |
| Realized losses:                           |                          |            |
| Fixed securities                           | (66,722)                 | (136,570)  |
| Equity securities                          | (341,874)                | (106,267)  |
| Total realized losses                      | (408,596)                | (242,837)  |
| Net realized gains (losses) on investments | \$ 1,062,862             | \$ 458,306 |

### Other Income

Other income increased \$1.8 million, or 129.7%, to \$3.3 million for the year ended December 31, 2006, as compared to \$1.4 million for year ended December 31, 2005. Major components of other income for the year ended December 31, 2006 included approximately \$1.4 million of commissions in connection with the acquisition of our current reinsurance program, \$0.5 million in partial recognition of our gain on the sale of our Lauderdale Lakes property, \$0.3 million of commissions in connection with our prior sale of agency operations, \$0.3 million of commissions in connection with the national flood insurance program, \$0.2 million in connection with a legal settlement, \$0.2 million of business interruption recovery, \$0.1 million in connection with FIGA fees, \$0.1 million of rental income and \$0.2 million of miscellaneous other sources.

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**Loss and LAE**

Loss and LAE, our most significant expense, represent actual payments made and changes in estimated future payments to be made to or on behalf of our policyholders, including expenses required to settle claims and losses. We revise our estimates based on the results of analysis of estimated future payments to be made. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events.

Loss and LAE decreased by \$3.9 million, or 8.1%, to \$44.4 million for the year ended December 31, 2006, as compared to \$48.3 million for year ended December 31, 2005. The decrease is attributable to the increase in loss and LAE incurred during the year ended December 31, 2005 which was in connection with the adverse development associated with the 2004 hurricanes.

We continue to revise our estimates of the ultimate financial impact of past storms. The revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and (iv) trends in general economic conditions, including the effects of inflation. Management revises its estimates based on the results of its analysis. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors.

The table below reflects a recovery to operations of \$0.1 million during the year ended December 31, 2006 from the four hurricanes that occurred in July, August, September and October of 2005.

| 2005 Hurricanes            | Claim<br>Count |           | Gross<br>Losses       |           | Reinsurance<br>Recoveries |           | Net<br>Losses |
|----------------------------|----------------|-----------|-----------------------|-----------|---------------------------|-----------|---------------|
|                            |                |           | (Dollars in millions) |           |                           |           |               |
| Dennis (July 10)           | -              | \$        | -                     | \$        | -                         | \$        | -             |
| Katrina (August 25)        | 37             |           | (0.1)                 |           | (0.1)                     |           | -             |
| Rita (September 20)        | (5)            |           | (0.1)                 |           | -                         |           | (0.1)         |
| Wilma (October 24)         | 1,517          |           | 26.0                  |           | 26.0                      |           | -             |
| <b>Total Loss Estimate</b> | <b>1,549</b>   | <b>\$</b> | <b>25.8</b>           | <b>\$</b> | <b>25.9</b>               | <b>\$</b> | <b>(0.1)</b>  |

The following table reflects the changes during the year ended December 31, 2006 in connection with the four hurricanes that occurred in August and September of 2004. A charge of \$5.4 million occurred during the year ended December 31, 2006 in connection with these storms.

| 2004 Hurricanes       | Claim<br>Count |    | Gross<br>Losses       |    | Reinsurance<br>Recoveries |    | Net<br>Losses |
|-----------------------|----------------|----|-----------------------|----|---------------------------|----|---------------|
|                       |                |    | (Dollars in millions) |    |                           |    |               |
| Charley (August 13)   | 6              | \$ | 3.6                   | \$ | 3.6                       | \$ | -             |
| Frances (September 3) | 4              |    | 3.2                   |    | 3.1                       |    | 0.1           |
| Ivan (September 14)   | (3)            |    | 4.5                   |    | -                         |    | 4.5           |
| Jeanne (September 25) | 14             |    | 0.9                   |    | -                         |    | 0.9           |

|                     |    |    |      |    |     |    |     |
|---------------------|----|----|------|----|-----|----|-----|
| Total Loss Estimate | 21 | \$ | 12.2 | \$ | 6.7 | \$ | 5.5 |
|---------------------|----|----|------|----|-----|----|-----|

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Our loss ratio, as determined in accordance with GAAP, for the year ended December 31, 2006 was 49.7%, as compared to 58.3% for the year ended December 31, 2005. The table below reflects the loss ratios by product line.

|                              | Years Ended December 31, |       |
|------------------------------|--------------------------|-------|
|                              | 2006                     | 2005  |
| Homeowners'                  | 46.7%                    | 65.5% |
| Commercial General Liability | 38.2%                    | 19.1% |
| Automobile                   | 84.0%                    | 75.5% |
| All lines                    | 49.7%                    | 58.3% |

For further discussion, see the Note 7 to the Consolidated Financial Statements included under Part II, Item 8, of this Report.

### **Operating and Underwriting Expenses**

Operating and underwriting expenses increased \$4.9 million, or 60.1%, to \$13.2 million for the year ended December 31, 2006, as compared to \$8.2 million for year ended December 31, 2005. The change is primarily due to a charge to operations of \$3.9 million in connection with a FIGA assessment and premium tax expense which increased \$1.0 million. Approvals by the OIR to recoup the assessment through an average 1.0% policy surcharge on all of our policies written in Florida over a twelve month period for new and renewal business have been granted. Premium tax expense is directly correlated to written premium, which experienced an increase in 2006.

### **Salaries and Wages**

Salaries and wages increased \$0.6 million, or 9.8%, to \$7.0 million for the year ended December 31, 2006, as compared to \$6.4 million for year ended December 31, 2005. As a result of the adoption of SFAS No. 123R on January 1, 2006, salaries and wages for the year ended December 31, 2006 include a \$0.5 million charge, representing approximately 85.9% of the 2006 overall increase. The remaining increase in salaries and wages was due in part to the increased labor costs in connection with additional claims loss adjusters added to our staff. We believe that salaries and wages are consistent with retaining quality management and increased premium production.

### **Interest Expense**

Interest expense decreased \$0.7 million, or 53.1%, to \$0.7 million for the year ended December 31, 2006, as compared to \$1.4 million for year ended December 31, 2005. The change is primarily attributed to our decreased reliance upon outside sources for financing our contracts receivable.

### **Policy Acquisition Costs, Net of Amortization**

Policy acquisition costs, net of amortization, increased \$2.8 million, or 19.5%, to \$17.4 million for the year ended December 31, 2006, as compared to \$14.6 million for year ended December 31, 2005. Policy acquisition costs, net of amortization, consists of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned.

### **Provision for Income Tax Expense**

The provision for income tax expense for continuing and discontinued operations increased \$2.1 million, or 39.9%, to \$7.4 million for the year ended December 31, 2006, as compared to \$5.3 million for the year ended December 31, 2005. The effective rate for income tax expense is 34.7% for the year ended December 31, 2006, as compared to 30.4% for the year ended December 31, 2005.

**Net Income**

As a result of the foregoing, the Company's net income for the year ended December 31, 2006 was \$13.9 million compared to net income of \$12.1 million for year ended December 31, 2005.

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**RESULTS OF OPERATIONS****Year Ended December 31, 2005 as Compared to Year Ended December 31, 2004****Gross Premiums Written**

Gross premiums written increased \$18.8 million, or 18.7%, to \$119.4 million for the year ended December 31, 2005, as compared to \$100.7 million for the comparable period in 2004. The following table denotes gross premiums written by major product line.

|                              | Year Ended December 31, |         |                |         |
|------------------------------|-------------------------|---------|----------------|---------|
|                              | 2005                    |         | 2004           |         |
| Automobile                   | \$ 20,664,832           | 17.30%  | \$ 24,239,000  | 24.08%  |
| Homeowners'                  | 75,741,414              | 63.41%  | 62,400,283     | 61.99%  |
| Commercial General Liability | 22,593,477              | 18.92%  | 12,509,943     | 12.43%  |
| Mobile home owners'          | 440,574                 | 0.37%   | 1,512,799      | 1.50%   |
| Gross written premiums       | \$ 119,440,297          | 100.00% | \$ 100,662,025 | 100.00% |

As noted above, the Company's efforts to expand commercial general liability lines of insurance products are coming to fruition, as reflected by increased premiums written of \$22.6 million for the year ended December 31, 2005, as compared to \$12.5 million for the same period in the prior year. Furthermore, these policies reflect an increased percentage of the Company's total gross premiums written, increasing to 18.9% of total premiums written in the year ended December 31, 2005, as compared to 12.42% in the same period of fiscal 2004.

The Company's sale of homeowners' policies increased \$13.3 million, or 21%, to \$75.7 million for the year ended December 31, 2005, as compared to \$62.4 million in the same period of fiscal 2004. The increase in our homeowners' gross premium written is primarily due to the Company's rate increase of 22.4% that was affected December 1, 2004. The approximate average premium on the policies currently in force is approximately \$1,849, as compared to \$1,571 for 2004, and the typical deductible is \$1,000 for non-hurricane-related claims and generally 2% of the coverage amount for the structure for hurricane-related claims. The Company increased its rates again by an average 14.9% as of December 31, 2005.

The Company's sale of auto insurance policies is relatively steady with premiums relatively constant at \$20.7 million for the year ended December 31, 2005, as compared to \$24.2 million in the same period of fiscal 2004, despite the sale of the Company's captive agents who handled most of the auto insurance policies.

In 2004, the Company made a conscious decision to decrease its sale of mobile home policies and consequently, its sales of these policies have decreased to \$0.4 million in the year ended December 31, 2005, representing 0.37% of total premiums written.

**Gross Premiums Ceded**

Gross premiums ceded increased \$15.9 million, or 102.9%, to \$31.4 million for the year ended December 31, 2005, as compared to \$15.5 million for the year ended December 31, 2004. The change is associated with our increased homeowners' insurance premium volume and our reinsurance costs.

**Increase in Prepaid Reinsurance Premiums**

The increase in prepaid reinsurance premiums was \$6.6 million for the year ended December 31, 2005, as compared to the decrease in prepaid reinsurance premiums of \$2.9 million for the year ended December 31, 2004. The increased credit toward written premium is primarily associated with the timing of our reinsurance payments measured against the term of the underlying reinsurance policies.

#### **Increase in Unearned Premiums**

The increase in unearned premiums was \$11.7 million for the year ended December 31, 2005, as compared to \$16.0 million for the year ended December 31, 2004. The increase in unearned premiums of \$11.7 million for the year ended December 31, 2005 was due to an \$11.5 million increase in unearned homeowners' insurance premiums, a \$4.4 million increase in unearned commercial liability premiums, a \$3.7 million decrease in unearned automobile premiums, and a \$0.5 million decrease in unearned mobile home insurance premiums. These changes reflect our continued growth along our homeowners' and commercial general liability lines of business. For further discussion, see "Unearned Premiums" above.



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### Finance Revenue

Finance revenue decreased \$0.1 million, or 2.8%, to \$3.6 million for the year ended December 31, 2005, as compared to \$3.7 million for the year ended December 31, 2004. The modest decrease is primarily due to the sale in December 2004 of our assets related to our non-standard automobile insurance agency business in Florida and the finance revenue derived there from.

### Managing General Agent Fees

Managing general agent fees increased \$0.4 million, or 18.6%, to \$2.4 million for the year ended December 31, 2005, as compared to \$2.0 million for the year ended December 31, 2004. The change reflects an overall increase in the production of insurance policies with higher rates.

### Net Investment Income

Net investment income increased \$0.7 million, or 21.1%, to \$3.8 million for the year ended December 31, 2005, as compared to \$3.2 million for the year ended December 31, 2004. The increase in investment income is primarily a result of the additional amounts of invested assets, offset by a modest decrease in overall yield to 4.16% for the year ended December 31, 2005, as compared to a yield of 4.82% for the year ended December 31, 2004.

### Net Realized Investment Gains

Net realized investment gains decreased by \$0.2 million, or 33.5%, to \$0.5 million for the year ended December 31, 2005, as compared \$0.7 million for the year ended December 31, 2004. The table below reflects the gains and losses by investment category.

|  | Years Ended December 31, |            |
|--|--------------------------|------------|
|  | 2005                     | 2004       |
| Realized gains:                            |                          |            |
| Fixed securities                           | \$ 36,981                | \$ 62,513  |
| Equity securities                          | 664,162                  | 894,883    |
| Total realized gains                       | 701,143                  | 957,396    |
| Realized losses:                           |                          |            |
| Fixed securities                           | (136,570)                | (42,911)   |
| Equity securities                          | (106,267)                | (225,809)  |
| Total realized losses                      | (242,837)                | (268,720)  |
| Net realized gains (losses) on investments | \$ 458,306               | \$ 688,676 |

### Other Income

Other income increased by \$0.7 million, or 86.3%, to \$1.4 million for the year ended December 31, 2005, as compared to \$0.8 million for the year ended December 31, 2004. During the year ended December 31, 2005, the Company recognized other income totaling \$0.4 million (net of \$0.7 million valuation allowance) in connection with the recognition of deferred gain stemming from the sale of certain assets and liabilities relative to the agency operations. Additional components contained in other income include \$0.3 million in building rents for both years

ended December 31, 2005 and 2004, and commission based fee income from various arrangements totaling \$0.7 million and \$0.5 million for the years ended December 31, 2005 and 2004, respectively.

**Loss and LAE**

Loss and LAE decreased by \$26.7 million, or 35.5%, to \$48.3 million for the year ended December 31, 2005, as compared to \$75.0 million as of December 31, 2004. The decrease is due primarily to the Company's reinsurance retention philosophy in connection with the frequency and severity stemming from the four hurricanes that occurred in July, August September and October of 2005, and the four hurricanes that occurred in August and September of 2004 which were partially offset by the impact of the improved automobile loss experience due to management's efforts to migrate from predominately liability only policies to full-coverage type automobile policies.

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Management continues to revise our estimates of the ultimate financial impact of these storms. The revisions to our estimates are based on our analysis of subsequent information that we receive regarding various factors, including: (i) per claim information; (ii) Company and industry historical loss experience; (iii) legislative enactments, judicial decisions, legal developments in the awarding of damages, and changes in political attitudes; and (iv) trends in general economic conditions, including the effects of inflation. Management revises its estimates based on the results of its analysis. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for estimating the ultimate settlement of all claims. There is no precise method for subsequently evaluating the impact of any specific factor on the adequacy of the reserves, because the eventual redundancy or deficiency is affected by multiple factors.

The table below reflects a charge to current year earnings of \$8.9 million, net of reinsurance recoveries of \$146.6 million, stemming from the four hurricanes that occurred during the year ended December 31, 2005 as indicated below.

| 2005 Hurricanes            | Claim<br>Count | Gross<br>Losses |              | Reinsurance<br>Recoveries | Net<br>Losses |
|----------------------------|----------------|-----------------|--------------|---------------------------|---------------|
| (Dollars in millions)      |                |                 |              |                           |               |
| Dennis (July 10)           | 322            | \$              | 2.7          | \$ -                      | \$ 2.7        |
| Katrina (August 25)        | 2,076          |                 | 14.6         | 11.6                      | 3.0           |
| Rita (September 20)        | 24             |                 | 0.2          | -                         | 0.2           |
| Wilma (October 24)         | 10,039         |                 | 138.0        | 135.0                     | 3.0           |
| <b>Total Loss Estimate</b> | <b>12,461</b>  | <b>\$</b>       | <b>155.5</b> | <b>\$ 146.6</b>           | <b>\$ 8.9</b> |

The table below reflects a charge to current year earnings of \$10.6 million, net of reinsurance recoveries of \$27.8 million, stemming from the four hurricanes that occurred in August and September of 2004.

| 2004 Hurricanes            | Claim<br>Count | Gross<br>Losses |             | Reinsurance<br>Recoveries | Net<br>Losses  |
|----------------------------|----------------|-----------------|-------------|---------------------------|----------------|
| (Dollars in millions)      |                |                 |             |                           |                |
| Charley (August 13)        | 129            | \$              | 15.3        | \$ 15.3                   | \$ -           |
| Frances (September 3)      | 480            |                 | 12.5        | 12.5                      | -              |
| Ivan (September 14)        | 45             |                 | 7.3         | -                         | 7.3            |
| Jeanne (September 25)      | (108)          |                 | 3.3         | -                         | 3.3            |
| <b>Total Loss Estimate</b> | <b>546</b>     | <b>\$</b>       | <b>38.4</b> | <b>\$ 27.8</b>            | <b>\$ 10.6</b> |

Our loss ratio, as determined in accordance with GAAP, for the year ended December 31, 2005 was 58.26% compared with 113.21% for the same period in 2004. The table below reflects the loss ratios by product line.

|                              | Years Ended December 31, |         |
|------------------------------|--------------------------|---------|
|                              | 2005                     | 2004    |
| Automobile                   | 74.89%                   | 73.18%  |
| Homeowners'                  | 65.89%                   | 171.30% |
| Commercial General Liability | 19.10%                   | 18.74%  |
| All lines                    | 58.26%                   | 113.21% |

Loss and LAE, our most significant expense, represent actual payments made and changes in estimated future payments to be made to or on behalf of our policyholders, including expenses required to settle claims and losses. Management revises its estimates based on the results of its analysis of estimated future payments to be made. This process assumes that past experience, adjusted for the effects of current developments and anticipated trends, is an appropriate basis for predicting future events.

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**Operating and Underwriting Expenses**

Operating and underwriting expenses increased \$0.1 million, or 1.0%, to \$8.2 million for the year ended December 31, 2005, as compared to \$8.1 million for the year ended December 31, 2004. The modest increase is primarily due to premium taxes, which increased \$0.6 million, or 43.1%, to \$1.9 million for the year ended December 31, 2005, as compared to \$1.3 million for the year ended December 31, 2004. Premium tax expense is directly correlated to written premium, which experienced an increase over 2004.

**Salaries and Wages**

Salaries and wages increased \$0.2 million, or 4.1%, to \$6.4 million for the year ended December 31, 2005, as compared to \$6.1 million for the year ended December 31, 2004. Management believes that the modest increase in salaries and wages was due in part to the increased labor costs in connection with additional claims loss adjusters added to our staff. Management further believes that salaries and wages are consistent with retaining quality management and increased premium production.

**Interest Expense**

Interest expense increased by \$0.3 million, or 28.5%, to \$1.4 million for the year ended December 31, 2005, as compared to \$1.1 million as of December 31, 2004. The increase in interest expense is attributed to approximately \$0.4 million associated with the July 2003 and September 2004 Notes, mitigated by a decrease totaling approximately \$0.1 million in interest expense in connection with our reliance upon outside sources for financing our contracts receivable.

**Policy Acquisition Costs, Net of Amortization**

Policy acquisition costs, net of amortization, increased \$6.1 million, or 72.9%, to \$14.6 million for year ended December 31, 2005, as compared to \$8.4 million for the year ended December 31, 2004. Policy acquisition costs, net of amortization, consists of the actual policy acquisition costs, including commissions, payroll and premium taxes, less commissions earned on reinsurance ceded and policy fees earned.

The increase in policy acquisition costs, net of amortization, is primarily attributable to the sale of our captive agencies in December of 2004, wherein our cost of acquiring policies from those agencies will no longer be eliminated under the principles of consolidation.

**Net Income (loss)**

As a result of the foregoing, the Company's net income for the year ended December 31, 2005 was \$12.1 million, as compared to net loss of \$10.9 million for year ended December 31, 2004.

**CONTRACTUAL OBLIGATIONS**

A summary of long-term contractual obligations as of December 31, 2006 follows. The amounts represent estimates of gross undiscounted amounts payable over time.

|                         | (Dollars in Thousands) |          |           |           |            |
|-------------------------|------------------------|----------|-----------|-----------|------------|
|                         | Total                  | 2007     | 2008-2009 | 2010-2011 | After 2011 |
| Contractual Obligations |                        |          |           |           |            |
| Operating leases        | \$ 1,944               | \$ 601   | \$ 1,238  | \$ 105    | \$ -       |
| Subordinated debt       | 4,167                  | 4,167    | -         | -         | -          |
| Total                   | \$ 6,111               | \$ 4,768 | \$ 1,238  | \$ 105    | \$ -       |

## LIQUIDITY AND CAPITAL RESOURCES

For the year ended December 31, 2006, our primary sources of capital were revenues generated from operations, including decreased amounts due from reinsurers, net, increased unearned premiums and decreased finance contracts receivable. Operational sources of capital also included, decreased other assets, increased premium deposits and customer credit balances, increased accounts payable, net realized investment gains, non-cash compensation, premiums receivable, depreciation and amortization, common stock issued for interest on notes, and an increased provision for credit losses. Also contributing to our liquidity were proceeds from the sale of investment securities, exercised warrants, the sale of assets, exercised employee stock options and a tax benefit related to non-cash compensation. Because we are a holding company, we are largely dependent upon fees and commissions from our subsidiaries for cash flow.

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For the year ended December 31, 2006, operations provided net operating cash flow of \$27.5 million, as compared to \$19.4 million for year ended December 31, 2005.

For the year ended December 31, 2006, operations generated \$184.6 million of gross cash flow, due to a \$140.9 million decrease in amounts due from reinsurers, net, a \$16.0 million increase in unearned premiums, a \$5.5 million decrease in finance contracts receivable, a \$2.5 million decrease in other assets, a \$1.6 million increase in accounts payable and accrued expenses, a \$1.6 million increase in premium deposits and customer credit balances and \$1.1 million of net realized investment gains.

For the year ended December 31, 2006, operations used \$156.9 million of gross cash flow primarily due to a \$114.4 million decrease in unpaid losses and LAE, a \$26.8 million increase in prepaid reinsurance premiums, a \$4.1 million decrease in bank overdrafts, a \$3.0 million decrease in income taxes payable, a \$2.4 million increase in deferred gain on sale of our building, a \$2.0 million increase in policy acquisition costs, net of amortization, a \$1.5 million decrease in funds held under reinsurance treaties, a \$0.9 million increase in deferred income tax expense, \$0.8 million increase in income taxes recoverable, a \$0.6 million increase in recognized gain in connection with the sale of our building, \$0.3 million in amortization of investment discount, net and a \$0.1 million recovery of uncollectible premiums receivable.

Subject to catastrophic occurrences, net operating cash flow is currently expected to be positive in both the short-term and the reasonably foreseeable future.

For the year ended December 31, 2006, net investing activities used \$19.7 million, as compared to \$15.5 million for the year ended December 31, 2005. Our available for sale investment portfolio is highly liquid as it consists entirely of readily marketable securities.

For the year ended December 31, 2006, investing activities generated \$276.9 million and used \$296.6 million from the maturity several times over of our very short municipal portfolio. Sources of cash flow from investing activities included the sale of property with net book value of \$2.7 million, for which we received \$5.6 million in proceeds and recorded a \$2.9 million deferred gain. The Company also used \$0.4 million for the purchase of equipment.

For the year ended December 31, 2006, net financing activities provided \$4.0 million, as compared to using \$4.0 million for the year ended December 31, 2005. For the year ended December 31, 2006, the sources of cash in connection with financing activities included \$10.7 million from the exercise of warrants, \$2.6 million from the exercise of stock options and a \$1.6 million tax benefit related to non-cash compensation. The uses of cash in connection with financing activities included \$4.4 million for the regularly scheduled principal and interest payments on our Notes, \$4.3 million in dividends paid, \$2.0 million for the acquisition of common stock and \$0.2 million in connection with the reduction of our outstanding revolving credit.

Federated Premium's operations are partially funded by the revolving loan agreement with FlatIron. The effective interest rate on this line of credit, based on our average outstanding borrowings under the Revolving Agreement, was 7.82%, 6.39%, and 5.71% for the years ended December 31, 2006, 2005, and 2004, respectively. Interest expense on this revolving credit line for the years ended December 31, 2006, 2005, and 2004 totaled approximately \$8,000, \$75,000, and \$178,000, respectively.

Outstanding borrowings under the Revolving Agreement as of December 31, 2006 were approximately \$0.01 million, as compared to \$0.2 million as of December 31, 2005.

As an alternative to premium finance, we offer direct billing in connection with our automobile program, where the insurance company accepts from the insured, as a receivable, a promise to pay the premium, as opposed to requiring the full amount of the policy, either directly from the insured or from a premium finance company. The advantage of direct billing a policyholder by the insurance company is that we are not reliant on our credit facility, but remain able to charge and collect interest from the policyholder.



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We believe that our current capital resources, together with cash flow from operations, will be sufficient to meet currently anticipated working capital requirements. There can be no assurances, however, that such will be the case.

Federated National's and American Vehicle's statutory capital surplus levels as of December 31, 2005 were approximately \$11.2 million and \$18.0 million, respectively, and their statutory net income (loss) for the year ended December 31, 2005 were (\$2.2) million and \$2.9 million, respectively.

As of December 31, 2006, 2005, and 2004, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as "structured finance" or "special purpose" entities, which were established for the purpose of facilitating off-balance-sheet arrangements or other contractually narrow or limited purposes. As such, management believes that we currently are not exposed to any financing, liquidity, market or credit risks that could arise if we had engaged in transactions of that type requiring disclosure herein.

On July 31, 2003, we completed a private placement of our 6% Senior Subordinated Notes (the "July 2003 Notes"), which were offered and sold to accredited investors as units consisting of one July 2003 Note with a principal amount of \$1,000 and warrants (the "2003 Warrants") to purchase shares of our Common Stock. We sold an aggregate of \$7.5 million of July 2003 Notes in this placement, which resulted in proceeds to us (net of placement agent fees of \$450,724 and offering expenses of \$110,778) of \$6,938,498.

The July 2003 Notes paid interest at the annual rate of 6%, were subordinated to senior debt of the Company, and matured on July 31, 2006. Quarterly payments of principal and interest due on the July 2003 Notes were made in cash or, at our option, in shares of our Common Stock. When paid in shares of Common Stock, the number of shares issued was determined by dividing the payment due by 95% of the weighted-average volume price for the Common Stock on Nasdaq as reported by Bloomberg for the 20 consecutive trading days preceding the payment date.

The 2003 Warrants issued in this placement to the purchasers of the July 2003 Notes and to the placement agent in the offering, J. Giordano Securities Group ("J. Giordano"), each entitled the holder to purchase  $\frac{3}{4}$  of one share of our Common Stock at an exercise price of \$12.744 per whole share (as adjusted for the Company's three-for-two stock split) until July 31, 2006. The total number of shares issuable upon exercise of 2003 Warrants issued to the purchasers of the July 2003 Notes and to J. Giordano totaled 612,074. GAAP required that detachable warrants be valued separately from debt and included in paid-in capital. Based on the terms of the purchase agreement with the investors in the private placement, management determined that the July 2003 Warrants had zero value at the date of issuance.

On July 31, 2006, we made the final principal payment of \$625,000 on the July 2003 notes and the July 2003 warrants expired. Of the 612,074 shares that could have been issued in connection with the July 2003 warrants, 301,430 were exercised, 225,000 were reacquired in the open market by us and 85,644 were unexercised. The unexercised warrants were cancelled as of July 31, 2006.

On September 30, 2004, we completed a private placement of 6% Senior Subordinated Notes due September 30, 2007 (the "September 2004 Notes"). These notes were offered and sold to accredited investors as units consisting of one September 2004 Note with a principal amount of \$1,000 and warrants to purchase shares of our Common Stock (the "2004 Warrants"), the terms of which are similar to our July 2003 Notes and 2003 Warrants, except as described below. We sold an aggregate of \$12.5 million of units in this placement, which resulted in proceeds (net of placement agent fees of \$700,000 and offering expenses of \$32,500) to us of \$11,767,500.

The September 2004 Notes pay interest at the annual rate of 6%, mature on September 30, 2007, and rank pari passu in terms of payment and priority to the July 2003 Notes. Quarterly payments of principal and interest due on the

September 2004 Notes, like the July 2003 Notes, may be made in cash or, at our option, in shares of our Common Stock. If paid in shares of Common Stock, the number of shares to be issued shall be determined by dividing the payment due by 95% of the weighted-average volume price for the Common Stock on Nasdaq as reported by Bloomberg for the 20 consecutive trading days preceding the payment date.

The 2004 Warrants issued to the purchasers of the September 2004 Notes and to the placement agent in the offering, J. Giordano, each entitle the holder to purchase one share of our Common Stock at an exercise price of \$12.75 per share and will be exercisable until September 30, 2007. The number of shares issuable upon exercise of the 2004 Warrants issued to purchasers equaled \$12.5 million divided by the exercise price of the warrants, and totaled 980,392. The number of shares issuable upon exercise of the 2004 Warrants issued to J. Giordano equaled \$500,000 divided by the exercise price of the warrants, and totaled 39,216. GAAP requires that detachable warrants be valued separately from debt and included in paid-in capital. Based on the terms of the purchase agreement with the investors in the private placement, management determined that the September 2004 Warrants had zero value at the date of issuance. Of the 1,019,000 warrants issued in connection with the September 2004 notes, 751,699 have been exercised to date.

**21<sup>st</sup> Century Holding Company**  
**Management's Discussion and Analysis of Financial Condition and Results of Operations**

The terms of the 2004 and 2003 Warrants provide for adjustment of the exercise price and the number of shares issuable thereunder upon the occurrence of certain events typical for private offerings of this type.

**IMPACT OF INFLATION AND CHANGING PRICES**

The consolidated financial statements and related data presented herein have been prepared in accordance with GAAP which requires the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. Our primary assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or with the same magnitude as the inflationary effect on the cost of paying losses and LAE.

Insurance premiums are established before we know the amount of loss and LAE and the extent to which inflation may affect such expenses. Consequently, we attempt to anticipate the future impact of inflation when establishing rate levels. While we attempt to charge adequate premiums, we may be limited in raising premium levels for competitive and regulatory reasons. Inflation also affects the market value of our investment portfolio and the investment rate of return. Any future economic changes which result in prolonged and increasing levels of inflation could cause increases in the dollar amount of incurred loss and LAE and thereby materially adversely affect future liability requirements.

**21<sup>st</sup> Century Holding Company**  
**Management's Discussion and Analysis of Financial Condition and Results of Operations**

**SELECTED QUARTERLY FINANCIAL DATA (Unaudited)**

|  | Year Ended December 31, 2006<br>(Dollars in Thousands except EPS) |                   |                  |                   |
|--|---|-------------------|------------------|-------------------|
|  | First<br>Quarter  | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
| <b>Revenue:</b>  |   |                   |                  |                   |
| Net premiums earned  | \$ 21,807   | \$ 28,741         | \$ 21,707        | \$ 17,093         |
| Other revenue  | 3,307   | 3,601             | 3,063            | 4,595             |
| Total revenue  | 25,114  | 32,342            | 24,770           | 21,688            |
| <b>Expenses:</b>   |   |                   |                  |                   |
| Losses and LAE   | 7,569   | 9,343             | 10,271           | 17,217            |
| Other expenses   | 8,289   | 8,389             | 10,613           | 10,931            |
| Total expenses   | 15,858  | 17,732            | 20,884           | 28,148            |
| Income (loss) before provision<br>(benefit) for income tax expense             | 9,256   | 14,610            | 3,886            | (6,460)           |
| Provision (benefit) for income tax<br>expense                                  | 3,243   | 5,705             | 857              | (2,409)           |
| Net income   | \$ 6,013  | \$ 8,905          | \$ 3,029         | \$ (4,051)        |
| Basic net income per share   | \$ 0.88   | \$ 1.20           | \$ 0.40          | \$ (0.52)         |
| Fully diluted net income per share   | \$ 0.83   | \$ 1.19           | \$ 0.40          | \$ (0.52)         |
| Weighted average number of<br>common shares outstanding                        | 6,845   | 7,428             | 7,561            | 7,846             |
| Weighted average number of<br>common shares outstanding<br>(assuming dilution) | 7,238   | 7,466             | 7,563            | 7,846             |

**21<sup>st</sup> Century Holding Company**  
**Management's Discussion and Analysis of Financial Condition and Results of Operations**

|   | Year Ended December 31, 2005<br>(Dollars in Thousands except EPS) |                |               |                |
|---|---|----------------|---------------|----------------|
|   | First Quarter   | Second Quarter | Third Quarter | Fourth Quarter |
| Continuing Operations:  |   |                |               |                |
| Revenue:  |   |                |               |                |
| Net premiums earned   | \$ 18,835   | \$ 21,889      | \$ 20,702     | \$ 21,537      |
| Other revenue   | 3,032   | 2,756          | 2,953         | 2,964          |
| Total revenue   | 21,867  | 24,646         | 23,656        | 24,502         |
| Expenses:   |   |                |               |                |
| Losses and LAE  | 6,910   | 12,309         | 13,276        | 15,842         |
| Other expenses  | 7,417   | 7,389          | 7,443         | 8,314          |
| Total expenses  | 14,327  | 19,697         | 20,719        | 24,156         |
| Income from continuing operations before provision (benefit) for income tax expense | 7,540   | 4,948          | 2,937         | 346            |
| Provision (benefit) for income tax expense  | 2,754   | 1,925          | 1,084         | (1,073)        |
| Net income from continuing operations   | 4,786   | 3,024          | 1,853         | 1,419          |
| Discontinued Operations:  |   |                |               |                |
| Gain on sale of discontinued operations   | 1,630   | -              | -             | -              |
| Income from discontinued operations before provision for income tax expense         | 1,630   | -              | -             | -              |
| Provision for income tax expense  | 595   | -              | -             | -              |
| Net income from discontinued operations   | 1,035   | -              | -             | -              |
| Income before provision (benefit) for income tax expense                            | 9,170   | 4,948          | 2,937         | 346            |
| Provision (benefit) for income tax expense  | 3,349   | 1,925          | 1,084         | (1,073)        |
| Net income  | \$ 5,820  | \$ 3,024       | \$ 1,853      | \$ 1,419       |
| Basic net income per share from continuing operations                               | \$ 0.78   | \$ 0.48        | \$ 0.29       | \$ 0.22        |
| Basic net income per share from discontinued operations                             | \$ 0.17   | \$ -           | \$ -          | \$ -           |

|  |    |       |    |       |    |       |    |       |
|--|----|-------|----|-------|----|-------|----|-------|
| Basic net income per share   | \$ | 0.95  | \$ | 0.48  | \$ | 0.29  | \$ | 0.22  |
| Fully diluted net income per share<br>from continuing operations               | \$ | 0.73  | \$ | 0.46  | \$ | 0.28  | \$ | 0.21  |
| Fully diluted net income per share<br>from discontinued operations             | \$ | 0.16  | \$ | -     | \$ | -     | \$ | -     |
| Fully diluted net income per share   | \$ | 0.89  | \$ | 0.46  | \$ | 0.28  | \$ | 0.21  |
| Weighted average number of common<br>shares outstanding                        |    | 6,153 |    | 6,349 |    | 6,384 |    | 6,502 |
| Weighted average number of common<br>shares outstanding (assuming<br>dilution) |    | 6,532 |    | 6,621 |    | 6,589 |    | 6,873 |

#### OFF BALANCE SHEET TRANSACTIONS

For the years ended December 31, 2006 and 2005, there were no off balance sheet transactions.

21<sup>st</sup> Century Holding Company**ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Our investment objective is to maximize total rate of return after Federal income taxes while maintaining liquidity and minimizing risk. Our current investment policy limits investment in non-investment grade fixed maturity securities (including high-yield bonds), and limits total investments in preferred stock, common stock and mortgage notes receivable. We also comply with applicable laws and regulations, which further restrict the type, quality and concentration of investments. In general, these laws and regulations permit investments, within specified limits and subject to certain qualifications, in Federal, state and municipal obligations, corporate bonds, preferred and common equity securities and real estate mortgages.

Our investment policy is established by the Board of Directors or the Investment Committee and is reviewed on a regular basis. Pursuant to this investment policy, as of December 31, 2006, approximately 89.4% of investments were in fixed income securities and short-term investments, which are considered to be either held until maturity or available for sale, based upon our estimates of required liquidity. Approximately 80% of the fixed maturities are considered available for sale and are marked to market. We may in the future consider additional fixed maturities to be held to maturity and carried at amortized cost. We do not use any swaps, options, futures or forward contracts to hedge or enhance our investment portfolio.

The investment portfolio is managed by the Investment Committee consisting of all current directors in accordance with guidelines established by the Florida OIR.

The table below sets forth investment results for the periods indicated.

|                                   | Years Ended December 31, |          |          |
|-----------------------------------|--------------------------|----------|----------|
|                                   | 2006                     | 2005     | 2004     |
|                                   | (Dollars in Thousands)   |          |          |
| Interest on fixed maturities      | \$ 4,618                 | \$ 2,970 | \$ 2,437 |
| Dividends on equity securities    | 623                      | 660      | 165      |
| Interest on short-term securities | 737                      | 209      | 23       |
| Other                             | -                        | 33       | 555      |
| Total investment income           | 5,978                    | 3,872    | 3,180    |
| Investment expense                | (45)                     | (31)     | (8)      |
| Net investment income             | \$ 5,933                 | \$ 3,841 | \$ 3,172 |
| Net realized gain (loss)          | \$ 1,062                 | \$ 458   | \$ 689   |

The following table summarizes, by type, our investments as of December 31, 2006 and 2005

|  | December 31, 2006      |                  | December 31, 2005      |                  |
|--|------------------------|------------------|------------------------|------------------|
|  | Carrying Amount        | Percent of Total | Carrying Amount        | Percent of Total |
|  | (Dollars in Thousands) |                  | (Dollars in Thousands) |                  |
| Fixed maturities, at market:                     |                        |                  |                        |                  |
| U.S. government agencies and authorities         | \$ 97,314              | 77.95%           | \$ 52,964              | 52.92%           |
| Obligations of states and political subdivisions | 17,804                 | 14.26%           | 29,051                 | 29.03%           |

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|                              |            |         |            |         |
|------------------------------|------------|---------|------------|---------|
| Corporate securities         | 3,075      | 2.46%   | 7,464      | 7.46%   |
| Total fixed maturities       | 118,193    | 94.68%  | 89,479     | 89.40%  |
| Equity securities, at market | 6,641      | 5.32%   | 10,607     | 10.60%  |
| Total investments            | \$ 124,834 | 100.00% | \$ 100,086 | 100.00% |

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### 21<sup>st</sup> Century Holding Company

Fixed maturities are carried on the balance sheet at market. At December 31, 2006 and 2005, fixed maturities had the following quality ratings by Moody's Investors Service, Inc. ("Moody's") and for securities not assigned a rating by Moody's, Standard and Poor's Company ratings were used:

|           | December 31, 2006      |                  | December 31, 2005      |                  |
|-----------|------------------------|------------------|------------------------|------------------|
|           | Carrying Amount        | Percent of Total | Carrying Amount        | Percent of Total |
|           | (Dollars in Thousands) |                  | (Dollars in Thousands) |                  |
| AAA       | \$ 113,353             | 95.91%           | \$ 80,195              | 89.62%           |
| AA        | 1,471                  | 1.24%            | 1,135                  | 1.27%            |
| A         | 1,400                  | 1.18%            | 1,463                  | 1.64%            |
| BBB       | 1,487                  | 1.26%            | 2,888                  | 3.23%            |
| BB++      | 481                    | 0.41%            | 3,798                  | 4.24%            |
| Not rated | -                      | -                | -                      | -                |
|           | \$ 118,192             | 100.00%          | \$ 89,479              | 100.00%          |

The following table summarizes, by maturity, the fixed maturities as of December 31, 2006 and 2005

|                        | December 31, 2006      |                  | December 31, 2005      |                  |
|------------------------|------------------------|------------------|------------------------|------------------|
|                        | Carrying Amount        | Percent of Total | Carrying Amount        | Percent of Total |
|                        | (Dollars in Thousands) |                  | (Dollars in Thousands) |                  |
| Matures In:            |                        |                  |                        |                  |
| One year or less       | \$ 17,462              | 14.77%           | \$ 11,289              | 12.62%           |
| One year to five years | 80,186                 | 67.84%           | 5,706                  | 6.38%            |
| Five years to 10 years | 18,955                 | 16.04%           | 44,763                 | 50.02%           |
| More than 10 years     | 1,589                  | 1.35%            | 27,721                 | 30.98%           |
| Total fixed maturities | \$ 118,192             | 100.00%          | \$ 89,479              | 100.00%          |

At December 31, 2006, the weighted average maturity of the fixed maturities portfolio was approximately 2.5 years.

The following table provides information about the financial instruments as of December 31, 2006 that are sensitive to changes in interest rates. The table presents principal cash flows and the related weighted average interest rate by expected maturity date:

|  | 2007                   | 2008      | 2009      | 2010 | 2011      | Thereafter | Total     | Carrying Amount |
|--|------------------------|-----------|-----------|------|-----------|------------|-----------|-----------------|
|  | (Dollars in Thousands) |           |           |      |           |            |           |                 |
| Principal amount by expected maturity:           |                        |           |           |      |           |            |           |                 |
| U.S. government agencies and authorities         | \$ 16,500              | \$ 25,000 | \$ 10,400 | \$ - | \$ 20,000 | \$ 24,900  | \$ 96,800 | \$ 97,314       |
| Obligations of states and political subdivisions | 950                    | 10,745    | 1,465     | -    | 1,120     | 3,185      | 17,465    | 17,804          |
| Corporate securities                             | -                      | 1,900     | 250       | -    | -         | 1,000      | 3,150     | 3,075           |

|                                     |           |           |           |      |           |           |            |            |
|-------------------------------------|-----------|-----------|-----------|------|-----------|-----------|------------|------------|
| Collateralized mortgage obligations | -         | -         | -         | -    | -         | -         | -          | -          |
| Equity securities, at market        | -         | -         | -         | -    | -         | -         | -          | 6,641      |
| Mortgage notes receivable           | -         | -         | -         | -    | -         | -         | -          | -          |
| All investments                     | \$ 17,450 | \$ 37,645 | \$ 12,115 | \$ - | \$ 21,120 | \$ 29,085 | \$ 117,415 | \$ 124,834 |

|  |       |       |       |       |       |       |       |
|--|-------|-------|-------|-------|-------|-------|-------|
| Weighted average interest rate by expected maturity: |       |       |       |       |       |       |       |
| U.S. government agencies and authorities             | 4.71% | 5.00% | 4.46% | 0.00% | 4.37% | 4.81% | 4.71% |
| Obligations of states and political subdivisions     | 4.17% | 4.69% | 4.86% | 0.00% | 4.17% | 4.60% | 4.62% |
| Corporate securities                                 | 0.00% | 5.88% | 7.51% | 0.00% | 0.00% | 4.46% | 5.56% |
| Collateralized mortgage obligations                  | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Equity securities, at market                         | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Mortgage notes receivable                            | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| All investments                                      | 4.68% | 4.95% | 4.57% | 0.00% | 4.36% | 4.78% | 4.72% |

**21<sup>st</sup> Century Holding Company**

**ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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**21<sup>st</sup> Century Holding Company**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of 21<sup>st</sup> Century Holding Company

We have audited the accompanying balance sheets of 21<sup>st</sup> Century Holding Company as of December 31, 2006 and 2005, and the related statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2006. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements 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 financial position of 21<sup>st</sup> Century Holding Company as of December 31, 2006 and 2005 the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of 21<sup>st</sup> Century Holding Company's internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 16, 2007 expressed an unqualified opinion on management's assessment of internal control over financial reporting and an adverse opinion on the effectiveness of internal control over financial reporting.

De Meo, Young, McGrath of Boca Raton, LLP

Boca Raton, Florida

March 16, 2007

**21<sup>st</sup> Century Holding Company**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of 21st Century Holding Company

We have audited management's assessment, included in the accompanying Evaluation of Disclosure Controls and Procedures, that 21<sup>st</sup> Century Holding Company did not maintain effective internal control over financial reporting as of December 31, 2006 because of the effect of (i) the recognition and accounting of unrecorded premium transactions and (ii) an income tax issue relating to computing the Company's income tax liability where the Company failed to consider a prior year tax refund applied to the current year, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organization of the Treadway Commission (COSO). 21st Century Holding 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. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of 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, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, 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.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weaknesses have been identified and included in management's assessment: (i) the recognition and accounting of unrecorded premium transactions and (ii) an income tax issue relating to computing the Company's income tax liability where the Company failed to consider a prior year tax refund applied to the current year. These material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2006 financial statements, and this report does not affect our report dated March 16, 2007 on those financial statements.

In our opinion, management's assessment that 21st Century Holding Company did not maintain effective internal control over financial reporting as of December 31, 2006, is fairly stated, in all material respects, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also, in our opinion, because of the effect of the material weaknesses described above on the achievement of the objectives of the control criteria, 21st Century Holding Company has not maintained effective internal control over financial reporting as of December 31, 2006, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

De Meo, Young, McGrath of Boca Raton, LLP

Boca Raton, Florida

March 16, 2007

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21<sup>st</sup> Century Holding Company and Subsidiaries

**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2006 AND 2005**

| ASSETS  | 2006                   | 2005              |
|---|------------------------|-------------------|
|   | (Dollars in Thousands) |                   |
| Investments   |                        |                   |
| Fixed maturities , available for sale, at fair value  | \$ 98,525              | \$ 69,788         |
| Fixed maturities, held to maturity, at amortized cost   | 19,667                 | 19,692            |
| Equity securities, available for sale, at fair value  | 6,641                  | 10,607            |
| <b>Total investments</b>  | <b>124,834</b>         | <b>100,086</b>    |
| Cash and short term investments   | 17,917                 | 6,071             |
| Finance contracts, net of allowance for credit losses of \$116 in 2006 and \$419 in 2005, and net of unearned finance charges of \$90 in 2006 and \$379 in 2005 | 1,831                  | 7,313             |
| Prepaid reinsurance premiums  | 38,927                 | 12,134            |
| Premiums receivable, net of allowance for credit losses of \$66 and \$158, respectively   | 7,222                  | 7,506             |
| Reinsurance recoverable, net  | -                      | 136,676           |
| Deferred policy acquisition costs   | 11,153                 | 9,184             |
| Deferred income taxes, net  | 3,610                  | 2,704             |
| Income taxes receivable   | 787                    | -                 |
| Property, plant and equipment, net  | 1,296                  | 3,901             |
| Other assets  | 4,556                  | 4,580             |
| <b>Total assets</b>   | <b>\$ 212,134</b>      | <b>\$ 290,155</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                        |                   |
| Unpaid losses and LAE   | \$ 39,615              | \$ 154,039        |
| Unearned premiums   | 77,829                 | 61,839            |
| Due to reinsurers, net  | 4,237                  | -                 |
| Premiums deposits and customer credit balances  | 3,793                  | 2,145             |
| Revolving credit outstanding  | 10                     | 197               |
| Bank overdraft  | 8,107                  | 12,238            |
| Funds held under reinsurance treaties   | -                      | 1,545             |
| Income taxes payable  | -                      | 3,020             |
| Subordinated debt   | 4,167                  | 10,208            |
| Deferred gain from sale of property   | 2,467                  | -                 |
| Accounts payable and accrued expenses   | 5,715                  | 4,158             |
| <b>Total liabilities</b>  | <b>145,940</b>         | <b>249,387</b>    |
| Commitments and contingencies   |                        |                   |
| Shareholders' equity:   |                        |                   |

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|   |            |            |
|---|------------|------------|
| Common stock, \$0.01 par value. Authorized 37,500,000 shares; issued and outstanding 7,896,919 and 6,771,864 respectively | 79         | 68         |
| Additional paid-in capital  | 47,070     | 31,832     |
| Accumulated other comprehensive (deficit)   | (967)      | (1,537)    |
| Retained earnings   | 20,011     | 10,405     |
| Total shareholders' equity  | 66,193     | 40,767     |
| Total liabilities and s hareholders ' equity  | \$ 212,134 | \$ 290,155 |

See accompanying notes to consolidated financial statements.



21<sup>st</sup> Century Holding Company and Subsidiaries
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**YEARS ENDED DECEMBER 31, 2006, 2005 AND 2004**

|   | 2006  | 2005       | 2004       |
|---|---|------------|------------|
|   | (Dollars in Thousands except EPS and dividend data) |            |            |
| <b>Revenue:</b>   |   |            |            |
| Gross premiums written  | \$ 152,665  | \$ 119,440 | \$ 100,662 |
| Gross premiums ceded  | (67,520)  | (31,414)   | (15,486)   |
| Net premiums written  | 85,145  | 88,026     | 85,176     |
| Increase (Decrease) in prepaid reinsurance premiums                     | 20,193  | 6,623      | (2,905)    |
| (Increase) in unearned premiums   | (15,990)  | (11,686)   | (16,030)   |
| Net change in prepaid reinsurance premiums and unearned premiums        | 4,203   | (5,063)    | (18,935)   |
| Net premiums earned   | 89,348  | 82,963     | 66,241     |
| Finance revenue   | 1,686   | 3,567      | 3,668      |
| Managing general agent fees   | 2,625   | 2,420      | 2,040      |
| Net investment income   | 5,933   | 3,841      | 3,172      |
| Net realized investment gains   | 1,063   | 458        | 689        |
| Other income  | 3,260   | 1,419      | 762        |
| Total revenue   | 103,915   | 94,669     | 76,571     |
| <b>Expenses:</b>  |   |            |            |
| Loss and LAE  | 44,400  | 48,336     | 74,993     |
| Operating and underwriting expenses                                     | 13,160  | 8,219      | 8,140      |
| Salaries and wages  | 7,011   | 6,384      | 6,134      |
| Interest expense  | 656   | 1,398      | 1,087      |
| Policy acquisition costs, net of amortization                           | 17,395  | 14,561     | 8,423      |
| Total expenses  | 82,622  | 78,899     | 98,777     |
| Income (loss) from continuing operations before provision (benefit) for | 21,293  | 15,771     | (22,206)   |
| Provision (benefit) for income tax expense                              | 7,396   | 4,690      | (8,601)    |
| Net income (loss) from continuing operations                            | 13,896  | 11,081     | (13,605)   |
| <b>Discontinued operations :</b>  |   |            |            |
| Income from discontinued operations (including gain on disposal of \$0, | -   | 1,630      | 4,484      |
| Provision for income tax expense  | -   | 595        | 1,737      |
| Income from discontinued operations                                     | -   | 1,035      | 2,747      |

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|  |    |           |    |           |    |           |
|--|----|-----------|----|-----------|----|-----------|
| Net (loss ) income   | \$ | 13,896    | \$ | 12,116    | \$ | (10,858)  |
| Basic net income (loss ) per share from continuing operations              | \$ | 1.84      | \$ | 1.78      | \$ | (2.33)    |
| Basic net income per share from discontinued operations                    | \$ | -         | \$ | 0.17      | \$ | 0.47      |
| Basic net income (loss ) per share   | \$ | 1.84      | \$ | 1.95      | \$ | (1.86)    |
| Fully diluted net income (loss) per share from continuing operations       | \$ | 1.72      | \$ | 1.67      | \$ | (2.33)    |
| Fully diluted net income per share from discontinued operations            | \$ | -         | \$ | 0.16      | \$ | 0.47      |
| Fully diluted net income (loss) per share                                  | \$ | 1.72      | \$ | 1.83      | \$ | (1.86)    |
| Weighted average number of common shares outstanding                       |    | 7,537,550 |    | 6,228,043 |    | 5,847,102 |
| Weighted average number of common shares outstanding (as s uming dilution) |    | 8,085,722 |    | 6,628,076 |    | 5,847,102 |
| Dividends declared per s hare  | \$ | 0.48      | \$ | 0.32      | \$ | 0.32      |

See accompanying notes to consolidated financial statements.

21<sup>st</sup> Century Holding Company and Subsidiaries

**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY AND  
COMPREHENSIVE INCOME (LOSS)  
YEARS ENDED DECEMBER 31, 2006, 2005 AND 2004**

|   | Comprehensive<br>Income | Common<br>Stock | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Deficit | Retained<br>Earnings | Treasury<br>Stock | Total<br>Shareholder's<br>Equity |
|---|-------------------------|-----------------|----------------------------------|--|----------------------|-------------------|----------------------------------|
|   | (Dollars in Thousands)  |                 |                                  |  |                      |                   |                                  |
| Balance as of December 31,<br>2003  |                         | \$ 61           | \$ 20,434                        | \$ (325)   | \$ 13,643            | \$ (1,768)        | \$ 32,046                        |
| Net Loss  | (\$10,858)              |                 |                                  |  | (10,858)             |                   | (10,858)                         |
| Cash Dividends  |                         |                 |                                  |  | (1,902)              |                   | (1,902)                          |
| Acquisition of common shares  |                         |                 |                                  |  |                      | (12)              | (12)                             |
| Stock options exercised   |                         | 4               | 2,797                            |  |                      |                   | 2,801                            |
| Warrants exercised  |                         |                 | 225                              |  |                      |                   | 225                              |
| Stock issued in lieu of cash<br>payment for<br>principal and interest<br>associated with our<br>notes |                         | 2               | 2,854                            |  |                      |                   | 2,856                            |
| Net unrealized change in<br>investments,<br>net of tax effect of \$305                                | (180)                   |                 |                                  | (180)  |                      |                   | (180)                            |
| Comprehensive loss  | (\$11,038)              |                 |                                  |  |                      |                   |                                  |
| Balance as of December 31,<br>2004  |                         | \$ 67           | \$ 26,310                        | \$ (505)   | \$ 884               | \$ (1,780)        | \$ 24,977                        |
| Net Income  | \$ 12,116               |                 |                                  |  | 12,116               |                   | 12,116                           |
| Cash Dividends  |                         |                 |                                  |  | (2,339)              |                   | (2,339)                          |
| Stock issued in lieu of cash<br>payment for<br>principal and interest<br>associated with our<br>notes |                         | 2               | 1,981                            |  |                      |                   | 1,982                            |
| Treasury stock retired  |                         | (7)             | (1,773)                          |  |                      | 1,780             |                                  |
| Stock options exercised   |                         | 4               | 2,816                            |  |                      |                   | 2,819                            |
| Warrants exercised  |                         | 2               | 2,498                            |  |                      |                   | 2,500                            |
| Other   |                         |                 |                                  |  | (255)                |                   | (255)                            |
| Net unrealized change in<br>investments,<br>net of tax effect of \$927                                | (1,032)                 |                 |                                  | (1,032)  |                      |                   | (1,032)                          |
| Comprehensive income  | \$ 11,084               |                 |                                  |  |                      |                   |                                  |

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|   |    |        |     |         |    |         |    |         |    |   |    |         |
|---|----|--------|-----|---------|----|---------|----|---------|----|---|----|---------|
| Balance as of December 31,<br>2005  | \$ | 68     | \$  | 31,832  | \$ | (1,537) | \$ | 10,405  | \$ | - | \$ | 40,767  |
| Net Income  | \$ | 13,896 |     |         |    |         |    | 13,896  |    |   |    | 13,896  |
| Cash Dividends  |    |        |     |         |    |         |    | (4,290) |    |   |    | (4,290) |
| Stock issued in lieu of cash<br>payment for<br>principal and interest<br>associated with our<br>notes |    |        | 1   | 1,794   |    |         |    |         |    |   |    | 1,795   |
| Treasury stock  |    |        | (1) | (2,000) |    |         |    |         |    |   |    | (2,001) |
| Stock options exercised   |    |        | 3   | 2,596   |    |         |    |         |    |   |    | 2,600   |
| Warrants exercised  |    |        | 8   | 10,661  |    |         |    |         |    |   |    | 10,669  |
| Shares based compensation   |    |        |     | 2,187   |    |         |    |         |    |   |    | 2,187   |
| Net unrealized change in<br>investments,<br>net of tax effect of \$344                                |    | 570    |     |         |    | 570     |    |         |    |   |    | 570     |
| Comprehensive income  | \$ | 14,466 |     |         |    |         |    |         |    |   |    |         |
| Balance as of December 31,<br>2006  | \$ | 79     | \$  | 47,070  | \$ | (967)   | \$ | 20,011  | \$ | - | \$ | 66,193  |

See accompanying notes to consolidated financial statements.

21<sup>st</sup> Century Holding Company and Subsidiaries
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2006, 2005 AND 2004**

|  | 2006                   | 2005      | 2004<br>Restated |
|--|------------------------|-----------|------------------|
|  | (Dollars in Thousands) |           |                  |
| Cash flow from operating activities:   |                        |           |                  |
| Net income (loss)  | \$ 13,896              | \$ 11,081 | \$ (13,605)      |
| Adjustments to reconcile net income (loss) to net cash provided by             |                        |           |                  |
| Amortization of investment (discount), net                                     | (297)                  | (222)     | (191)            |
| Depreciation and amortization of property plant and equipment, net             | 342                    | 445       | 457              |
| Net realized investment gains  | 1,063                  | 513       | 689              |
| Gain on sale of assets   | (578)                  | -         | -                |
| Common Stock issued for interest on Notes                                      | 128                    | 316       | 356              |
| Provision for credit losses, net   | 14                     | 638       | 646              |
| (Recovery) provision for uncollectible premiums receivable                     | (102)                  | (252)     | 311              |
| Non-cash compensation  | 539                    | -         | -                |
| Changes in operating assets and liabilities:                                   |                        |           |                  |
| Premiums receivable  | 386                    | (1,229)   | 992              |
| Prepaid reinsurance premiums   | (26,793)               | (6,623)   | 2,905            |
| Reinsurance recoverable, net   | 140,912                | (111,187) | (14,435)         |
| Income taxes recoverable   | (787)                  | 7,915     | (7,091)          |
| Deferred income tax expense  | (906)                  | 952       | (626)            |
| Deferred gain on sale of assets  | (2,366)                | -         | -                |
| Policy acquisition costs, net of amortization                                  | (1,970)                | (2,226)   | (5,217)          |
| Premium finance contracts receivable   | 5,467                  | 339       | 956              |
| Other assets   | 2,491                  | (2,070)   | 401              |
| Unpaid losses and LAE  | (114,423)              | 107,468   | 22,000           |
| Unearned premiums  | 15,990                 | 11,686    | 16,030           |
| Premium deposits and customer credit balances                                  | 1,648                  | 273       | 1,250            |
| Funds held under reinsurance treaties  | (1,545)                | 1,545     | -                |
| Income taxes payable   | (3,020)                | 3,020     | -                |
| Bank overdraft   | (4,130)                | (2,459)   | 14,715           |
| Accounts payable and accrued expenses  | 1,557                  | 841       | 2,987            |
| Net cash provided by operating activities - continuing operations              | 27,517                 | 20,762    | 23,530           |
| Net cash (used for) provided by operating activities - discontinued operations | -                      | (1,380)   | 426              |
| Net cash provided by operating activities                                      | 27,517                 | 19,381    | 23,956           |
| Cash flow (used in) investing activities:                                      |                        |           |                  |
| Proceeds from sale of investment securities available for sale                 | 271,265                | 122,532   | 81,246           |
| Purchases of investment securities available for sale                          | (296,209)              | (139,505) | (119,153)        |
| Receivable for investments sold  | -                      | -         | 2,119            |
| Collection of mortgage loans   | -                      | -         | 138              |

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|   |           |          |          |
|---|-----------|----------|----------|
| Purchases of property and equipment   | (400)     | (182)    | (483)    |
| Proceeds from sale of assets  | 5,607     | -        | -        |
| Net cash used in investing activities - continuing operations                 | (19,736)  | (17,155) | (36,134) |
| Net cash provided by (used in) investing activities - discontinued operations | -         | 1,689    | (126)    |
| Net cash used in investing activities   | (19,736)  | (15,466) | (36,260) |
| Cash flow provided by (used in) financing activities:                         |           |          |          |
| Subordinated debt (repaid) acquired   | (4,375)   | (5,000)  | 12,500   |
| Exercised stock options   | 2,600     | 3,059    | 3,026    |
| Dividends paid  | (4,290)   | (2,339)  | (1,902)  |
| Exercised warrants, net   | 10,669    | 2,260    | -        |
| Purchase of treasury stock  | (2,001)   | -        | (12)     |
| Tax benefit related to non-cash compensation                                  | 1,648     | -        | -        |
| Revolving credit outstanding  | (187)     | (1,952)  | (1,950)  |
| Net cash provided by (used in) financing activities - continuing operations   | 4,064     | (3,972)  | 11,662   |
| Net increase (decrease) in cash and short term investments                    | 11,845    | (56)     | (642)    |
| Cash and short term investments at beginning of period                        | 6,071     | 6,128    | 6,770    |
| Cash and short term investments at end of period                              | \$ 17,917 | \$ 6,071 | \$ 6,128 |

See accompanying notes to consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2006, 2005 AND 2004**

| (continued)   | 2006     | 2005     | 2004     |
|---|----------|----------|----------|
| Supplemental disclosure of cash flow information:           |          |          |          |
| Cash paid during the period for:                            |          |          |          |
| Interest  | \$ 339   | \$ 684   | \$ 188   |
| Non-cash investing and finance activities:                  |          |          |          |
| Accrued dividends payable                                   | \$ 1,444 | \$ 749   | \$ 442   |
| Retirement of subordinated debt by Common Stock<br>issuance | \$ 1,667 | \$ 1,667 | \$ 3,125 |
| Stock issued to pay interest on subordinated debt           | \$ 128   | \$ 316   | \$ -     |

See accompanying notes to consolidated financial statements.

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2006**

**(1) ORGANIZATION AND BUSINESS**

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

21<sup>st</sup> Century is an insurance holding company, which, through our subsidiaries and our contractual relationships with our independent agents and general agents controls substantially all aspects of the insurance underwriting, distribution and claims process. We are authorized to underwrite personal automobile insurance, commercial general liability insurance, homeowners' property and casualty insurance and mobile home property and casualty insurance in various states with various lines of authority through our wholly owned subsidiaries, Federated National and American Vehicle.

Federated National is authorized to underwrite homeowners' property and casualty insurance and personal automobile insurance in Florida as an admitted carrier. American Vehicle is authorized to underwrite personal automobile insurance and commercial general liability coverage in Florida as an admitted carrier. In addition, American Vehicle is authorized to underwrite commercial general liability insurance in Georgia, Kentucky, South Carolina, Virginia, Missouri and Arkansas as a surplus lines carrier and in Texas, Louisiana and Alabama as an admitted carrier. American Vehicle operations in Florida, Georgia, Kentucky, Louisiana, Texas, South Carolina and Virginia are on-going. American Vehicle operations in Alabama, Arkansas and Missouri are expected to begin this year. American Vehicle has an application pending authorization as a surplus lines carrier in the state of California, and applications pending submission to the states of Mississippi and Nevada.

During the year ended December 31, 2006, 74.4%, 21.6%, and 4.0% of the premiums we underwrote were for homeowners' property and casualty insurance, commercial general liability insurance and personal automobile insurance, respectively. During the year ended December 31, 2005, 63.8%, 18.9%, and 17.3% of the premiums we underwrote were for homeowners' property and casualty insurance, commercial general liability insurance and personal automobile insurance, respectively. We internally process claims made by our own and third-party insureds through our wholly owned claims adjusting company, Superior. We also offer premium financing to our own and third-party insureds through our wholly owned subsidiary, Federated Premium.

During the years ended December 31, 2004 and 2003, we marketed our insurance products through a network of company-owned agencies, franchised agencies, independent agents and general agents. Because we sold our company-owned agencies and franchised agencies at the end of 2004, in 2005 and thereafter we expect to continue to market our products through our existing network of independent agents and general agents.

Assurance MGA, a wholly owned subsidiary, acts as Federated National's and American Vehicle's exclusive managing general agent in the state of Florida. As American Vehicle continues its expansion into other states we shall contract with general agents to market our commercial general liability insurance product beyond the state of Florida. Assurance MGA currently provides underwriting policy administration, marketing, accounting and financial services to Federated National and American Vehicle, and participates in the negotiation of reinsurance contracts. Assurance MGA generates revenue through a 6% commission fee from the insurance companies' gross written premium, policy fee income of \$25 per policy and other administrative fees from the marketing of company products through the Company's distribution network. The 6% commission fee from Federated National and American Vehicle was made effective January 1, 2005. Assurance MGA plans to establish relationships with additional carriers and add additional insurance products in the future.



On September 7, 2004, we completed a three-for-two stock split in the form of a stock dividend, whereby shareholders received three shares of common stock for every two shares of our common stock held on the record date. Just prior to the three-for-two stock split, we had approximately 3,957,000 shares outstanding, and following the stock split, we had approximately 5,936,000 shares outstanding.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

**(a) CASH AND SHORT TERM INVESTMENTS**

We consider all short-term highly liquid investments with original maturities of three months or less to be short term investments.

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**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2006**

**(b) INVESTMENTS**

Our investment securities have been classified as either available-for-sale or held to maturity in response to our liquidity needs, changes in market interest rates and asset-liability management strategies, among other reasons. Investments available-for-sale are stated at fair value on the balance sheet. Investments designated as held to maturity are stated at amortized cost on the balance sheet. Unrealized gains and losses are excluded from earnings and are reported as a component of other comprehensive income within shareholders' equity, net of related deferred income taxes.

A decline in the fair value of an available-for-sale security below cost that is deemed other than temporary results in a charge to income, resulting in the establishment of a new cost basis for the security. Premiums and discounts are amortized or accreted, respectively, over the life of the related fixed maturity security as an adjustment to yield using a method that approximates the effective interest method. Dividends and interest income are recognized when earned. Realized gains and losses are included in earnings and are derived using the specific-identification method for determining the cost of securities sold.

**(c) PREMIUM REVENUE**

Premium revenue on all lines are earned on a pro-rata basis over the life of the policies. Unearned premiums represent the portion of the premium related to the unexpired policy term.

**(d) DEFERRED ACQUISITION COSTS**

Deferred acquisition costs primarily represent commissions paid to outside agents at the time of policy issuance (to the extent they are recoverable from future premium income) net of ceded premium commission earned from reinsurers, salaries and premium taxes net of policy fees, and are amortized over the life of the related policy in relation to the amount of premiums earned. The method followed in computing deferred acquisition costs limits the amount of such deferred costs to their estimated realizable value, which gives effect to the premium to be earned, related investment income, unpaid loss and LAE and certain other costs expected to be incurred as the premium is earned. There is no indication that these costs will not be fully recoverable in the near term.

An analysis of deferred acquisition costs follows:

|                                  | Years Ended December 31, |              |
|----------------------------------|--------------------------|--------------|
|                                  | 2006                     | 2005         |
| Balance, beginning of year       | \$ 9,183,654             | \$ 6,957,168 |
| Acquisition costs deferred       | 19,614,691               | 16,787,596   |
| Amortization expense during year | (17,645,177)             | (14,561,110) |
| Balance, end of year             | \$ 11,153,168            | \$ 9,183,654 |

**(e) PREMIUM DEPOSITS**

Premium deposits represent premiums received primarily in connection with homeowner policies that are not yet effective. We take approximately 30 working days to issue the policy from the date the cash and policy application are received.

**(f) UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES**

Unpaid losses and LAE are determined by establishing liabilities in amounts estimated to cover incurred losses and LAE. Such liabilities are determined based upon our assessment of claims pending and the development of prior years' loss liability. These amounts include liabilities based upon individual case estimates for reported losses and LAE and estimates of such amounts that are incurred but not reported. Changes in the estimated liability are charged or credited to operations as the losses and LAE are settled.

The estimates of unpaid losses and LAE are subject to the effect of trends in claims severity and frequency and are continually reviewed. As part of the process, we review historical data and consider various factors, including known and anticipated legal developments, changes in social attitudes, inflation and economic conditions. As experience develops and other data becomes available, these estimates are revised, as required, resulting in increases or decreases to the existing unpaid losses and LAE. Adjustments are reflected in results of operations in the period in which they are made and the liabilities may deviate substantially from prior estimates.

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2006**

There can be no assurance that our unpaid losses and LAE will be adequate to cover actual losses. If our unpaid losses and LAE prove to be inadequate, we will be required to increase the liability with a corresponding reduction in our net income in the period in which the deficiency is identified. Future loss experience substantially in excess of the established unpaid losses and LAE could have a material adverse effect on our business, results of operations and financial condition.

Accounting for loss contingencies pursuant to SFAS No.5 involves the existence of a condition, situation or set of circumstances involving uncertainty as to possible loss that will ultimately be resolved when one or more future event(s) occur or fail to occur. Additionally, accounting for a loss contingency requires management to assess each event as probable, reasonably possible or remote. Probable is defined as the future event or events are likely to occur. Reasonably possible is defined as the chance of the future event or events occurring is more than remote but less than probable, while remote is defined as the chance of the future event or events occurring is slight. An estimated loss in connection with a loss contingency shall be recorded by a charge to current operations if both of the following conditions are met: First, the amount can be reasonably estimated; and second, the information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements. It is implicit in this condition that it is probable that one or more future events will occur confirming the fact of the loss or incurrence of a liability.

We do not discount unpaid losses and LAE for financial statement purposes.

**(g) FINANCE REVENUE**

Interest and service income, resulting from the financing of insurance premiums, is recognized using a method that approximates the effective interest method. Late charges are recognized as income when chargeable.

**(h) CREDIT LOSSES**

Provisions for credit losses are provided in amounts sufficient to maintain the allowance for credit losses at a level considered adequate to cover anticipated losses. Generally, accounts that are over 90 days old are written off to the allowance for credit losses. We have been increasing our reliance on direct billing of our policyholders for their insurance premiums. Direct billing is when the insurance company accepts from the insured, as a receivable, a promise to pay the premium, as opposed to requiring payment of the full amount of the policy, either directly from the insured or from a premium finance company. We manage the credit risk associated with our direct billing program through our integrated computer system which allows us to monitor the equity in the unearned premium to the underlying policy. Underwriting criteria are designed with down payment requirements and monthly payments that create policyholder equity, also called unearned premium, in the insurance policy. The equity in the policy is collateral for the extension of credit to the insured. The decrease during the years ended December 31, 2006 and 2005 in the allowance for credit losses can be primarily attributed to the decline in homeowner and mobile homeowner policyholder receivables greater than ninety days old as compared to December 31, 2004. The increase during the year ended December 31, 2004 in the allowance for credit losses can be primarily attributed to homeowner and mobile homeowner policyholder receivables greater than ninety days old due in part to a cancellation moratorium in effect for non-payment of insurance premiums.

The activity in the allowance for credit losses for premiums receivable was as follows:

Years Ended December 31,

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|  | 2006        | 2005       | 2004       |
|--|-------------|------------|------------|
| Allowance for credit losses at beginning of year | \$ 158,151  | \$ 541,851 | \$ 123,000 |
| Additions charged (credited) to bad debt expense | 1,188,070   | (366,710)  | 462,365    |
| Write-downs charged against the allowance        | (1,280,096) | (16,990)   | (43,514)   |
| Allowance for credit losses at end of year       | \$ 66,125   | \$ 158,151 | \$ 541,851 |

See Note 4 for the activity in the allowance for credit losses for finance contracts.

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2006**

**(i) MANAGING GENERAL AGENT FEES**

If substantially all the costs associated with the MGA contracts which do not involve affiliated insurers are incurred during the underwriting process, then the MGA fees and the related acquisition costs are recognized at the time the policy is underwritten, net of estimated cancellations. If the MGA contract requires significant involvement subsequent to the completion of the underwriting process, then the MGA fees and related acquisition costs are deferred and recognized over the life of the policy. Included in Managing General Agent Fees are policy fees, charged by the insurance companies and passed through to Assurance MGA. Policy fees are discussed below.

**(j) POLICY FEES**

Policy fees represent a \$25 non-refundable application fee for insurance coverage, which are intended to reimburse us for the costs incurred to underwrite the policy. The fees and related costs are recognized when the policy is underwritten. These fees are netted against underwriting costs and are included as a component of deferred acquisition costs.

**(k) REINSURANCE**

We recognize the income and expense on reinsurance contracts principally on a pro-rata basis over the term of the reinsurance contracts or until the reinsurers maximum liability is exhausted, whichever comes first. We are reinsured under separate reinsurance agreements for the different lines of business underwritten. Reinsurance contracts do not relieve us from our obligations to policyholders. We continually monitor our reinsurers to minimize our exposure to significant losses from reinsurer insolvencies. We only cede risks to reinsurers whom we believe to be financially sound. At December 31, 2006, all reinsurance recoverables are considered collectible.

**(l) INCOME TAXES**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss, capital loss and tax-credit carryforwards. 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 or expense in the period that includes the enactment date.

**(m) CONCENTRATION OF CREDIT RISK**

Financial instruments, which potentially expose us to concentrations of credit risk, consist primarily of investments, premiums receivable, amounts due from reinsurers on paid and unpaid losses, finance contracts. We have not experienced significant losses related to premiums receivable from individual policyholders or groups of policyholders in a particular industry or geographic area. We believe no credit risk beyond the amounts provided for collection losses is inherent in our premiums receivable or finance contracts. In order to reduce credit risk for amounts due from reinsurers, we seek to do business with financially sound reinsurance companies and regularly review the financial strength of all reinsurers used. Additionally, our credit risk in connection with our reinsurers is mitigated by the establishment of irrevocable clean letters of credit in favor of Federated National.

**(n) RECENT ACCOUNTING PRONOUNCEMENTS**

In June 2006, the Financial Accounting Standards Board (FASB) issued interpretation No. 48 (“FIN 48”), “Accounting for Uncertainty in Income Taxes” which clarifies the accounting for income tax reserves and contingencies recognized in an enterprise’s financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. This Interpretation is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact, if any, that FIN 48 will have on its Consolidated Financial Statements. Additionally, we are developing a process to capture and quantify any such effect that FIN 48 could have on the Company.

In February 2006, FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments". This accounting standard permits fair value re-measurement for any hybrid financial instrument containing an embedded derivative that otherwise would require bifurcation; clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133; establishes a requirement to evaluate interests in securitized financial assets to identify them as freestanding derivatives or as hybrid financial instruments containing an embedded derivative requiring bifurcation; clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and amends SFAS No. 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument pertaining to a beneficial interest other than another derivative financial instrument. SFAS No. 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year beginning after September 15, 2006. There was no impact on our consolidated financial statements with respect to the adoption of SFAS No. 155.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements", which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company does not expect any impact upon the adoption of SFAS No. 157 on our consolidated financial statements.

In September 2006, FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans." This statement requires an employer to recognize the overfunded or underfunded status of a single-employer defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in the funded status in the year in which the changes occur through comprehensive income. SFAS No. 158 will become effective for years ending after December 15, 2006. There was no impact on our consolidated financial statements with respect to the adoption of SFAS No. 158.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 108 to address diversity in practice in quantifying financial statement misstatements. SAB 108 requires that registrants quantify the impact on the current year's financial statements of correcting all misstatements, including the carryover and reversing effects of prior years' misstatements, as well as the effects of errors arising in the current year. SAB 108 is effective as of the first fiscal year ending after November 15, 2006, allowing a one-time transitional cumulative effect adjustment to retained earnings as of January 1, 2006, for errors that were not previously deemed material, but are material under the guidance in SAB No. 108. There was no impact on our consolidated financial statements with respect to the adoption of SAB No. 108.

In November 2005, the FASB released FASB Staff Position Nos. FAS 115-1 and FAS 124-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" ("FSP 115-1"), which effectively replaces EITF Issue No. 03-1. FSP 115-1 contains a three-step model for evaluating impairments and carries forward the disclosure requirements in EITF Issue No. 03-1 pertaining to securities in an unrealized loss position is considered impaired; an evaluation is made to determine whether the impairment is other-than-temporary; and, if an impairment is considered other-than-temporary, a realized loss is recognized to write the security's cost or amortized cost basis down to fair value. FSP 115-1 references existing other-than-temporary impairment guidance for determining when impairment is other-than-temporary and clarifies that subsequent to the recognition of other-than-temporary impairment loss for debt securities, an investor shall account for the security using the constant effective yield method. FSP 115-1 is effective for reporting periods beginning after December 15, 2005, with earlier application permitted. There was no impact on our consolidated financial statements with respect to the adoption of FSP 115-1.



In September 2005, the AICPA issued Statement of Position 05-1, "Accounting by Insurance Enterprises for Deferred Acquisition Costs in connection with Modifications or Exchanges of Insurance Contracts" ("SOP 05-1"). This statement provides guidance to insurance entities that incur deferred acquisition costs on internal replacements of insurance and investment contracts other than those specifically described in SFAS No. 97, *Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments*. SOP 05-1 defines internal replacements as modifications in product benefits, features, rights, or coverage that occur by the exchange of a contract for a new contract, or by amendment, endorsement, or rider to a contract, or by the election of a feature or coverage with a contract. The accounting treatment for such replacements depends on whether, under the provisions of the SOP, the replacement contract is considered substantially changed from the replaced contract. A substantial change would be treated as the extinguishment of the replaced contract, and all unamortized deferred acquisition costs, unearned revenue liabilities, and deferred sales inducement assets from the replaced contract would no longer be deferred in connection with the replacement contract. A replacement contract that is substantially unchanged should be accounted for as a continuation of the original contract. SOP 05-1 will be effective for internal replacements occurring in fiscal years beginning after December 15, 2006, with earlier adoption encouraged. The Company adopted this statement beginning with the fiscal quarter beginning January 1, 2006. There was no impact on our consolidated financial statements with respect to the adoption of SOP 05-1.

In December 2004, the Financial Accounting Standards Board ("FASB") issued SFAS, No. 123, Share-Based Payments (revised 2004) ("SFAS No. 123R"). This statement eliminates the option to apply the intrinsic value measurement provisions of APB No. 25 to stock compensation awards issued to employees. Rather, SFAS No. 123R requires companies to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. That cost will be recognized over the period during which an employee is required to provide services in exchange for the award - the requisite service period (usually the vesting period). SFAS No. 123R will also require companies to measure the cost of employee services received in exchange for employee stock purchase plan awards. SFAS No. 123R became effective for 21<sup>st</sup> Century's fiscal quarter beginning January 1, 2006. The effect on operations for the year ended December 31, 2006 was a pretax charge totaling \$539,000 or a \$0.05 per share basic and \$0.04 per share on a fully diluted basis.

In April 2005, the Securities and Exchange Commission's Office of the Chief Accountant and its Division of Company Finance has released Staff Accounting Bulletin ("SAB") No.107 to provide guidance regarding the application of FASB Statement No. 123 (revised 2004), Share-Based Payment. Statement No. 123(R) covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. SAB 107 provides interpretative guidance related to the interaction between Statement No. 123R and certain SEC rules and regulations, as well as the staff's views regarding the valuation of share-based payment arrangements for public companies.

In May 2005, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 154, "Accounting Changes and Error Corrections-a replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). This Statement replaces APB Opinion No. 20, Accounting Changes, and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements, and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed.

APB Opinion No. 20 previously required that most voluntary changes in accounting principle be recognized by including in net income of the period of the change the cumulative effect of changing to the new accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period-specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. This Statement shall be effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The adoption of SFAS 154 did not have a significant effect on our financial statements.

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**(o) USE OF ESTIMATES**

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported financial statement balances as well as the disclosure of contingent assets and liabilities. Actual results could differ materially from those estimates used.

Similar to other property and casualty insurers, our liability for unpaid losses and LAE, although supported by actuarial projections and other data, is ultimately based on management's reasoned expectations of future events. Although considerable variability is inherent in these estimates, we believe that this liability is adequate. Estimates are reviewed regularly and adjusted as necessary. Such adjustments are reflected in current operations. In addition, the realization of our deferred income tax assets is dependent on generating sufficient future taxable income. It is reasonably possible that the expectations associated with these accounts could change in the near term and that the effect of such changes could be material to the Consolidated Financial Statements.

**(p) OPERATIONAL RISKS**

The following is a description of the most significant risks facing us and how we mitigate those risks:

(I) LEGAL/REGULATORY RISKS--the risk that changes in the regulatory environment in which an insurer operates will create additional expenses not anticipated by the insurer in pricing its products. That is, regulatory initiatives designed to reduce insurer profits, restrict underwriting practices and risk classifications, mandate rate reductions and refunds, and new legal theories or insurance company insolvencies through guaranty fund assessments may create costs for the insurer beyond those recorded in the financial statements. We attempt to mitigate this risk by monitoring proposed regulatory legislation and by assessing the impact of new laws. As we write business in the states of Florida, Louisiana and Georgia, Texas, Kentucky, South Carolina and Virginia and in the near future in Missouri and Alabama, we are more exposed to this risk than some of our more geographically balanced competitors.

As of December 31, 2006 and 2005, both Federated National and American Vehicle were in compliance with all regulatory requirements. However, as a result of the hurricanes striking Florida in August and September 2004, we were technically not in compliance with certain regulatory requirements in 2004. To retain our certificates of authority, Florida insurance laws and regulations require that our insurance company subsidiaries, Federated National and American Vehicle, maintain capital surplus equal to the greater of 10% of its liabilities or the 2004 statutory minimum capital and surplus requirement of \$4.00 million as defined in the Florida Insurance Code. As of December 31, 2004, Federated National was not in compliance with its requirement to maintain minimum capital surplus primarily based on the incurred losses associated with the four hurricanes that occurred in August and September 2004. Under the provisions afforded Federated National according to Statement of Statutory Accounting Principles No 72 titled "Surplus and Quasi-reorganizations", compliance with this provision was restored by way of a surplus infusion from 21<sup>st</sup> Century. American Vehicle remains in compliance with statutory minimum capital and surplus requirement. The insurance companies are also required to adhere to prescribed premium-to-capital surplus ratios. As of December 31, 2004, Federated National did not comply with the prescribed premium-to-capital surplus ratio, primarily based on the incurred losses associated with the four hurricanes that occurred in August and September 2004. Under the provisions afforded Federated National according to Statement of Statutory Accounting Principles No 72, compliance with this provision was also restored. American Vehicle remains in compliance with statutory premium-to-capital surplus ratios.



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- (II) CREDIT RISK--the risk that issuers of securities owned by us will default or that other parties, including reinsurers to whom business is ceded, which owe us money, will not pay. We attempt to minimize this risk by adhering to a conservative investment strategy, maintaining reinsurance agreements with financially sound reinsurers, and by providing for any amounts deemed uncollectible. Additionally, the Company carries current ledger balances exceeding Federal Deposit Insurance Corporation coverage of approximately \$1.0 million. Management believes that this is not a significant risk.
- (III) INTEREST RATE RISK--the risk that interest rates will change and cause a decrease in the value of an insurer's investments. To the extent that liabilities come due more quickly than assets mature, an insurer might have to sell assets prior to maturity and potentially recognize a gain or a loss.
- (IV) CATASTOPHIC EVENT RISK—the risk associated with writing insurance policies covering automobile owners, homeowners, and business owners for losses that result from catastrophes, including hurricanes, tropical storms, tornadoes or other weather related events. As of December 31, 2006 we had 41,600 homeowner policies in force, primarily in the South Florida area. We mitigate our risk of catastrophic events through the use of reinsurance, forecast modeling techniques and the monitoring of concentrations of risk, all designed to protect the statutory surplus of the insurance companies.

For a more in depth discussion of our risks please refer to ITEM 1 and the section titled RISK FACTORS

**(q) FAIR VALUE**

The fair value of our investments is estimated based on prices published by financial services or quotations received from securities dealers and is reflective of the interest rate environment that existed as of the close of business on December 31, 2006 and 2005. Changes in interest rates subsequent to December 31, 2006 may affect the fair value of our investments. Refer to Note 3(a) of the Notes to Consolidated Financial Statements for details.

The carrying amounts for the following financial instrument categories approximate their fair values at December 31, 2006 and 2005 because of their short-term nature: cash and short term investments, premiums receivable, finance contracts, due from reinsurers, revolving credit outstanding, bank overdraft, accounts payable, accrued expenses and subordinated debt.

**(r) STOCK OPTION PLANS**

At December 31, 2006, the Company has two stock-based employee compensation plans and one stock-based franchise compensation plan, which are described later in footnote 8, Stock Compensation Plans. Prior to January 1, 2006, we accounted for those plans under the recognition and measurement provisions of stock-based compensation using the intrinsic value method prescribed by APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, as permitted by FASB Statement No. 123, *Accounting for Stock-Based Compensation*. Under these provisions, no stock-based employee compensation cost was recognized in the Statement of Operations for the year ended December 31, 2005 as all options granted under those plans had an exercise price equal to or less than the market value of the underlying common stock on the date of grant.

Effective January 1, 2006, the Company adopted the fair value recognition provisions of SFAS No. 123R using the modified-prospective-transition method. Under that transition method, compensation cost recognized during the year

ended December 31, 2006 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair-value estimated in accordance with the provisions of SFAS No. 123R. Results for prior periods were not required to be restated.

During the year ended December 31, 2006, 65,446 non-qualified and 40,550 qualified stock options were issued with an average option price of \$19.09 per share. Like all other outstanding stock options, these stock options contain service conditions and do not contain any performance conditions. For a further discussion regarding the provisions of SFAS No. 123R and its effect on our operations, please refer to footnote 16, Stock Compensation Plans.

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**(s) PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation on property, plant and equipment is calculated on a straight-line basis over the following estimated useful lives: building and improvements - 30 years and furniture and fixtures - 7 years. We capitalize betterments and any other expenditure in excess of \$500 if the asset is expected to have a useful life greater than one year. The carrying value of property, plant and equipment is periodically reviewed based on the expected future undiscounted operating cash flows of the related item. Based upon our most recent analysis, we believe that no impairment of property, plant and equipment exists at December 31, 2006.

**(t) RECLASSIFICATIONS**

Certain 2005 financial statement amounts have been reclassified to conform to the 2006 presentations.

**(3) INVESTMENTS****(a) FIXED MATURITIES AND EQUITY SECURITIES**

The following table shows the realized gains (losses) for fixed and equity securities for the years ended December 31, 2006 and 2005.

|  | Gains (Losses)<br>2006 | Years Ended December 31, |                        | Fair Value<br>at Sale |
|--|------------------------|--------------------------|------------------------|-----------------------|
|  |                        | Fair Value<br>at Sale    | Gains (Losses)<br>2005 |                       |
| Fixed income securities                  | \$ 151                 | \$ 4,000,000             | \$ 36,981              | \$ 3,318,117          |
| Equity securities                        | 1,471,307              | 62,897,114               | 664,162                | 25,243,377            |
| <b>Total realized gains</b>              | <b>1,471,458</b>       | <b>66,897,114</b>        | <b>701,143</b>         | <b>28,561,494</b>     |
| Fixed income securities                  | (66,722)               | 12,985,290               | (136,570)              | 5,325,668             |
| Equity securities                        | (341,874)              | 13,378,445               | (106,267)              | 2,529,788             |
| <b>Total realized losses</b>             | <b>(408,596)</b>       | <b>26,363,735</b>        | <b>(242,837)</b>       | <b>7,855,456</b>      |
| <b>Net realized gains on investments</b> | <b>\$ 1,062,862</b>    | <b>\$ 93,260,849</b>     | <b>\$ 458,306</b>      | <b>\$ 36,416,950</b>  |

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A summary of the amortized cost, estimated fair value, gross unrealized gains and losses of fixed maturities and equity securities at December 31, 2006 and 2005 is as follows:

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------------|
| <b>December 31, 2006</b>                         |                   |                              |                               |                         |
| <b>Fixed Maturities - Available For Sale:</b>    |                   |                              |                               |                         |
| U.S. government and agency obligations           | \$ 79,335,392     | \$ 25,274                    | \$ 713,464                    | \$ 78,647,202           |
| Obligations of states and political subdivisions | 17,448,400        | 17,566                       | 163,071                       | 17,302,895              |
| Corporate securities                             | 2,660,980         | 6,842                        | 92,773                        | 2,575,049               |
|  | \$ 99,444,772     | \$ 49,682                    | \$ 969,308                    | \$ 98,525,146           |
| <b>Fixed Maturities - Held To Maturity:</b>      |                   |                              |                               |                         |
| U.S. government and agency obligations           | \$ 18,665,722     | \$ 148                       | \$ 429,062                    | \$ 18,236,808           |
| Obligations of states and political subdivisions | 501,483           | -                            | 7,023                         | 494,460                 |
| Corporate securities                             | 500,000           | -                            | 11,210                        | 488,790                 |
|  | \$ 19,667,205     | \$ 148                       | \$ 447,295                    | \$ 19,220,058           |
| Equity securities - common stocks                | \$ 7,272,300      | \$ 114,592                   | \$ 745,592                    | \$ 6,641,300            |
| <b>December 31, 2005</b>                         |                   |                              |                               |                         |
| <b>Fixed Maturities - Available For Sale:</b>    |                   |                              |                               |                         |
| U.S. government and agency obligations           | \$ 34,891,161     | \$ 22,789                    | \$ 641,493                    | \$ 34,272,457           |
| Obligations of states and political subdivisions | 28,686,454        | 21,856                       | 157,160                       | 28,551,150              |
| Corporate securities                             | 7,194,917         | 14,735                       | 245,450                       | 6,964,202               |
|  | \$ 70,772,532     | \$ 59,380                    | \$ 1,044,103                  | \$ 69,787,809           |
| <b>Fixed Maturities - Held To Maturity:</b>      |                   |                              |                               |                         |
| U.S. government and agency obligations           | \$ 18,690,201     | \$ -                         | \$ 404,194                    | \$ 18,286,007           |
| Obligations of states and political subdivisions | 501,736           | -                            | 8,081                         | 493,655                 |
| Corporate securities                             | 500,000           | -                            | 12,810                        | 487,190                 |
|  | \$ 19,691,937     | \$ -                         | \$ 425,085                    | \$ 19,266,852           |
| Equity securities - common stocks                | \$ 12,086,657     | \$ -                         | \$ 1,479,994                  | \$ 10,606,663           |

During December 2005 we reclassified \$19.7 million of our bond portfolio as held-to-maturity. These bonds secure a \$15.0 million irrevocable letter of credit in order to facilitate business opportunities in connection with our



commercial general liability program.

Pursuant to FASB 115, the Company records the unrealized losses, net of estimated income taxes that are associated with that part of our portfolio classified as available for sale through the Shareholders' equity account titled Other Comprehensive Income. Management periodically reviews the individual investments that comprise our portfolio in order to determine whether a decline in fair value below our cost is either other than temporary or permanently impaired. Factors used in such consideration include, but are not limited to, the extent and length of time over which the market value has been less than cost, the financial condition and near-term prospects of the issuer and our ability and intent to keep the investment for a period sufficient to allow for an anticipated recovery in market value.

In reaching a conclusion that a security is either other than temporary or permanently impaired we consider such factors as the timeliness and completeness of expected dividends, principle and interest payments, ratings from nationally recognized statistical rating organizations such as Standard and Poor's and Moody's as well as information released via the general media channels.

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The investments held at the end of the year were comprised mainly of United States government and agency bonds as well as municipal bonds which are viewed by the Company as conservative and less risky holdings however, sensitive to interest rate changes. There is a smaller concentration of corporate bonds predominantly held in the financial, automotive, and conglomerate industries.

The unrealized loss positions relative to the federal and state holdings are directly attributed to the fluctuations in the current interest rates. The impairments relative to the corporate bonds are the result of holdings in the financial and United States automotive industry. The financial industry is also affected by the fluctuations in current interest rates. The United States automotive industry has been significantly affected by a rise in gas, oil prices and foreign competition. As was widely publicized during the end of 2005, labor and benefit reductions were made in an effort to bolster long-term profitability. Finally, the unrealized losses relative to our equity holdings is attributable to the volatility of such holdings which are affected by rising interest rates.

We have determined that all of these securities do not qualify for other than temporary impairment or permanent impairment status. Our rationale includes, but is not limited to, Standard and Poor's rating of no less than BB++, no delinquent interest and dividend payments, near term maturity dates and our ability and intent to hold these securities for a period sufficient to allow for an anticipated recovery in market value.

Below is a summary of fixed maturities at December 31, 2006 and 2005 by contractual or expected maturity periods. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

|   | December 31, 2006 |                         | December 31, 2005 |                         |
|---|-------------------|-------------------------|-------------------|-------------------------|
|   | Amortized<br>Cost | Estimated<br>Fair Value | Amortized<br>Cost | Estimated<br>Fair Value |
| Due in one year or less                   | \$ 17,467,170     | \$ 17,461,910           | \$ 11,483,720     | \$ 11,289,205           |
| Due after one year through<br>five years  | 80,448,010        | 80,186,000              | 26,669,436        | 26,390,123              |
| Due after five years through ten<br>years | 19,578,795        | 18,955,127              | 27,925,775        | 27,335,707              |
| Due after ten years                       | 1,618,004         | 1,588,607               | 24,415,537        | 24,039,627              |
|   | \$ 119,111,979    | \$ 118,191,644          | \$ 90,494,468     | \$ 89,054,662           |

United States Treasury Notes with a book value of \$1,000,000, each, and maturing in 2012 were on deposit with the Florida OIR as of December 31, 2006, as required by law for both Federated National and American Vehicle and are included with other investments held until maturity.

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A summary of the sources of net investment income follows:

|                                 | Years Ended December 31, |                     |                     |
|---------------------------------|--------------------------|---------------------|---------------------|
|                                 | 2006                     | 2005                | 2004                |
| Fixed maturities                | \$ 4,617,875             | \$ 2,969,931        | \$ 2,436,845        |
| Equity securities               | 622,791                  | 660,309             | 691,192             |
| Cash and cash equivalents       | 736,980                  | 208,766             | 49,178              |
| Other                           | -                        | 33,000              | 3,065               |
| <b>Total investment income</b>  | <b>5,977,646</b>         | <b>3,872,006</b>    | <b>3,180,280</b>    |
| <b>Less investment expenses</b> | <b>(44,963)</b>          | <b>(30,852)</b>     | <b>(8,660)</b>      |
| <b>Net investment income</b>    | <b>\$ 5,932,683</b>      | <b>\$ 3,841,154</b> | <b>\$ 3,171,620</b> |

Proceeds from sales of fixed maturities and equity securities for the years ended December 31, 2006, 2005 and 2004 were approximately \$271.3 million, \$122.5 million and \$81.2 million, respectively.

A summary of realized investment gains (losses) and (increases) in net unrealized losses follows:

|                                     | Years Ended December 31, |                       |                     |
|-------------------------------------|--------------------------|-----------------------|---------------------|
|                                     | 2006                     | 2005                  | 2004                |
| <b>Net realized gains (losses):</b> |                          |                       |                     |
| Fixed maturities                    | \$ (66,572)              | \$ (99,589)           | \$ 19,602           |
| Equity securities                   | 1,129,434                | 557,895               | 669,074             |
| <b>Total</b>                        | <b>\$ 1,062,862</b>      | <b>\$ 458,306</b>     | <b>\$ 688,676</b>   |
| <b>Net unrealized losses:</b>       |                          |                       |                     |
| Fixed maturities                    | \$ 65,098                | \$ (567,011)          | \$ 18,701           |
| Equity securities                   | 848,993                  | (1,074,942)           | (315,964)           |
| <b>Total</b>                        | <b>\$ 914,091</b>        | <b>\$ (1,641,953)</b> | <b>\$ (297,263)</b> |

**(4) FINANCE CONTRACTS RECEIVABLE**

Below is a summary of the components of the finance contracts receivable balance:

|                              | Years Ended December 31, |              |
|------------------------------|--------------------------|--------------|
|                              | 2006                     | 2005         |
| Finance contracts receivable | \$ 2,037,509             | \$ 8,111,403 |
| <b>Less:</b>                 |                          |              |
| Unearned income              | (89,691)                 | (379,212)    |
| Allowance for credit losses  | (116,425)                | (419,455)    |

|   |    |           |    |           |
|---|----|-----------|----|-----------|
| Finance contracts, net of allowance for credit losses | \$ | 1,831,393 | \$ | 7,312,736 |
|---|----|-----------|----|-----------|

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The activity in the allowance for credit losses was as follows:

|   | Years Ended December 31, |            |
|---|--------------------------|------------|
|   | 2006                     | 2005       |
| Allowance for credit losses at beginning of year                  | \$ 419,455               | \$ 475,788 |
| (Recoveries) credited or write-offs charged against the allowance | (289,060)                | 581,550    |
| Additions charged to bad debt expense                             | (13,970)                 | (637,883)  |
| Allowance for credit losses at end of year                        | \$ 116,425               | \$ 419,455 |

As security, Federated Premium retains a contractual right, if a premium installment is not paid when due, to cancel the insurance policy and to receive the unearned premium from the insurer.

**(5) PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consist of the following:

|                                      | Years Ended December 31, |              |
|--------------------------------------|--------------------------|--------------|
|                                      | 2006                     | 2005         |
| Land                                 | \$ -                     | \$ 625,000   |
| Building and improvements            | 602,000                  | 3,136,346    |
| Furniture and fixtures               | 2,976,067                | 2,577,879    |
| Property, plant and equipment, gross | 3,578,067                | 6,339,225    |
| Accumulated depreciation             | (2,282,199)              | (2,437,840)  |
| Property, plant and equipment, net   | \$ 1,295,868             | \$ 3,901,385 |

Depreciation of property, plant, and equipment was \$342,108, \$444,744, and \$457,224 during 2006, 2005 and 2004, respectively.

**(6) REINSURANCE**

We reinsure (cede) a portion of written premiums on an excess of loss or a quota-share basis to nonaffiliated insurance companies in order to limit our loss exposure. To the extent that reinsuring companies are unable to meet their obligations assumed under these reinsurance agreements, we remain primarily liable to our policyholders.

The impact of reinsurance on the financial statements is as follows:

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|                             | Years Ended December 31, |                    |                |
|-----------------------------|--------------------------|--------------------|----------------|
|                             | 2006                     | 2005               | 2004           |
| Premium written:            |                          |                    |                |
| Direct                      | \$ 153,664,895           | \$ 119,440,297     | \$ 100,662,025 |
| Ceded                       | (67,519,911)             | (31,413,815)       | (15,485,917)   |
|                             | \$ 86,144,984            | \$ 88,026,482      | \$ 85,176,108  |
| Premiums earned:            |                          |                    |                |
| Direct                      | \$ 138,095,438           | \$ 107,753,959     | \$ 84,631,511  |
| Ceded                       | (48,260,984)             | (24,790,463)       | (18,390,167)   |
|                             | \$ 89,834,454            | \$ 82,963,496      | \$ 66,241,344  |
| Losses and LAE incurred:    |                          |                    |                |
| Direct                      | \$ 77,463,843            | \$ 225,350,897     | \$ 138,605,465 |
| Ceded                       | (33,063,935)             | (177,014,467)      | (63,612,684)   |
|                             | \$ 44,399,908            | \$ 48,336,430      | \$ 74,992,781  |
|                             |                          | As of December 31, |                |
|                             |                          | 2006               | 2005           |
| Unpaid losses and LAE, net: |                          |                    |                |
| Direct                      |                          | \$ 39,615,477      | \$ 154,038,543 |
| Ceded                       |                          | (12,382,028)       | (128,417,781)  |
|                             |                          | \$ 27,233,449      | \$ 25,620,762  |
| Unearned premiums:          |                          |                    |                |
| Direct                      |                          | \$ 78,342,899      | \$ 61,839,051  |
| Ceded                       |                          | (32,327,053)       | (12,133,733)   |
|                             |                          | \$ 46,015,846      | \$ 49,705,318  |

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At December 31, 2006 and 2005, the Company had an unsecured aggregate recoverable for paid and unpaid losses and LAE and unearned premiums with the following reinsurers:

|  | As of December 31, |                   |
|--|--------------------|-------------------|
|  | 2006               | 2005              |
| Transatlantic Reinsurance Company (A+ A.M. Best Rated):      |                    |                   |
| Reinsurance recoverable on paid losses and LAE               | \$ 113,061         | \$ 96,283         |
| Unpaid losses and LAE  | 153,114            | 732,206           |
| <b>Total</b>   | <b>\$ 266,175</b>  | <b>\$ 828,489</b> |
| Amounts due from reinsurers consisted of amounts related to: |                    |                   |
| Unpaid losses and LAE  | \$ 153,114         | \$ 732,206        |
| Reinsurance recoverable on paid losses and LAE               | 113,061            | 96,283            |
| Reinsurance receivable                                       | 218                | 453               |
| <b>Total</b>   | <b>\$ 266,393</b>  | <b>\$ 828,942</b> |

At December 31, 2006 prepaid reinsurance premiums of \$6.6 million were associated with a single reinsurer. The Company holds collateral under related reinsurance agreements in the form of letters of credit totaling \$3.6 million that can be drawn on for amounts that remain unpaid for more than 120 days.

#### **(7) UNPAID LOSSES AND LAE**

The liability for unpaid losses and LAE is determined on an individual-case basis for all incidents reported. The liability also includes amounts for unallocated expenses, anticipated future claim development and IBNR.

Activity in the liability for unpaid losses and LAE is summarized as follows:

|                                 | Years Ended December 31, |                      |
|---------------------------------|--------------------------|----------------------|
|                                 | 2006                     | 2005                 |
| Balance at January 1:           | \$ 154,038,543           | \$ 46,570,679        |
| Less reinsurance recoverables   | (128,419,923)            | (9,414,795)          |
| <b>Net balance at January 1</b> | <b>\$ 25,618,620</b>     | <b>\$ 37,155,884</b> |
| Incurred related to:            |                          |                      |
| Current year                    | \$ 35,105,812            | \$ 42,241,587        |
| Prior years                     | 9,294,096                | 6,094,843            |
| <b>Total incurred</b>           | <b>\$ 44,399,908</b>     | <b>\$ 48,336,430</b> |
| Paid related to:                |                          |                      |
| Current year                    | \$ 17,420,147            | \$ 25,749,109        |
| Prior years                     | 25,364,930               | 34,124,586           |
| <b>Total paid</b>               | <b>\$ 42,785,077</b>     | <b>\$ 59,873,695</b> |
| <b>Net balance at year-end</b>  | <b>\$ 27,233,450</b>     | <b>\$ 25,618,620</b> |
| Plus reinsurance recoverables   | 12,382,028               | 128,419,923          |

|                     |    |            |    |             |
|---------------------|----|------------|----|-------------|
| Balance at year-end | \$ | 39,615,478 | \$ | 154,038,543 |
|---------------------|----|------------|----|-------------|

Based upon consultations with our independent actuarial consultants and their statement of opinion on losses and LAE, we believe that the liability for unpaid losses and LAE is adequate to cover all claims and related expenses which may arise from incidents reported.

As a result of our review of our liability for losses and LAE, which includes a re-evaluation of the adequacy of reserve levels for prior year's claims, we increased the liability for loss and LAE for claims occurring in prior years by \$9,294,096 for the year ended December 31, 2006 and increased (decreased) the liability for losses and LAE for claims occurring in prior years by \$6,094,843 and (\$1,430,278) for the years ended December 31, 2005 and 2004, respectively. The adjustments in the liability were primarily attributable to loss development in connection with the four hurricanes of 2004. There can be no assurance concerning future adjustments of reserves, positive or negative, for claims through December 31, 2006.



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**(8) REVOLVING CREDIT OUTSTANDING**

Federated Premium's operations are funded by the Revolving Agreement with FlatIron. The Revolving Agreement is structured as a sale of contracts receivable under a sale and assignment agreement with WPAC, a wholly-owned subsidiary of FlatIron, which gives WPAC the right to sell or assign these contracts receivable. Federated Premium, which services these contracts, has recorded transactions under the Revolving Agreement as secured borrowings.

Outstanding borrowings under the Revolving Agreement as of December 31, 2006 and December 31, 2005 were \$10,081 and \$196,943, respectively. Interest expense on this revolving credit line for the years ended December 31, 2006, 2005 and 2004 totaled approximately \$8,000, \$75,000, and \$178,000, respectively.

The annual interest rate on advances under the Revolving Agreement is the prime rate plus additional interest varying from 1.25% to 3.25% based on the prior month's ratio of contracts receivable related to insurance companies with an A.M. Best rating of B or worse to total contracts receivable. The effective interest rate on this line of credit, based on our average outstanding borrowings under the Revolving Agreement, was 7.82%, 6.39%, and 5.71% for the years ended December 31, 2006, 2005 and 2004, respectively.

**(9) INCOME TAXES**

A summary of the provision for income tax expense (benefit) is as follows:

|  | Years Ended December 31, |              |                |
|--|--------------------------|--------------|----------------|
|  | 2006                     | 2005         | 2004           |
| Federal:   |                          |              |                |
| Current  | \$ 7,732,974             | \$ 3,710,317 | \$ (6,656,755) |
| Deferred   | (798,161)                | 747,661      | 778,573        |
| Provision (benefit) for Federal income tax expense | 6,934,813                | 4,457,978    | (5,878,182)    |
| State:   |                          |              |                |
| Current  | 546,796                  | -            | -              |
| Deferred   | (85,215)                 | 827,244      | (986,105)      |
| Provision (benefit) for state income tax expense   | 461,581                  | 827,244      | (986,105)      |
| Provision (benefit) for income tax expense         | \$ 7,396,394             | \$ 5,285,222 | \$ (6,864,287) |

The actual income tax expense (benefit) differs from the "expected" income tax expense (benefit) (computed by applying the combined applicable effective federal and state tax rates to income (loss) before provision for income tax expense (benefit)) as follows:

|  | Years Ended December 31, |              |                |
|--|--------------------------|--------------|----------------|
|  | 2006                     | 2005         | 2004           |
| Computed expected tax (benefit), at federal rate | \$ 8,151,908             | \$ 5,211,285 | \$ (6,025,502) |
| State tax, net of federal deduction benefit      | (56,242)                 | 545,981      | (650,829)      |
| Tax-exempt interest                              | (304,135)                | (149,627)    | (124,125)      |
| Dividend received deduction                      | (139,442)                | (145,207)    | (135,847)      |
| Interest expense not requiring cash              | 47,821                   | 31,750       | 176,375        |
| Other, net                                       | (303,516)                | (208,960)    | (104,359)      |
| Income tax expense (benefit), as reported        | \$ 7,396,394             | \$ 5,285,222 | \$ (6,864,287) |



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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our net deferred tax asset are as follows:

|  | Years Ended December 31, |              |
|--|--------------------------|--------------|
|  | 2006                     | 2005         |
| Deferred tax assets:                     |                          |              |
| Unpaid losses and LAE                    | \$ 946,455               | \$ 809,712   |
| Unearned premiums                        | 3,436,434                | 3,716,390    |
| Unrealized loss on investment securities | 583,500                  | 927,473      |
| Allowance for credit losses              | 68,693                   | 479,129      |
| Unearned commissions                     | 183,486                  | 183,486      |
| Accrued class action settlement          | -                        | 12,660       |
| Regulatory assessments                   | 1,423,930                | -            |
| Discount on advance premiums             | 22,220                   | -            |
| Unearned adjusting income                | 845                      | 3,841        |
| Deferred gain on sale and leaseback      | 838,766                  | -            |
| Stock option expense per FASB 123R       | 202,741                  | -            |
| Total deferred tax assets                | 7,707,070                | 6,132,691    |
| Deferred tax liabilities:                |                          |              |
| Deferred acquisition costs, net          | (4,157,917)              | (3,462,529)  |
| Depreciation                             | 71,446                   | -            |
| Prepaid expenses                         | (10,358)                 | 33,816       |
| Total deferred tax liabilities           | (4,096,829)              | (3,428,713)  |
| Net deferred tax asset                   | \$ 3,610,241             | \$ 2,703,978 |

In assessing the net realizable value of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. At December 31, 2006 and 2005, based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences.

The 2004, 2003 and 2002 consolidated Federal Income Tax Returns filed by the Company have been examined by the Internal Revenue Service ("IRS") during 2006 and 2005. We have concurred with certain IRS conclusions and have appealed other conclusions. Irrespective of the ongoing appellate process, we do not believe that a material adjustment will occur.

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**(10) REGULATORY REQUIREMENTS AND RESTRICTIONS**

To retain our certificate of authority, the Florida Insurance Code (the "Code") requires Federated National and American Vehicle to maintain capital and surplus equal to the greater of 10 percent of their liabilities or a statutory minimum capital and surplus as defined in the Code. In 2006, 2005 and 2004, Federated National and American Vehicle were required to have capital surplus of \$4.0 million. At December 31, 2006, 2005 and 2004, Federated National's statutory capital surplus was \$15.2 million, \$11.2 million and \$7.6 million, respectively. At December 31, 2006, 2005 and 2004, American Vehicle had statutory capital surplus of 26.7 million, \$18.0 million and \$17.1 million, respectively.

The insurance companies are also required to adhere to prescribed premium-to-capital surplus ratios. As of December 31, 2006 and 2005, both Federated National and American Vehicle were in compliance with the prescribed premium-to-surplus ratio.

As of December 31, 2004, Federated National was not in compliance with its requirement to maintain minimum capital surplus primarily based on the incurred losses associated with the four hurricanes that occurred in August and September 2004. Under the provisions afforded Federated National according to Statement of Statutory Accounting Principles No. 72 titled "Surplus and Quasi-reorganizations" compliance with this provision was restored. American Vehicle remains in compliance with statutory minimum capital and surplus requirement. As of December 31, 2004, Federated National did not comply with the prescribed premium-to-capital surplus ratio, primarily based on the incurred losses associated with the four hurricanes that occurred in August and September 2004. Under the provisions afforded Federated National according to Statement of Statutory Accounting Principles No. 72, compliance with this provision was also restored. American Vehicle remained in compliance with statutory premium-to-capital surplus ratios.

As of December 31, 2006 and 2005, to meet regulatory requirements, we had bonds with a carrying value of approximately \$2.0 million pledged to the Insurance Commissioner of the State of Florida.

Under Florida law, a domestic insurer may not pay any dividend or distribute cash or other property to its shareholders except out of that part of its available and accumulated capital surplus funds which is derived from realized net operating profits on its business and net realized capital gains. A Florida domestic insurer may not make dividend payments or distributions to shareholders without prior approval of the Florida OIR if the dividend or distribution would exceed the larger of (i) the lesser of (a) 10 percent of capital surplus (b) net income, not including realized capital gains, plus a two-year carryforward, (ii) 10 percent of capital surplus with dividends payable constrained to unassigned funds minus 25 percent of unrealized capital gains or (iii) the lesser of (a) 10 percent of capital surplus or (b) net investment income plus a three-year carryforward with dividends payable constrained to unassigned funds minus 25 percent of unrealized capital gains. Alternatively, a Florida domestic insurer may pay a dividend or distribution without the prior written approval of the Florida OIR (i) if the dividend is equal to or less than the greater of (a) 10 percent of the insurer's capital surplus as regards policyholders derived from realized net operating profits on its business and net realized capital gains or (b) the insurer's entire net operating profits and realized net capital gains derived during the immediate preceding calendar year, (ii) the insurer will have policyholder capital surplus equal to or exceeding 115 percent of the minimum required statutory capital surplus after the dividend or distribution, (iii) the insurer files a notice of the dividend or distribution with the Florida OIR at least ten business days prior to the dividend payment or distribution and (iv) the notice includes a certification by an officer of the insurer attesting that, after the payment of the dividend or distribution, the insurer will have at least 115 percent of required statutory capital surplus as to policyholders. Except as provided above, a Florida domiciled insurer may only pay a dividend or make a

distribution (i) subject to prior approval by the Florida OIR or (ii) 30 days after the Florida OIR has received notice of such dividend or distribution and has not disapproved it within such time. No dividends were declared or paid in 2006, 2005 or 2004 by the insurance companies. Under these laws, neither Federated National nor American Vehicle would be permitted to pay dividends to 21<sup>st</sup> Century in 2007.

In order to enhance the regulation of insurer solvency, the NAIC established risk-based capital requirements for insurance companies that are designed to assess capital adequacy and to raise the level of protection that statutory surplus provides for policy holders. These requirements measure three major areas of risk facing property and casualty insurers: (i) underwriting risks, which encompass the risk of adverse loss developments and inadequate pricing; (ii) declines in asset values arising from credit risk; and (iii) other business risks from investments. Insurers having less statutory surplus than required will be subject to varying degrees of regulatory action, depending on the level of capital inadequacy. The Florida OIR, which follows these requirements, could require Federated National or American Vehicle to cease operations in the event they fail to maintain the required statutory capital.

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Based upon the December 31, 2006 and 2005 statutory financial statements for American Vehicle statutory surplus exceeded all regulatory action levels established by the NAIC's risk-based capital requirements. As of the year ended December 31, 2006 and 2005, statutory financial statements for Federated National did not exceed company action levels as established by the NAIC. Federated National's 2006 results require us to submit a plan containing corrective actions during 2007. Federated National has not submitted its plan for corrective action yet, however we will submit a plan in the near future.

Based on Risk Based Capital requirements, the extent of regulatory intervention and action increases as the ratio of an insurer's statutory surplus to its ACL, as calculated under the NAIC's requirements, decreases. The first action level, the Company Action Level, requires an insurer to submit a plan of corrective actions to the insurance regulators if statutory surplus falls below 200.0% of the ACL amount. The second action level, the Regulatory Action Level, requires an insurer to submit a plan containing corrective actions and permits the insurance regulators to perform an examination or other analysis and issue a corrective order if statutory surplus falls below 150.0% of the ACL amount. The third action level, ACL, allows the regulators to rehabilitate or liquidate an insurer in addition to the aforementioned actions if statutory surplus falls below the ACL amount. The fourth action level is the Mandatory Control Level, which requires the regulators to rehabilitate or liquidate the insurer if statutory surplus falls below 70.0% of the ACL amount. Federated National's ratio of statutory surplus to its ACL was 165.4 %, 154.0% and 125.5% at December 31, 2006, 2005 and 2004, respectively. American Vehicle's ratio of statutory surplus to its ACL was 444.2%, 329.7% and 545.1% at December 31, 2006, 2005 and 2004, respectively.

While Federated National and American Vehicle were scheduled to have their statutorily required triennial examination during 2006, the OIR limited its examination to American Vehicle. American Vehicle's examination was for the three years ended December 31, 2005. The last regulatory examination of American Vehicle covered the three-year period ended on December 31, 2002. A loss reserve deficiency totaling approximately \$1.3 million (net of income taxes) was recorded in the fourth quarter of 2006 in connection with the OIR examination.

Federated National's 2004 regularly scheduled statutory triennial examination during 2005 for the three years ended December 31, 2004 as performed by the Florida OIR resulted in no corrective orders being issued. We may be the subject of additional targeted examinations or analysis. These examinations or analysis may result in one or more corrective orders being issued by the Florida OIR.

The NAIC has also developed IRIS ratios to assist state insurance departments in identifying companies which may be developing performance or solvency problems, as signaled by significant changes in the companies' operations. Such changes may not necessarily result from any problems with an insurance company, but may merely indicate changes in certain ratios outside the ranges defined as normal by the NAIC. When an insurance company has four or more ratios falling outside "usual ranges," state regulators may investigate to determine the reasons for the variance and whether corrective action is warranted.

As of December 31, 2006, Federated National was outside NAIC's usual ranges with respect to its IRIS tests on six out of thirteen ratios. There was one exception in connection with surplus growth, one exception in connection with liabilities to liquid assets and four exceptions in connection with adverse homeowner claims in connection with the 2004 hurricanes.

As of December 31, 2005, Federated National was outside NAIC's usual ranges with respect to its IRIS tests on six out of thirteen ratios. With the exception of one of these test results, all of test results can be attributed to the significant degradation of policyholders' surplus stemming from the losses incurred in its homeowners' line of business as a result

of the five hurricanes in 2005 and the four hurricanes in 2004. Although there was only modest improvement with respect to our 2005 IRIS test results as compared to 2004 results, management's attention to risk retention techniques in connection with the five Florida hurricanes during 2005 was the major reason for improvement in an otherwise adverse year for property insurers.

As of December 31, 2006, American Vehicle was outside NAIC's usual range for one of thirteen ratios. The exception was in connection with the net increase in adjusted policyholders' surplus. During 2006, net income and a decrease in non admitted securities were the major contributors to the 2006 change to policyholder surplus.

As of December 31, 2005, American Vehicle was outside NAIC's usual ranges for two out of thirteen ratios. The first ratio relates to a larger than anticipated change in net writings, the second ratio relates to a modestly higher ratio of Gross Agents' Balances due to the Company over the Policyholder Surplus. These Gross Agent Balances are all less than ninety days old.

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We do not currently believe that the Florida OIR will take any significant action with respect to Federated National or American Vehicle regarding the IRIS ratios, although there can be no assurance that will be the case.

The table below reflects the range and test results for both Federated National and American Vehicle for the years ended December 31 2006 and 2005, respectively.

|  | Unusual Values Equal to |             | Federated National |      | American Vehicle |      |
|--|-------------------------|-------------|--------------------|------|------------------|------|
|  | Over                    | Or<br>Under | 2006               | 2005 | 2006             | 2005 |
| Gross Premiums to Policyholders' Surplus                       | 900                     | -           | 765                | 722  | 167              | 237  |
| Net Premium to Policyholders' Surplus                          | 300                     | -           | 290                | 429* | 167              | 237  |
| Change in Net Writings   | 33                      | -33         | -8                 | -20  | 4                | 59*  |
| Surplus Aid to Policyholders' Surplus                          | 15                      | -           | 0                  | 0    | 0                | 0    |
| Two-year Overall Operating Ratio                               | 100                     | -           | 102*               | 132* | 82               | 81   |
| Investment Yield   | 10.0                    | 4.5         | 6.4                | 4.9  | 3.9              | 3.9  |
| Gross Change in Policyholders' Surplus                         | 50.0                    | -10         | 36                 | 47   | 49               | 5    |
| Net Change in Adjusted Policyholders' Surplus                  | 25                      | -10         | 36*                | -45* | 49*              | 5    |
| Liabilities to Liquid Assets                                   | 105                     | -           | 113*               | 129* | 69               | 76   |
| Gross Agents' Balance to Policyholders' Surplus                | 40                      | -           | 14                 | 8    | 23               | 26*  |
| One-Year Reserve Development to Policyholders' Surplus         | 20                      | -           | 26*                | 105* | 13               | -2   |
| Two-Year Reserve Development to Policyholders' Surplus         | 20                      | -           | 186*               | -3   | 6                | 3    |
| Estimated Current Reserve Deficiency to Policyholders' Surplus | 25                      | -           | 120*               | 129* | 11               | -3   |

\* indicates an unusual value

GAAP differs in some respects from reporting practices prescribed or permitted by the Florida OIR. Federated National's statutory capital and surplus was \$15.2 million and \$11.2 million as of December 31, 2006 and 2005, respectively. Federated National's statutory net income (loss) was \$1.9 million, (\$2.2) million and (\$25.4) million for the years ended December 31, 2006, 2005 and 2004, respectively. Federated National's statutory non-admitted assets were approximately \$11.0 million and \$10.5 million as of December 31, 2006 and 2005, respectively.

American Vehicle's statutory capital and surplus was \$26.7 million and \$18.0 million as of December 31, 2006 and 2005, respectively. American Vehicle's statutory net income was approximately \$6.2 million, \$2.9 million and \$2.03



million for the years ended December 31, 2006, 2005 and 2004 respectively. American Vehicle's statutory non-admitted assets were approximately \$0.4 million and \$2.9 million as of December 31, 2006 and 2005, respectively.

#### **(11) COMMITMENTS AND CONTINGENCIES**

We are involved in other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on our consolidated financial position, results of operations, or liquidity. For additional discussion of our involvement in other claims and legal actions arising in the ordinary course of business please see ITEM 3 - LEGAL PROCEEDINGS.

In 2000 and 2001 respectively, two class action lawsuits were filed against an unaffiliated insurance company for which our subsidiary, Assurance MGA, was the managing general agent. These lawsuits were seeking compensatory damages in an undisclosed amount based on allegations of unfair practices involving the computation of interest due the policyholder in connection with automobile premium refunds. The unaffiliated company has contested these lawsuits over the last several years. Negotiations relative to this matter have been ongoing and in July 2005 the parties reached an agreement wherein we have paid \$240,000 to resolve the underlying actions in these suits subject to our contractual duties with respect to the unaffiliated company. We believe that we will be successful in our efforts to enjoin others to participate in this settlement; however we are unable to quantify the participation of others at this time. Accordingly, we charged against second quarter 2005 earnings \$240,000 for this action.

The 2004, 2003 and 2002 consolidated Federal Income Tax Returns filed by the Company have been examined by the Internal Revenue Service ("IRS") during 2006 and 2005. We have concurred with certain IRS conclusions and have appealed other conclusions. Irrespective of the ongoing appellate process, we do not believe that a material adjustment will occur.

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In June 2000, a lawsuit was filed against us, our directors and our executive officers seeking compensatory damages in an undisclosed amount on the basis of allegations that our amended registration statement dated November 4, 1998 was inaccurate and misleading concerning the manner in which we recognized ceded insurance commission income, in violation of Sections 11 and 15 of the Securities Act of 1933 and Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The lawsuit was filed in the United States District Court for the Southern District of New York. The plaintiff class purportedly included purchasers of our common stock between November 5, 1998 and August 13, 1999. The Court granted the plaintiffs class status. Specifically, the plaintiffs alleged that we recognized ceded commission income on a written basis, rather than amortized on a pro rata basis. The plaintiffs allege that this was contrary to the Statement of Financial Accounting Concepts Nos. 1, 2 and 5. We believe, however, that the lawsuit is without merit and we have vigorously defended the action, because we reasonably relied upon outside subject matter experts to make these determinations at the time. We have also since accounted for ceded commission on a pro rata basis and have done so since these matters were brought to our attention in 1998. Nevertheless, we have also continued to actively participate in settlement negotiations with the plaintiffs and have agreed to settle the case. The parties have negotiated the final terms of a Memorandum of Understanding, which was executed by the parties and then approved by the court in late February 2005. We reserved and charged against fourth quarter 2003 earnings \$600,000 for the potential settlement and associated costs. Our active involvement in this case has been concluded.

As a direct premium writer in the State of Florida, we are required to participate in certain insurer solvency associations under Florida Statutes 631.57(3) (a). Participation in these pools is based on our written premium by line of business to total premiums written statewide by all insurers. Participation may result in assessments against us as it did in 2006. During 2006 we were assessed \$3.9 million in connection with the association. For statutory accounting purposes these assessments are not charged to operations in contrast GAPP treatment to charge current operations for the assessments. Through policyholder surcharges, as approved by the OIR, we will begin to recoup these assessments during the first quarter of 2007. There was no assessment made for the years ended December 31, 2005 or 2004.

During its regularly scheduled meeting on August 17, 2005, the Board of Governors of Citizens determined a 2004 plan year deficit existed in the High Risk Account. Citizens decided that a \$515 million Regular Assessment was in the best interest of Citizens and consistent with Florida Statutes. On this basis, Citizens certified for a Regular Assessment. Federated National's participation in this assessment totaled \$2.0 million. During a subsequent regularly scheduled meeting on or about December 18, 2006, Citizens board determined an additional 2004 plan year deficit existed in the High Risk Account. Citizens decided that a \$515 million Regular Assessment was in the best interest of Citizens and consistent with Florida Statutes. On this basis, Citizens certified for a Regular Assessment. Federated National's participation in this assessment totaled \$0.3 million. Provisions contained in our excess of loss reinsurance policies provide for their participation totaling \$1.5 million.

Pursuant to Section 627.3512, Florida Statutes, insurers are permitted to recoup the assessment by adding a surcharge to policies in an amount not to exceed the amount paid by the insurer to Citizens. Federated National is currently underwriting the recoupment in connection with this assessment and has recouped approximately \$1.2 million during 2006. As noted above, Federated National has subrogated \$1.5 million to our reinsurers.

Federated National and American Vehicle are also required to participate in an insurance apportionment plan under Florida Statutes Section 627.351, which is referred to as a JUA Plan. The JUA Plan provides for the equitable apportionment of any profits realized, or losses and expenses incurred, among participating motor vehicle insurers. In the event of an underwriting deficit incurred by the JUA Plan which is not recovered through the policyholders in the JUA Plan, such deficit shall be recovered from the companies participating in the JUA Plan in the proportion that the net direct written premiums of each such member during the preceding calendar year bear to the aggregate net direct

premiums written in this state by all members of the JUA Plan. During the year ended December 31, 2006 Federated National and American Vehicle were assessed \$221,765 and \$1,579, respectively by the JUA Plan based on its January 2007 Cash Activity Report. During the year ended December 31, 2005 Federated National and American Vehicle were assessed \$44,350 and \$1,615, respectively. These charges are contained in Operating and Underwriting Expenses in the Statement of Operations. Future assessments by this association are undeterminable at this time.

Bonds totaling \$17.7 million secure a \$15.0 million irrevocable letter of credit in order to facilitate business opportunities in connection with our commercial general liability program.

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**(12) LEASES**

Effective on or about March 1, 2006, the Company sold its interest in the property located at 3661 West Oakland Park Boulevard, Lauderdale Lakes, Florida to an unrelated party for approximately \$5.0 million cash and a \$0.9 million six year 5% note. As part of the transaction, the Company has agreed to lease the same facilities for a six year term; in accordance with FASB 13, the lease will be treated as an operating lease. The expected future five year payout schedule is as follows:

| Fiscal Year  | Lease payments      |
|--------------|---------------------|
| 2007         | 600,916             |
| 2008         | 612,934             |
| 2009         | 625,193             |
| 2010         | 637,697             |
| 2011         | 650,451             |
| Thereafter   | 663,460             |
| <b>Total</b> | <b>\$ 3,790,651</b> |

Effective December 31, 2004 we sold our interest in our agency operations which relieved us from these lease obligations. Until then we leased office space under various lease agreements with expiration dates through September 2007. Rental expense associated with operating leases was charged to expense in the period incurred. Rental expenses for 2006, 2005 and 2004 were approximately \$0, \$0 and \$840,000, respectively, and are included in discontinued operations in the accompanying consolidated statements of operations.

**(13) RELATED PARTY TRANSACTIONS**

One of our directors is a partner at a law firm that handles some of the Company's claims litigation. Fees paid to this law firm amounted to approximately \$258,000, \$192,000 and \$327,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

**(14) NET INCOME (LOSS) PER SHARE**

Net income (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock and common stock equivalents outstanding during the periods presented. Options granted in accordance with the stock option plan were anti-dilutive for the year ended December 31, 2004 and were not taken into account in the computation.

A summary of the numerator and denominator of the basic and fully diluted (2006 and 2005 only) net income (loss) per share is presented below:

|                                       | Income (Loss)<br>(Numerator) | Shares<br>Outstanding<br>(Denominator) | Per-share<br>Amount |
|---------------------------------------|------------------------------|--|---------------------|
| For the year ended December 31, 2006: |                              |  |                     |
| Basic net income per share            | \$ 13,896,267                | 7,537,550                              | \$ 1.84             |
| Fully diluted income per share        | \$ 13,896,267                | 8,085,722                              | \$ 1.72             |

For the year ended December 31, 2005:

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|                         |    |            |           |    |      |
|-------------------------|----|------------|-----------|----|------|
| Basic net per share     | \$ | 12,115,530 | 6,228,043 | \$ | 1.95 |
| Fully diluted per share | \$ | 12,115,530 | 6,628,076 | \$ | 1.83 |

For the year ended December 31, 2004:

|                                |    |              |           |    |        |
|--------------------------------|----|--------------|-----------|----|--------|
| Basic net (loss) per share     | \$ | (10,857,775) | 5,847,102 | \$ | (1.86) |
| Fully diluted (loss) per share | \$ | (10,857,775) | 5,847,102 | \$ | (1.86) |

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**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
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**(15) SEGMENT INFORMATION**

FASB Statement No. 131, *Disclosures About Segments of an Enterprise and Related Information*, requires that the amount reported for each segment item be based on what is used by the chief operating decision maker in formulating a determination as to how many resources to assign to a segment and how to appraise the performance of that segment. The term chief operating decision maker may apply to the chief executive officer or chief operating officer or to a group of executives. Note: The term of chief operating decision maker may apply to a function and not necessarily to a specific person. This is a management approach rather than an industry approach in identifying segments. The segments are based on the Company's organizational structure, revenue sources, nature of activities, existence of responsible managers, and information presented to the Board of Directors.

If any one of the following exists, a segment must be reported on:

- Revenue, including unaffiliated and inter-segment sales or transfers, is 10% or more of total revenue of all operating segments.
- Operating profit or loss is 10% or more of the greater, in absolute amount, of the combined operating profit (or loss) of all industry segments with operating profits (or losses).
  - Identifiable assets are 10% or more of total assets of all operating segments.

Operating segments that are not reportable should be combined and disclosed in the "all other" category. Disclosure should be made of the sources of revenue for these segments.

Accordingly, we have discontinued our segment disclosures for the finance segment, as it did not exceed the 10% threshold for revenues, earnings or assets.

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**(16) STOCK COMPENSATION PLANS**

We implemented a stock option plan in November 1998 that provides for the granting of stock options to officers, key employees and consultants. The objectives of this plan includes attracting and retaining the best personnel, providing for additional performance incentives, and promoting our success by providing employees the opportunity to acquire common stock. Options outstanding under this plan have been granted at prices, which are either equal to or above the market value of the stock on the date of grant, typically vest over a four-year period, and expire six or ten years after the grant date. Under this plan, we are authorized to grant options to purchase up to 900,000 common shares, and, as of December 31, 2006, we had outstanding exercisable options to purchase 44,750 shares.

In 2001, we implemented a franchisee stock option plan that provides for the granting of stock options to individuals purchasing Company owned agencies which are then converted to franchised agencies. The purpose of the plan is to advance our interests by providing an additional incentive to encourage managers of Company owned agencies to purchase the agencies and convert them to franchises. Options outstanding under the plan have been granted at prices, which are above the market value of the stock on the date of grant, vest over a ten-year period, and expire ten years after the grant date. Under this plan, we are authorized to grant options to purchase up to 988,500 common shares, and, as of December 31, 2006, we had no outstanding exercisable options to purchase shares.

In 2002, we implemented the 2002 Option Plan. The purpose of this Plan is to advance our interests by providing an additional incentive to attract, retain and motivate highly qualified and competent persons who are key to the Company, including key employees, consultants, independent contractors, Officers and Directors, upon whose efforts and judgment our success is largely dependent, by authorizing the grant of options to purchase Common Stock to persons who are eligible to participate hereunder, thereby encouraging stock ownership by such persons, all upon and subject to the terms and conditions of the Plan. Options outstanding under the plan have been granted at prices which are above the market value of the stock on the date of grant, vest over a five-year period, and expire six years after the grant date. Under this plan, we are authorized to grant options to purchase up to 1,800,000 common shares, and, as of December 31, 2006, we had outstanding exercisable options to purchase 637,358 shares.

Activity in our stock option plans for the period from January 1, 2004 to December 31, 2006 is summarized below:

|                                   | <b>1998 Plan</b>    |  | <b>2001 Franchisee Plan</b> |  | <b>2002 Plan</b>    |  |
|-----------------------------------|---------------------|--|-----------------------------|--|---------------------|--|
|                                   | Number of<br>Shares | Weighted<br>Average<br>Option<br>Exercise<br>Price | Number of<br>Shares         | Weighted<br>Average<br>Option<br>Exercise<br>Price | Number of<br>Shares | Weighted<br>Average<br>Option<br>Exercise<br>Price |
| Outstanding at<br>January 1, 2004 | 408,530             | \$ 6.67  | 39,960                      | \$ 7.61  | 938,100             | \$ 9.20  |
| Granted                           | -                   | \$ -   | -                           | \$ -   | 178,750             | \$ 17.83   |
| Exercised                         | (193,755)           | \$ 6.67  | (24,960)                    | \$ 6.67  | (136,300)           | \$ 9.16  |
| Cancelled                         | (16,500)            | \$ 6.67  | -                           | \$ -   | (74,250)            | \$ 10.50   |
| Outstanding at<br>January 1, 2005 | 198,275             | \$ 6.67  | 15,000                      | \$ 9.17  | 906,300             | \$ 10.80   |
| Granted                           | -                   | \$ -   | -                           | \$ -   | 451,500             | \$ 14.39   |
| Exercised                         | (96,875)            | \$ 6.67  | -                           | \$ -   | (271,542)           | \$ 8.96  |
| Cancelled                         | (3,750)             | \$ 6.67  | -                           | \$ -   | (262,650)           | \$ 14.00   |

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|                   |          |    |       |          |    |      |                   |
|-------------------|----------|----|-------|----------|----|------|-------------------|
| Outstanding at    |          |    |       |          |    |      |                   |
| January 1, 2006   | 97,650   | \$ | 6.67  | 15,000   | \$ | 9.17 | 823,608 \$ 12.35  |
| Granted           | 25,000   | \$ | 27.79 | -        | \$ | -    | 86,000 \$ 16.44   |
| Exercised         | (77,900) | \$ | 6.67  | (15,000) | \$ | 9.17 | (212,350) \$ 8.98 |
| Cancelled         | -        | \$ | -     | -        | \$ | -    | (59,900) \$ 14.98 |
| Outstanding at    |          |    |       |          |    |      |                   |
| December 31, 2006 | 44,750   | \$ | 18.47 | -        | \$ | -    | 637,358 \$ 13.80  |

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**21<sup>st</sup> Century Holding Company and Subsidiaries**  
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Options outstanding as of December 31, 2006 are exercisable as follows:

|                                  | <b>1998 Plan</b> |  | <b>2001 Franchisee Plan</b> |  | <b>2002 Plan</b> |  |
|----------------------------------|------------------|--|-----------------------------|--|------------------|--|
|                                  | Number of Shares | Weighted Average Option Exercise Price | Number of Shares            | Weighted Average Option Exercise Price | Number of Shares | Weighted Average Option Exercise Price |
| Options Exercisable at:          |                  |  |                             |  |                  |  |
| December 31, 2006                | 19,750           | \$ 6.67                                | -                           | \$ -                                   | 253,708          | \$ 13.80                               |
| December 31, 2007                | 25,000           | \$ 6.67                                | -                           | \$ -                                   | 123,548          | \$ 13.80                               |
| December 31, 2008                | -                | \$ -                                   | -                           | \$ -                                   | 95,301           | \$ 13.80                               |
| December 31, 2009                | -                | \$ -                                   | -                           | \$ -                                   | 83,899           | \$ 13.80                               |
| December 31, 2010                | -                | \$ -                                   | -                           | \$ -                                   | 61,601           | \$ 13.80                               |
| Thereafter                       | -                | \$ -                                   | -                           | \$ -                                   | 19,301           | \$ 13.80                               |
| <b>Total options exercisable</b> | <b>44,750</b>    |  | <b>-</b>                    |  | <b>637,358</b>   |  |

At December 31, 2006, the Company has two stock-based employee compensation plans and one stock-based franchise compensation plan, which are described above. Prior to January 1, 2006, we accounted for those plans under the recognition and measurement provisions of stock-based compensation using the intrinsic value method prescribed by APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations, as permitted by FASB Statement No. 123, *Accounting for Stock-Based Compensation*. Under these provisions, no stock-based employee compensation cost was recognized in the Statement of Operations for the years ended December 31, 2005 or 2004 as all options granted under those plans had an exercise price equal to or less than the market value of the underlying common stock on the date of grant. Effective January 1, 2006, the Company adopted the fair value recognition provisions of FASB Statement No. 123R using the modified-prospective-transition method. Under that transition method, compensation cost recognized during the year ended December 31, 2006 includes:

- Compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and
- Compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair-value estimated in accordance with the provisions of SFAS No. 123R. Results for prior periods have not been restated, as not required to by the pronouncement.

As a result of adopting SFAS No. 123R on January 1, 2006, the Company's income from continuing operations before provision for income taxes and net income for the year ended September 30, 2006, are lower by approximately \$539,000 and \$336,000, respectively, than if it had continued to account for share-base compensation under ABP Opinion No. 25. For the three months ended December 31, 2006, income from continuing operations before provision for income taxes and net income are lower by approximately \$143,000 and \$90,000, respectively, than if it had continued to account for share-base compensation under ABP Opinion No. 25.

Basic and diluted earnings per share for the year ended December 31, 2006 would have been \$1.85 and \$1.73, respectively, if the Company had not adopted SFAS No. 123R, compared to reported basic and diluted earnings per share of \$1.84 and \$1.72, respectively.

Because the change in income taxes payable includes the effect of excess tax benefits, those excess tax benefits also must be shown as a separate operating cash outflow so that operating cash flows exclude the effect of excess tax benefits. SFAS No. 123R requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of Statement 123 to options granted under our stock option plans in the period presented. For purposes of this provision disclosure and comparability, the value of the options were estimated using the Black-Scholes option-pricing model and amortized to expense over the options vesting periods.

|                                 | For the twelve months ended |                 |
|---------------------------------|-----------------------------|-----------------|
|                                 | December 31,                |                 |
|                                 | 2005                        | 2004            |
| Net Income (loss) as reported   | \$ 12,115,530               | \$ (10,857,775) |
| Compensation, net of tax effect | 1,114,166                   | 7,277,028       |
| Pro forma net income (loss)     | \$ 11,001,364               | \$ (18,134,803) |
| Net income (loss) per share     |                             |                 |
| As reported - Basic             | \$ 1.95                     | \$ (1.86)       |
| As reported - Diluted           | \$ 1.83                     | \$ (1.86)       |
| Pro forma - Basic               | \$ 1.77                     | \$ (3.10)       |
| Pro forma - Diluted             | \$ 1.66                     | \$ (3.10)       |

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
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The weighted average fair value of options granted during 2006, 2005 and 2004 estimated on the date of grant using the Black-Scholes option-pricing model was \$3.62 to \$5.73; \$2.81 to \$10.75 and \$6.13 to \$18.26 respectively. The fair value of options granted is estimated on the date of grant using the following assumptions:

|                          | December 31, 2006 | December 31,<br>2005 | December 31, 2004 |
|--------------------------|-------------------|----------------------|-------------------|
| Dividend yield           | 2.10% to 3.70%    | 2.33% to 2.50%       | 2.24% to 3.19%    |
| Expected volatility      | 42.37% to 44.30%  | 45.51% to<br>96.76%  | 96.76% to 103.20% |
| Risk-free interest rate  | 4.60% to 4.90%    | 3.34% to 4.36%       | 2.13% to 3.25%    |
| Expected life (in years) | 2.04 to 2.86      | 2.56 to 2.93         | 2.60 to 3.60      |

Summary information about the Company's stock options outstanding at December 31, 2006

|                     | Range of<br>Exercise Price | Outstanding<br>at<br>December 31,<br>2006 | Weighted<br>Average<br>Contractual<br>Periods in<br>Years | Weighted<br>Average<br>Exercise<br>Price | Exercisable at<br>December 31,<br>2006 |
|---------------------|----------------------------|---|---|--|--|
| 1998 Plan           | \$6.67 - \$27.79           | 44,750                                    | 2.54 \$   | 18.47                                    | 19,750                                 |
| 2001 Franchise Plan | -                          | -   | -   | -  | -                                      |
| 2002 Plan           | \$8.33 - \$18.21           | 637,358                                   | 2.70 \$   | 13.80                                    | 253,708                                |

#### (17) EMPLOYEE BENEFIT PLAN

We have established a profit sharing plan under Section 401(k) of the Internal Revenue Code. This plan allows eligible employees, except key and highly compensated employees, to contribute up to 100 percent of their compensation on a pre-tax basis, not to exceed statutory limits. For the years ended December 31, 2006, 2005 and 2004, we did not contribute to the plan. Our contributions, if any, are vested incrementally over five years.

#### (18) ACQUISITIONS

We made no acquisitions during 2006.

#### (19) COMPREHENSIVE INCOME (LOSS)

During December 2005 we reclassified \$19.7 million of our bond portfolio as held-to-maturity. The decision to classify this layer of our bond portfolio as held-to-maturity was predicated upon our intention to establish an irrevocable letter of credit in order to facilitate business opportunities in connection with our commercial general liability program. Unrealized loss in connection with the reclassification totaled \$0.26 million, net of a \$0.16 income tax effect.

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
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Reclassification adjustments related to the investment securities sold and previously included in comprehensive income (loss) for the years ended December 31, 2006, 2005 and 2004 are as follows:

|   | Years Ended December 31, |                |              |
|---|--------------------------|----------------|--------------|
|   | 2006                     | 2005           | 2004         |
| Unrealized holdings net losses arising during the year          | \$ (1,550,625)           | \$ (2,464,716) | \$ (809,639) |
| Reclassification adjustment for (losses) included in net income | (2,464,716)              | (809,639)      | (520,893)    |
|   | 914,091                  | (1,655,077)    | (288,746)    |
| Tax effect  | (343,972)                | 622,806        | 108,655      |
| Net unrealized gain (loss) on investment securities             | \$ 570,119               | \$ (1,032,271) | \$ (180,091) |

**(20) AUTHORIZATION OF PREFERRED STOCK**

Our Amended and Restated Articles of Incorporation authorize the issuance of one million shares of preferred stock with designations, rights and preferences determined from time to time by our board of directors. Accordingly, our board of directors is empowered, without shareholder approval, to issue preferred stock with dividends, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of common stock. We have not issued preferred shares as of December 31, 2006.

**(21) 21<sup>ST</sup> CENTURY HOLDING COMPANY**

21<sup>st</sup> Century Holding Company (the Parent Company only) has no long term obligations, guarantees or material contingencies as of December 31, 2006.

The following summarizes the major categories of the parent company's financial statements:

Condensed Balance Sheets

|  | Years Ended December 31, |               |
|--|--------------------------|---------------|
|  | 2006                     | 2005          |
| <b>ASSETS</b>                              |                          |               |
| Cash and short term investments            | \$ 6,337,552             | \$ 535,056    |
| Investments and advances to subsidiaries   | 58,611,395               | 54,609,435    |
| Deferred income taxes (payable) receivable | 787,411                  | (3,019,742)   |
| Property, plant and equipment, net         | 550,233                  | 3,276,881     |
| Loan costs, net of amortization            | 61,572                   | 310,832       |
| Other assets                               | 13,363,633               | 11,975,628    |
| Total assets                               | \$ 79,711,796            | \$ 67,688,090 |

**LIABILITIES AND SHAREHOLDERS' EQUITY**

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|  |    |            |    |            |
|--|----|------------|----|------------|
| Subordinated debt                          | \$ | 4,166,666  | \$ | 10,208,333 |
| Income taxes payable                       |    | 8,670,102  |    | 9,626,624  |
| Dividends payable                          |    | 1,444,316  |    | 748,841    |
| Other liabilities                          |    | 2,679,672  |    | 420,643    |
| Total liabilities                          |    | 16,960,756 |    | 21,004,441 |
| Shareholders' equity:                      |    |            |    |            |
| Common stock                               |    | 86,504     |    | 75,288     |
| Additional paid-in capital                 |    | 45,630,368 |    | 31,844,507 |
| Accumulated other comprehensive income     |    | 2,422,380  |    | 927,473    |
| Retained earnings                          |    | 14,611,788 |    | 13,836,381 |
| Total shareholders' equity                 |    | 62,751,040 |    | 46,683,649 |
| Total liabilities and shareholders' equity | \$ | 79,711,796 | \$ | 67,688,090 |

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
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## Condensed Statements of Operations

|  | Years Ended December 31, |                      |                        |
|--|--------------------------|----------------------|------------------------|
|  | 2006                     | 2005                 | 2004                   |
| <b>Revenue:</b>  |                          |                      |                        |
| Management fees from subsidiaries                                      | \$ 1,692,500             | \$ 1,655,540         | \$ 1,992,000           |
| Equity in income (loss) of subsidiaries                                | 22,402,736               | 18,275,913           | (16,433,198)           |
| Net investment income  | 261,740                  | 40,877               | 21,480                 |
| Other income   | 1,326,479                | 273,847              | 95,520                 |
| <b>Total revenue (deficit)</b>   | <b>25,683,455</b>        | <b>20,246,177</b>    | <b>(14,324,198)</b>    |
| <b>Expenses:</b>   |                          |                      |                        |
| Advertising  | 18,545                   | 53,082               | 519,245                |
| Salaries and wages   | 1,749,272                | 1,255,310            | 716,229                |
| Legal fees   | 153,792                  | 191,320              | 232,971                |
| Interest expense and amortization of loan costs                        | 647,698                  | 1,322,666            | 909,162                |
| Other expenses   | 1,821,487                | 23,047               | 1,020,257              |
| <b>Total expenses</b>  | <b>4,390,794</b>         | <b>2,845,425</b>     | <b>3,397,864</b>       |
| <b>Income (loss) before (provision) benefit for income tax expense</b> | <b>21,292,661</b>        | <b>17,400,752</b>    | <b>(17,722,062)</b>    |
| (Provision) benefit for income tax                                     | (7,396,394)              | (5,285,222)          | 6,864,287              |
| <b>Net income (loss)</b>   | <b>\$ 13,896,267</b>     | <b>\$ 12,115,530</b> | <b>\$ (10,857,775)</b> |

**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
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## Condensed Statements of Cash Flow

|  | Years Ended December 31, |               |                 |
|--|--------------------------|---------------|-----------------|
|  | 2006                     | 2005          | 2004            |
| Cash flow from operating activities:   |                          |               |                 |
| Net income (loss)  | \$ 13,896,267            | \$ 12,115,530 | \$ (10,857,775) |
| Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities: |                          |               |                 |
| Equity in (loss) income of subsidiaries  | (22,402,736)             | (11,488,883)  | 32,632,932      |
| Depreciation and amortization of property plant and equipment, net                                 | 71,320                   | 193,530       | 94,257          |
| Common Stock issued for interest on Notes  | 128,125                  | 315,625       | 356,250         |
| Deferred income tax expense (benefit)  | 3,807,153                | 10,937,127    | (7,093,214)     |
| Income tax (payable) recoverable   | (956,522)                | 952,098       | 9,440,160       |
| Dividends payable  | (695,475)                | (306,659)     | 19,293          |
| Non-cash compensation  | 538,775                  | -             | -               |
| Changes in operating assets and liabilities:   |                          |               |                 |
| Property, plant and equipment  | 2,797,968                | -             | -               |
| Deferred gain on sale of assets  | (2,366,101)              | -             | -               |
| Other assets   | 1,388,004                | 5,852,586     | (5,864,765)     |
| Other liabilities  | (2,259,029)              | (6,698,263)   | 6,209,735       |
| Net cash (used in) provided by operating activities  | (6,052,251)              | 11,872,691    | 24,936,873      |
| Cash flow provided by (used in) investing activities:  |                          |               |                 |
| Proceeds from property, plant and equipment  | 5,607,266                | (2,832,770)   | 31,979          |
| Purchases of investment securities available for sale  | (4,001,960)              | -             | -               |
| Increased capital of subsidiaries  | -                        | (6,787,030)   | (16,199,733)    |
| Cash flow provided by (used in) investing activities:  | 1,605,306                | (9,619,800)   | (16,167,754)    |
| Net cash provided by (used in) financing activities:   |                          |               |                 |
| Dividends paid   | (4,289,683)              | (2,339,335)   | (1,901,693)     |
| Payments against (proceeds from) subordinated debt   | (4,375,000)              | (5,000,001)   | 12,500,000      |
| Exercised warrants, net  | 10,669,372               | 2,259,647     | -               |
| Stock options exercised  | 2,599,558                | 2,819,485     | 2,800,553       |
| Tax benefit related to non-cash compensation   | 1,647,751                | -             | -               |
| Acquisition of common stock  | (1,993,935)              | (1,779,645)   | (11,871)        |
| Advances from (to) subsidiaries  | 5,991,378                | (3,319,896)   | (17,061,958)    |
| Net cash (used in) provided by financing activities:   | 10,249,441               | (7,359,745)   | (3,674,969)     |
| Net increase (decrease) in cash and short term investments   |                          |               |                 |
|  | 5,802,496                | (5,106,854)   | 5,094,150       |
| Cash and short term investments at beginning of year   |                          |               |                 |
|  | 535,056                  | 5,641,910     | 547,760         |
| Cash and short term investments at end of year   | \$ 6,337,552             | \$ 535,056    | \$ 5,641,910    |

**(22) SUBORDINATED DEBT**

On July 31, 2003, we completed a private placement of our 6% Senior Subordinated Notes (the “July 2003 Notes”), which were offered and sold to accredited investors as units consisting of one July 2003 Note with a principal amount of \$1,000 and warrants (the “2003 Warrants”) to purchase shares of our Common Stock. We sold an aggregate of \$7.5 million of July 2003 Notes in this placement, which resulted in proceeds to us (net of placement agent fees of \$450,724 and offering expenses of \$110,778) of \$6,938,498.

The July 2003 Notes paid interest at the annual rate of 6%, were subordinated to senior debt of the Company, and matured on July 31, 2006. Quarterly payments of principal and interest due on the July 2003 Notes were made in cash or, at our option, in shares of our Common Stock. When paid in shares of Common Stock, the number of shares issued was determined by dividing the payment due by 95% of the weighted-average volume price for the Common Stock on Nasdaq as reported by Bloomberg for the 20 consecutive trading days preceding the payment date.



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**Notes to Consolidated Financial Statements**  
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The 2003 Warrants issued in this placement to the purchasers of the July 2003 Notes and to the placement agent in the offering, J. Giordano Securities Group (“J. Giordano”), each entitled the holder to purchase  $\frac{3}{4}$  of one share of our Common Stock at an exercise price of \$12.744 per whole share (as adjusted for the Company’s three-for-two stock split) until July 31, 2006. The total number of shares issuable upon exercise of 2003 Warrants issued to the purchasers of the July 2003 Notes and to J. Giordano totaled 612,074. GAAP required that detachable warrants be valued separately from debt and included in paid-in capital. Based on the terms of the purchase agreement with the investors in the private placement, management determined that the July 2003 Warrants had zero value at the date of issuance.

On July 31, 2006, we made the final principal payment of \$625,000 on the July 2003 notes and the July 2003 warrants expired. Of the 612,074 shares that could have been issued in connection with the July 2003 warrants, 301,430 were exercised, 225,000 were reacquired in the open market by us and 85,644 were unexercised. The unexercised warrants were cancelled as of July 31, 2006.

On September 30, 2004, we completed a private placement of the September 2004 Notes. These notes were offered and sold to accredited investors as units consisting of one September 2004 Note with a principal amount of \$1,000 the 2004 Warrants, the terms of which are similar to our July 2003 Notes and 2003 Warrants, except as described below. We sold an aggregate of \$12.5 million of units in this placement, which resulted in proceeds (net of placement agent fees of \$700,000 and offering expenses of \$32,500) to us of \$11,767,500.

The September 2004 Notes pay interest at the annual rate of 6%, mature on September 30, 2007, and rank pari passu in terms of payment and priority to the July 2003 Notes. Quarterly payments of principal and interest due on the September 2004 Notes, like the July 2003 Notes, may be made in cash or, at our option, in shares of our Common Stock. If paid in shares of Common Stock, the number of shares to be issued shall be determined by dividing the payment due by 95% of the weighted-average volume price for the Common Stock on Nasdaq as reported by Bloomberg for the 20 consecutive trading days preceding the payment date.

The 2004 Warrants issued to the purchasers of the September 2004 Notes and to the placement agent in the offering, J. Giordano, each entitle the holder to purchase one share of our Common Stock at an exercise price of \$12.75 per share and will be exercisable until September 30, 2007. The number of shares issuable upon exercise of the 2004 Warrants issued to purchasers equaled \$12.5 million divided by the exercise price of the warrants, and totaled 980,392. The number of shares issuable upon exercise of the 2004 Warrants issued to J. Giordano equaled \$500,000 divided by the exercise price of the warrants, and totaled 39,216. GAAP requires that detachable warrants be valued separately from debt and included in paid-in capital. Based on the terms of the purchase agreement with the investors in the private placement, management determined that the September 2004 Warrants had zero value at the date of issuance. Of the 1,019,000 warrants issued in connection with the September 2004 notes, 751,699 have been exercised to date.

The terms of the 2004 and 2003 Warrants provide for adjustment of the exercise price and the number of shares issuable thereunder upon the occurrence of certain events typical for private offerings of this type.

As indicated on the table below, we paid, pursuant to the terms of the July 2003 Notes and in accordance with the contractual computations, the quarterly payments of principal and interest due in shares of our Common Stock.

| Quarterly payment due date | 2006   | 2005   | 2004   |
|----------------------------|--------|--------|--------|
| January 31,                | -      | 55,537 | 54,014 |
| April 30,                  | 38,420 | -      | 53,729 |
| July 31,                   | -      | -      | 49,965 |

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|                                  |               |               |                |
|----------------------------------|---------------|---------------|----------------|
| October 31,                      | n/a           | -             | 69,200         |
| <b>Total common stock issued</b> | <b>38,420</b> | <b>55,537</b> | <b>226,908</b> |

As indicated on the table below, we paid, pursuant to the terms of the September 2004 Notes and in accordance with the contractual computations, the quarterly payments of principal and interest due in shares of our Common Stock.

| Quarterly payment due date       | 2006          | 2005           |
|----------------------------------|---------------|----------------|
| January 31,                      | -             | 103,870        |
| April 30,                        | 68,696        | -              |
| July 31,                         | -             | -              |
| October 31,                      | -             | -              |
| <b>Total common stock issued</b> | <b>68,696</b> | <b>103,870</b> |

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**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
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The Company retains the privilege of repaying these notes in cash or by the issuance of common stock. Through the quarter ended March 31, 2005, we made our quarterly installment payments by issuing common stock. Our regularly scheduled payments of principal and interest in connection with the July 2003 and September 2004 Notes due on April 30, 2006 were paid by issuance of 38,420 shares and 68,696 shares of our Common Stock, respectively. Our regularly scheduled payments of principal and interest in connection with the July 2003 and September 2004 Notes due on July 31, 2006 and October 31, 2006 were paid in cash.

For the July 2003 Notes, the quarterly principal and interest payments totaling approximately \$0.6 million per payment were due quarterly with the last installment paid in cash on July 31, 2006.

For the September 2004 Notes, the quarterly principal and interest payments, totaling approximately \$1.1 million per payment, are due quarterly with the last installment due on September 30, 2007.

**(23) SCHEDULE VI - SUPPLEMENTAL INFORMATION CONCERNING PROPERTY-CASUALTY INSURANCE OPERATIONS**

|      | Loss and LAE<br>- Current Year | Loss and LAE<br>- Prior year | Amortization<br>of<br>deferred policy<br>acquisition<br>expenses | Paid losses and<br>LAE<br>expenses | Net premiums<br>written |
|------|--------------------------------|------------------------------|--|------------------------------------|-------------------------|
| 2006 | \$ 35,105,812                  | \$ 9,294,096                 | \$ 17,395,177  | \$ 17,420,147                      | \$ 85,144,982           |
| 2005 | \$ 42,241,587                  | \$ 6,094,843                 | \$ 14,561,110  | \$ 25,749,109                      | \$ 88,026,482           |
| 2004 | \$ 76,423,059                  | \$ (1,430,278)               | \$ 8,422,808   | \$ 52,645,741                      | \$ 85,176,108           |

| Affiliation with<br>registrant                        | Deferred<br>policy<br>acquisition<br>costs | Reserves for<br>losses<br>and LAE | Discount,<br>if any,<br>deducted<br>from<br>previous<br>column | Unearned<br>premiums | Net premiums<br>earned | Net<br>investment<br>income |
|---|--|-----------------------------------|--|----------------------|------------------------|-----------------------------|
| Consolidated Property<br>and Casualty<br>Subsidiaries |  |                                   |  |                      |                        |                             |
| 2006  | \$ 11,153,168                              | \$ 39,615,478                     | \$ -   | \$ 77,829,099        | \$ 89,348,254          | \$ 5,932,683                |
| 2005  | \$ 9,183,654                               | \$ 154,038,543                    | \$ -   | \$ 61,839,051        | \$ 82,963,496          | \$ 3,841,154                |
| 2004  | \$ 6,957,168                               | \$ 46,570,679                     | \$ -   | \$ 50,152,711        | \$ 66,241,344          | \$ 3,171,620                |

**(24) DISCONTINUED OPERATIONS**

On December 22, 2004 we announced our intention to sell our interest in Express Tax and EXPRESSTAX Franchise Corporation for approximately \$2 million cash. This transaction closed with an effective date of January 1, 2005. The book value of Express Tax and EXPRESSTAX Franchise Corporation on January 1, 2005 was approximately \$0.6 million.

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**21<sup>st</sup> Century Holding Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
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Additionally, on the same day, the Company also announced a definitive agreement to sell the assets of its subsidiaries, Federated Agency Group and Fed USA, Inc., to affiliates of Affirmative Insurance Holdings, Inc. (“Affirmative”)(NASDAQ: AFFM) for approximately \$9.5 million. The sale of assets to Affirmative closed on December 31, 2004, at which time the Company received \$7 million cash, with up to an additional \$2.5 million due in the first quarter of 2006, subject to certain performance criteria being met.

Currently, both parties are in discussions relative to the comparison of actual results to the established performance criteria. We have been tentatively delayed in reaching an agreement as to certain provisions that are specific to the performance criteria. The delay is primarily due to scheduling conflicts among the parties. We have reflected in current year operations, in other income, a \$0.41 million receivable, net of a \$0.70 million allowance in connection with this transaction.

Assets and liabilities, including goodwill, that were sold totaled approximately \$2.1 million on December 31, 2004.

**(25) SUBSEQUENT EVENTS**

None

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**21<sup>st</sup> Century Holding Company and Subsidiaries**

**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*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2006 because of the material weakness in internal control over financial reporting discussed below.

*Management's Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). 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 accounting principles generally accepted in the United States of America. 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 evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In connection with management's assessment of the Company's internal control over financial reporting, the Company identified two control deficiencies as of December 31, 2006 relating to (i) the recognition and accounting of unrecorded premium transactions and (ii) income tax issue relating to computing our income tax liability where we failed to consider a prior year tax refund applied to the current year. These control deficiencies existed in varying degrees and resulted in adjustments to the annual consolidated financial statements. Accordingly, management determined that this control deficiency constituted a material weakness and as a consequence our internal control over financial reporting was ineffective as of December 31, 2006. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2006 has been audited by DeMeo Young & McGrath, CPA, the independent registered public accounting firm who also audited the Company's consolidated financial statements. Their attestation report on management's assessment of the

Company's internal control over financial reporting is shown on page 65.

*Remediation of Material Weakness*

Remedial action plans in connection with these internal control deficiencies are in varying stages of completion.

*Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during our fourth quarter ended December 31, 2006 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B OTHER INFORMATION**

None

**PART III**

**ITEM 10 DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

Except for the information set forth under the caption "Senior Management" in Part I hereof, information required by this Item is incorporated by reference from 21<sup>st</sup> Century's definitive proxy statement, to be filed by us for our Annual Meeting of Shareholders, which meeting will involve the election of directors.

**ITEM 11 EXECUTIVE COMPENSATION**

Information required by this Item is incorporated by reference from our definitive proxy statement, to be filed by us for our Annual Meeting of Shareholders, which meeting will involve the election of directors.

**21<sup>st</sup> Century Holding Company and Subsidiaries**

**ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Information required by this Item is incorporated by reference from our definitive proxy statement, to be filed by us for our Annual Meeting of Shareholders, which meeting will involve the election of directors.

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Information required by this Item is incorporated by reference from our definitive proxy statement, to be filed by us for our Annual Meeting of Shareholders, which meeting will involve the election of directors.

**ITEM 14 PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information required by this Item is incorporated by reference from our definitive proxy statement, to be filed by us for our Annual Meeting of Shareholders, which meeting will involve the election of directors.



**21<sup>st</sup> Century Holding Company and Subsidiaries**

**PART IV**

**ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8K**

**(a) The following documents are filed as part of this report:**

(1) Financial Statements

The following consolidated financial statements of the Company and the reports of independent auditors thereon are filed with this report:

Independent Auditors' Report (De Meo, Young, McGrath)

Consolidated Balance Sheets as of December 31, 2006 and 2005

Consolidated Statements of Operations for the years ended December 31, 2006, 2005 and 2004.

Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss) for the years ended December 31, 2006, 2005 and 2004.

Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004.

Notes to Consolidated Financial Statements for the years ended December 31, 2006, 2005 and 2004.

(2) Financial Statement Schedules.

Schedule VI, Supplemental information concerning property-casualty insurance operations, is included herein under Item 8, Financial Statements and Supplementary Data.

(3) Exhibits

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**21<sup>st</sup> Century Holding Company and Subsidiaries**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 3.1            | Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 in the Company's Registration Statement on Form SB-2 filed with the SEC on September 17, 1998 [File No. 333-63623]).  |
| 3.2            | Form of the Company's Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 in the Company's Registration Statement on Form SB-2 filed with the SEC on September 17, 1998 [File No. 333-63623]).   |
| 4.1            | Specimen of Common Stock Certificate (incorporated by reference to Exhibit 4.1 in Amendment No. 1 to the Company's Registration Statement on Form SB-2 filed with the SEC on October 7, 1998 [File No. 333-63623]).  |
| 4.2            | Revised Representative's Warrant Agreement including form of Representative's Warrant (incorporated by reference to Exhibit 4.2 in Amendment No. 1 to the Company's Registration Statement on Form SB-2 filed with the SEC on October 7, 1998).  |
| 4.3            | Amendment dated October 1, 2003 to Warrant Agreement (incorporated by reference to Exhibit 4.3 in Amendment No. 1 to the Company's Registration Statement on Form S-3 filed with the SEC on October 21, 2003 [File No. 333-105221]).   |
| 4.4            | Form of 6% Senior Subordinated Note due July 31, 2006 (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 filed with the SEC on August 14, 2003)  |
| 4.5            | Form of Redeemable Warrant dated July 31, 2003 (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 filed with the SEC on August 14, 2003).  |
| 4.6            | Unit Purchase Agreement dated July 31, 2003 between the Company and the Purchasers of the 6% Senior Subordinated Notes (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-3 filed with the SEC on November 4, 2003 [File No 333-109313]).   |
| 4.7            | Amendment to Unit Purchase Agreement and Registration Rights Agreement dated October 15, 2003 between the Company and the Purchasers of the 6% Senior Subordinated Notes (incorporated by reference to Exhibit 4.7 to the Company's Registration Statement on Form S-3 as filed with the SEC on November 4, 2003 [File No. 333-108739]). |
| 4.8            | Form of 6% Senior Subordinated Note due September 30, 2007 (incorporated by reference to Exhibit 4.8 to the Company's Registration Statement on Form S-3 filed with the SEC on November 2, 2004 [File No. 333-120157]).  |
| 4.9            | Form of Redeemable Warrant dated September 30, 2004 (incorporated by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-3 filed with the SEC on November 2, 2004 [File No. 333-120157]).   |

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- 4.10 Unit Purchase Agreement dated September 30, 2004 between the Company and the Purchasers of the 6% Senior Subordinated Notes due September 30, 2007 (incorporated by reference to Exhibit 4.10 in the Company's Registration Statement on Form S-3 as filed with the SEC on November 2, 2004 [File No. 333-120157]).
- 10.1 21<sup>st</sup> Century Holding Company 2002 Stock Option Plan (incorporated by reference to Annex A in the Company's Definitive Proxy Statement for its 2002 Annual Meeting of Stockholders filed with the SEC on April 26, 2002). +
- 10.2 Form of 2002 Stock Option Plan Acknowledgment +
- 10.3 The Company's 1998 Stock Option Plan (incorporated by reference to Annex A in the Company's Definitive Proxy Statement filed with the SEC on May 12, 2000).+

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- 10.4 Form of 1998 Stock Option Plan Acknowledgment. +
- 10.5 2001 Franchise Stock Option Plan (incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement for its 2001 Annual Meeting of Stockholders filed with the SEC on April 30, 2001).
- 10.6 Form of 2001 Franchise Stock Option Plan Agreement +
- 10.7 Employment Agreement dated September 1, 1998 between the Company and Edward J. Lawson (incorporated by reference to Exhibit 10.2 in the Company's Registration Statement on Form SB-2 filed with the SEC on September 17, 1998 [File No. 333-63623]) +
- 10.8 First Modification Agreement, dated as of December 7, 2004 between the Company and Edward J. Lawson (incorporated by reference to Exhibit 10.1 in the Company's Current Report on Form 8-K dated December 7, 2004).+
- 10.9 Employment Agreement dated September 1, 1998 between the Company and Michele V. Lawson (incorporated by reference to Exhibit 10.3 in the Company's Registration Statement on Form SB-2 filed with the SEC on September 17, 1998 [File No. 333-63623]).+
- 10.10 Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated by reference to Exhibit 10.4 in the Company's Registration Statement on Form SB-2 filed with the SEC on September 17, 1998 [File No. 333-63623]).+
- 10.11 Employment Agreement dated as of June 8, 2004 between the Company and James Gordon Jennings III (incorporated by reference to Exhibit 10.1 in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 filed with the SEC on August 16, 2004). +
- 10.12 Non-Compete Agreement dated December 19, 2005 between the Company and J. Gordon Jennings, III (incorporated by reference to Exhibit 10.1 in the Company's Current Report on Form 8-K filed with the SEC on December 19, 2005).+
- 10.13 Annual Review Agreement dated December 19, 2005 between the Company and J. Gordon Jennings, III (incorporated by reference to Exhibit 10.2 in the Company's Current Report on Form 8-K filed with the SEC on December 19, 2005).+
- 10.14 Non-Compete Agreement dated December 19, 2005 between the Company and Michael Braun dated December 19, 2005 (incorporated by reference to Exhibit 10.2 in the Company's Current Report on Form 8-K filed with the SEC on December 29, 2005).+
- 10.15 Annual Review Agreement dated December 19, 2005 between the Company and Michael Braun dated December 19, 2005 (incorporated by reference to Exhibit 10.2 in the Company's Current Report on Form 8-K filed with the SEC on December 29, 2005).+
- 10.16 Indemnification Agreement dated December 19, 2005 between the Company and Michael Braun dated December 19, 2005 (incorporated by reference to Exhibit 10.3 in the Company's Current Report on Form 8-K filed with the SEC on December 29, 2005).+

- 10.17 Reimbursement Contract dated August 8, 2005, effective as of June 1, 2005 by and between Federated National Insurance Company, Inc. and the Florida Hurricane Catastrophe Fund (incorporated by reference to Exhibit 10.1 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 filed with the SEC on November 14, 2005).
- 10.18 Excess Catastrophe Reinsurance Contract dated August 30, 2005 issued to Federated National Insurance Company and certain Subscribing Reinsurer(s) executing the Agreement (incorporated by reference to Exhibit 10.2 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 filed with the SEC on November 14, 2005).
- 10.19 Reinstatement Premium Protection Reinsurance Contract dated August 30, 2005 issued to Federated National Insurance Company and certain Subscribing Reinsurance(s) executing the Agreement (incorporated by reference to Exhibit 10.3 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 as filed with the SEC on November 14, 2005).

**21<sup>st</sup> Century Holding Company and Subsidiaries**

- 10.20 American Vehicle Insurance Company 100% Quota Share Reinsurance Agreement with Republic Underwriters Insurance Company for a portion of its business and a portion of the business assumed by it from its affiliated member companies executed on April 15, 2006 and became effective April 15, 2006 (incorporated by reference to Exhibit 10.37 in the Company's current report Form 8-K filed with the SEC on April 19, 2006).
- 10.21 Reimbursement Contract between Federated National Insurance Company and The State Board of Administration of Florida (SBA) which administers the Florida Hurricane Catastrophe Fund (FHCF), effective June 1, 2006 (incorporated by reference to Exhibit 10.38 in the Company's current report on Form 8-K filed with the SEC on June 2, 2006).
- 10.22 Addendum No. 1 to the Reimbursement Contract between Federated National Insurance Company and The State Board of Administration of Florida (SBA) which administers the Florida Hurricane Catastrophe Fund (FHCF), effective June 1, 2006 (incorporated by reference to Exhibit 10.39 in the Company's current report on Form 8-K filed with the SEC on June 2, 2006).
- 10.23 Addendum No. 2 to the Reimbursement Contract between Federated National Insurance Company and The State Board of Administration of Florida (SBA) which administers the Florida Hurricane Catastrophe Fund (FHCF), effective June 1, 2006 (incorporated by reference to Exhibit 10.40 in the Company's current report on Form 8-K filed with the SEC on June 2, 2006).
- 10.24 Excess Catastrophe Reinsurance Contract between Federated National Insurance Company and American Vehicle Insurance Company, effective July 1, 2006 (incorporated by reference to Exhibit 10.1 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).
- 10.25 Industry Loss Warranty Catastrophe Excess of Loss Reinsurance Agreements between Federated National Insurance Company and Liberty Mutual Insurance Company for Ultimate Net Loss for \$15 million, \$10 million and \$2.5 million, respectively, effective as of July 1, 2006 (incorporated by reference to Exhibit 10.2, 10.3 and 10.4 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).
- 10.26 Multi-Year Supplemental Excess Catastrophe Reinsurance Contract between Federated National Insurance Company and Allianz Risk Transfer (Bermuda) Limited, effective July 1, 2006 (incorporated by reference to Exhibit 10.5 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).
- 10.27 Multi-Year Supplemental Excess Catastrophe Reinsurance Contract between Federated National Insurance Company and Catlin Insurance Company, Ltd., effective July 1, 2006 (incorporated by reference to Exhibit 10.6 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).
- 10.28 Reinstatement Premium Protection Reinsurance Contract between Federated National Insurance Company and National Liability and Fire Insurance Company, effective July 1, 2006 (incorporated by reference to Exhibit 10.7 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).

- 10.29 Supplemental Excess Catastrophe Reinsurance Contract between Federated National Insurance Company and National Liability and Fire Insurance Company, effective July 1, 2006 (incorporated by reference to Exhibit 10.8 in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed with the SEC on November 14, 2006).
- 21.1 Subsidiaries of the Company (incorporated by reference to Exhibit 21.1 in the Company's Quarterly Report on Form 10-Q for the fiscal year ended December 31, 2005 filed with the SEC on March 30, 2006).
- 23.1 Consent of De Meo, Young, McGrath, Independent Certified Public Accountants \*\*
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act \*\*
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act \*\*

**21<sup>st</sup> Century Holding Company and Subsidiaries**

32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act \*\*

32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act \*\*

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+ Management Compensation Plan or Arrangement

\*\* Filed herewith

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**21<sup>st</sup> Century Holding Company and Subsidiaries**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K report to be signed on its behalf by the undersigned, thereto duly authorized.

**21<sup>st</sup> CENTURY HOLDING COMPANY**

By: /s/ Edward J. Lawson

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Edward J. Lawson, Chief Executive Officer  
(Principal Executive Officer)

/s/ James G. Jennings III

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James G. Jennings III, Chief Financial Officer  
(Principal Financial and Accounting Officer)

Dated: March 16, 2007

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

| <b>Signature</b>                                   | <b>Title</b>   | <b>Date</b>    |
|--|--|----------------|
| /s/ Edward J. Lawson<br>(Edward J. Lawson)         | Chief Executive Officer<br>Principal Executive<br>Officer)<br>Chairman of the Board<br>and President | March 16, 2007 |
| /s/ James G. Jennings III<br>James G. Jennings III | Chief Financial Officer<br>(Principal<br>Financial and<br>Accounting Officer)                        | March 16, 2007 |
| /s/ Michael H. Braun<br>Michal H. Braun            | Director   | March 16, 2007 |
| /s/ Carl Dorf<br>Carl Dorf                         | Director   | March 16, 2007 |
| /s/ Bruce Simberg                                  | Director   | March 16, 2007 |

Bruce Simberg

/s/ Charles B. Hart, Jr.      Director      March 16, 2007  
Charles B. Hart, Jr.

/s/ Richard W. Wilcox,      Director      March 16, 2007  
Jr.  
Richard W. Wilcox, Jr.

/s/ Peter Prygelski      Director      March 16, 2007  
Peter Prygelski

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