ASSURANCEAMERICA CORP
Form 10QSB
November 14, 2005

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-QSB

(Mark one)

þ **QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

o **TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE EXCHANGE ACT OF 1934**

for the transition period from _____ to _____

Commission File Number: 0-06334

AssuranceAmerica Corporation

(Exact name of small business issuer as specified in its charter)

Nevada	**87-0281240**
(State of Incorporation)	(IRS Employer ID Number)
5500 Interstate North Parkway, Suite 600	**30328**
(Address of principal executive offices)	(Zip Code)

(770) 952-0200

(Issuer s telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or 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 þ NO o

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

There were 50,438,090 shares of the Registrant s $.01 par value Common Stock outstanding as of November 1, 2005, and 1,266,000 shares of the Registrant s $.01 par value Series A Convertible Preferred Stock (Preferred Stock) outstanding as of November 1, 2005.

Transitional Small Business Disclosure Format (check one): Yes o No þ

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

ASSURANCEAMERICA CORPORATION
(Unaudited) CONSOLIDATED BALANCE SHEETS
September 30, 2005 and December 31, 2004

	September 30, 2005	December 31, 2004
Assets		
Cash and cash equivalents	$ 10,917,304	$ 7,059,188
Short term investments	250,000	400,000
Long term investments	1,099,808	599,808
Investment income due and accrued	15,319	734
Receivables from insureds	11,801,411	5,170,840
Reinsurance recoverable (including $3,602,408 and $3,084,838 on paid losses)	12,633,788	10,543,775
Prepaid reinsurance premiums	10,480,366	5,291,830
Deferred acquisition costs	576,917	224,842
Property and equipment (net of accumulated depreciation of $1,279,086 and $1,094,131)	1,345,113	1,185,081
Due from related party		30,783
Other receivables	1,733,755	245,677
Prepaid expenses	334,251	52,260
Intangibles (net of accumulated amortization of $1,295,893 and $1,198,396)	7,462,292	5,399,789
Security deposits	79,420	89,158
Total assets	$ 58,729,744	$ 36,293,765
Liabilities and Stockholders Equity		
Accounts payable and accrued expenses	$ 4,470,072	$ 2,904,640
Unearned premiums	15,479,595	7,833,189
Unpaid losses and loss adjustment expenses	12,907,971	10,655,625
Reinsurance payable	9,318,506	4,936,933
Provisional commission reserve	1,175,121	1,060,883
Debt, related party	5,891,960	7,376,279
Dividends payable	126,600	
Capital lease obligations	265,545	265,545
Total liabilities	49,635,370	35,033,094
Stockholders equity		
Common stock, 0.01 par value (authorized 80,000,000, outstanding 50,437,540 and 46,577,090 respectively)	504,377	465,771
Preferred stock, 0.01 par value (authorized 5,000,000, outstanding 1,266,000 and 426,000 respectively)	12,660	4,260
Surplus-paid in	15,198,712	8,872,943
Accumulated deficit	(6,621,375)	(8,082,303)

Total stockholders equity	9,094,374	1,260,671
Total liabilities and stockholders equity	$ 58,729,744	$ 36,293,765

See accompanying notes to consolidated financial statements.

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ASSURANCEAMERICA CORPORATION
(Unaudited) CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Nine Months Ended September 30, 2005 and 2004

	Three Months		Nine Months	
	2005	**2004**	**2005**	**2004**
Revenue:				
Gross premiums written	$ 15,186,281	$ 7,188,610	$ 35,763,663	$ 23,525,816
Gross premiums ceded	(10,258,321)	(4,843,586)	(24,279,794)	(16,029,472)
Net premiums written	4,927,960	2,345,024	11,483,869	7,496,344
Decrease (increase) in unearned premiums, net of prepaid reinsurance premiums	(1,423,800)	83,844	(2,457,869)	(829,091)
Net premiums earned	3,504,160	2,428,868	9,026,000	6,667,253
Commission income	4,517,482	2,511,388	12,285,770	8,066,268
Managing general agent fees	1,632,912	844,069	3,858,543	2,536,996
Net investment income	90,149	6,741	128,982	17,794
Other fee income	170,564	193,803	566,984	687,052
Total revenue	9,915,267	5,984,869	25,866,279	17,975,363
Expenses:				
Losses and loss adjustment expenses	2,298,469	1,790,091	5,946,922	5,122,048
Selling, general and administrative expenses	6,620,524	4,089,916	17,375,071	12,237,173
Depreciation and amortization expense	96,713	92,987	282,452	220,864
Interest expense	127,750	144,683	421,106	428,317
Total operating expenses	9,143,456	6,117,677	24,025,551	18,008,402
Income (loss) before provision for income tax expense	771,811	(132,808)	1,840,728	(33,039)
Income tax provision				
Net income (loss)	771,811	(132,808)	1,840,728	(33,039)
Dividends on preferred stock	126,600	33,300	379,800	33,300
Net income (loss) attributable to common stockholders	$ 645,211	$ (166,108)	$ 1,460,928	$ (66,339)
Earnings per common share				
Basic	0.013	(0.004)	0.029	(0.001)
Diluted	0.010	(0.004)	0.023	(0.001)
Weighted average shares outstanding-basic	50,434,801	45,498,718	50,183,303	45,498,718
Weighted average shares outstanding-diluted	63,589,401	45,498,718	63,337,903	46,498,718

See accompanying notes to consolidated financial statements.

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ASSURANCEAMERICA CORPORATION
(Unaudited) CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended September 30, 2005 and 2004

	2005	2004
Cash flows from operating activities:		
Net income (loss)	$ 1,840,728	$ (33,039)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	282,452	220,864
Changes in assets and liabilities:		
Receivables	(8,087,866)	(687,350)
Prepaid expenses and other assets	(272,254)	19,203
Unearned premiums and other payables	7,646,406	2,295,025
Unpaid loss and loss adjustment expenses	2,252,346	5,715,154
Ceded reinsurance payable	4,381,573	2,147,187
Reinsurance recoverable	(2,090,013)	(5,272,204)
Prepaid reinsurance premiums	(5,188,536)	(1,465,933)
Accounts payable and accrued expenses	1,565,433	341,955
Deferred acquisition costs	(352,075)	(89,423)
Provisional commission reserve	114,238	(574,786)
Net cash provided by operating activities	2,092,432	2,616,653
Cash flows from investing activities:		
Purchases of property and equipment	(344,987)	(65,590)
(Acquisitions)/Disposals		(1,300,000)
Purchases of investments and accrued investment income	(364,585)	(17,687)
Net cash (used) by investing activities	(709,572)	(1,383,277)
Cash flows from financing activities:		
Related party debt, net	(1,484,319)	(522,000)
Preferred dividends paid	(253,200)	
Capital contribution		2,090,536
Stock issued	4,212,775	681,500
Net cash provided by financing activities	2,475,256	2,250,036
Net increase in cash and cash equivalents	3,858,116	3,483,412
Cash and cash equivalents, beginning of period	7,059,188	3,130,553
Cash and cash equivalents, end of period	$ 10,917,304	$ 6,613,965

See accompanying notes to consolidated financial statements.

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ASSURANCEAMERICA CORPORATION AND SUBSIDIARIES
(UNAUDITED)
Notes to Consolidated Financial Statements

The Company and Basis of Presentation

AssuranceAmerica Corporation, a Nevada corporation (the Company) is an insurance holding company comprised of AssuranceAmerica Insurance Company (Carrier), AssuranceAmerica Managing General Agency, LLC (MGA), and Trustway Insurance Agencies, LLC (Agencies), each wholly-owned. The Company solicits, underwrites and retains risks associated with nonstandard private passenger automobile insurance, in the southeastern United States.

The accompanying unaudited, consolidated financial statements include the accounts and operations of the Company and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated. These unaudited, consolidated financial statements have been prepared in conformity with generally accepted accounting principles (GAAP) and in accordance with the instructions to Form 10-QSB for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, these statements include all adjustments considered necessary for fair presentation. Operating results for the quarter and nine months ended September 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005. These unaudited consolidated financial statements and the related notes should be read in conjunction with the financial statements and footnotes included in the Company s Form 10-KSBA for the year ended December 31, 2004. Footnote disclosures, which would substantially duplicate the disclosure contained in those documents, have been omitted.

Net income per share is computed in accordance with SFAS No. 128 Earnings per share.

Investments

All of the Company s investment securities have been classified as available-for-sale because all of the Company s securities are available to be sold in response to the Company s 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. 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, and in the establishment of a new cost basis for the security. For the three and nine month periods ended September 30, 2005 and September 30, 2004, there were no unrealized losses.

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.

Securities with a carrying value of $1,624,989and $874,808 were pledged by one of the Company s subsidiaries under requirements of regulatory authorities as of September 30, 2005 and December 31, 2004, respectively.

A summary of investments is as follows as of:

	September 30, 2005	December 31, 2004
Short Term Bank CDs	$ 250,000	$ 400,000
US Treasury Bill	$ 599,808	$ 599,808
US Treasury Note	$ 500,000	$

Cash and Cash Equivalents

Cash and Cash equivalents include cash demand deposits, money market accounts, and bank certificates of deposit with a maturity of less than three months.

Contingencies

In the normal course of business, the Company is named as a defendant in lawsuits related to claims and other insurance policy issues. Some of the actions request extra-contractual and/or punitive damages. These actions are vigorously

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defended unless a reasonable settlement appears appropriate. In the opinion of management, the ultimate outcome of litigation is not expected to be material to the Company s financial condition, results of operations, or cash flows.

Recognition of Revenues

Insurance premiums are recognized pro rata over the terms of the policies. The unearned portion of premiums is included in the Consolidated Balance Sheet as a liability for unearned premium. Commission income is recognized in the period the insurance policy is written and is reduced by an estimate of future cancellations. Installment and other fees are recognized in the periods the services are rendered.

Deferred Acquisition Costs

Deferred acquisition costs (DAC) include premium taxes and commissions incurred in connection with the production of new and renewal business, less ceding commissions allowed by reinsurers. These costs are deferred and amortized over the period in which the related premiums are earned. The Company does not consider anticipated investment income in determining the recoverability of these costs. Based on current indications, management believes that these costs will be fully recoverable and, accordingly, no reduction in DAC has been recognized.

Start-Up Costs

Start-up costs are expensed when incurred.

Leased Property Under Capital Lease

Leased property under a capital lease is recorded as a capital asset and amortized on a straight-line basis over the estimated useful life of the property. The property and the related lease obligation are disclosed on the balance sheet.

Property and Equipment

Property and equipment is recorded at cost and depreciated on a straight-line basis. The estimated useful lives used for depreciation purposes are: Furniture and leasehold improvements 5 to 7 years; equipment 3 to 5 years; software currently in service 3 to 10 years. Improvements, additions and major renewals which extend the life of an asset are capitalized. Repairs are expensed in the year incurred. Depreciation expense was $64,000 and $60,000 for the three months ended September 30, 2005 and 2004, respectively, and $185,000 and $188,000 for the nine months ended September 30, 2005 and 2004, respectively.

A summary of property and equipment is as follows:

	September 30, 2005	December 31, 2004
Furniture and equipment	$ 475,567	$ 305,687
Computer equipment	1,118,257	1,026,394
Computer software	448,672	432,285
Telephone systems	69,917	44,167
Leasehold improvements	511,786	470,679
Less: accumulated depreciation	(1,279,086)	(1,094,131)
	$ 1,345,113	$ 1,185,081

Amortization of Intangible Assets

Intangible assets consist of non-competition agreements, renewal lists, restrictive covenants and goodwill. Intangible assets are stated at cost. Effective January 1, 2002, the Company adopted the Financial Accounting Standards Board s (FASB) Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets . SFAS requires that goodwill and certain intangibles with indefinite lives no longer be amortized, but instead tested for impairment at least annually. The non-competition agreements were amortized on a straight-line basis varying from 2 1/2 years to 5 years. Amortization expense was $32,000 and $32,000 for the three months ended September 30, 2005 and 2004, respectively, and was $97,000 and $32,000 for the nine months ended September 30, 2005 and 2004, respectively.

Losses and Loss Adjustment Expenses

The estimated liabilities for losses and loss adjustment expenses (LAE) include the accumulation of estimates for losses for claims reported prior to the balance sheet dates (case reserves), estimates (based upon actuarial analysis of historical data) of losses for claims incurred but not reported and for the development of case reserves to ultimate values, and

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estimates of expenses for investigating, adjusting and settling all incurred claims. Amounts reported are estimates of the ultimate costs of settlement, net of estimated salvage and subrogation. These estimated liabilities are subject to the outcome of future events, such as changes in medical and repair costs as well as economic and social conditions that impact the settlement of claims. Management believes that, given the inherent variability in any such estimates, the aggregate reserves are within a reasonable and acceptable range of adequacy. The methods of making such estimates and for establishing the resulting reserves are reviewed and updated quarterly. Any adjustments are reflected in current operations.

A summary of unpaid losses and loss adjustment expenses, net of reinsurance ceded, is as follows:

	September 30, 2005	December 31, 2004
Case basis	$ 1,807,660	$ 1,650,429
IBNR	2,068,931	1,546,258
Total	$ 3,876,591	$ 3,196,687

Reinsurance

In the normal course of business, the Company seeks to reduce its overall risk levels by obtaining reinsurance from other insurance enterprises or reinsurers. Reinsurance premiums and reserves on reinsured business are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts.

Reinsurance contracts do not relieve the Company from its obligations to policyholders. The Company periodically reviews the financial condition of its reinsurers to minimize its exposure to losses from reinsurer insolvencies. Reinsurance assets include balances due from other insurance companies under the terms of reinsurance agreements. Amounts applicable to ceded unearned premiums, ceded loss payments and ceded claims liabilities are reported as assets in the accompanying balance sheets. The Company believes the fair value of its reinsurance recoverables approximates their carrying amounts.

The impact of reinsurance on the statements of operations for the period ended September 30 is as follows:

	Three Months		Nine Months	
	2005	2004	2005	2004
Premiums written:				
Direct	15,043,137	7,188,610	35,620,519	23,525,816
Assumed	143,144		143,144	
Ceded	10,258,321	4,843,586	24,279,794	16,029,472
Net	**4,927,960**	**2,345,024**	**11,483,869**	**7,496,344**
Premiums earned:				
Direct	10,892,520	7,640,434	28,081,881	21,230,792
Assumed	35,376		35,376	
Ceded	7,423,736	5,211,566	19,091,258	14,563,539
Net	**3,504,159**	**2,428,868**	**9,025,999**	**6,667,253**
Losses and loss adjustment expenses incurred:				
Direct	7,643,616	5,966,968	19,805,193	17,099,080
Assumed	6,000		6,000	
Ceded	5,351,147	4,176,878	13,864,271	11,977,032
Net	**2,298,470**	**1,790,091**	**5,946,922**	**5,122,048**

The impact of reinsurance on the balance sheets as of September 30 is as follows:

	September 30, 2005	September 30, 2004
Unpaid losses and loss adjustment		
Direct	12,921,971	10,311,770
Assumed		
Ceded	9,045,380	7,218,239
Net	**3,876,591**	**3,093,531**
Unearned premiums:		
Direct	15,371,826	8,156,616
Assumed	107,786	
Ceded	10,480,366	5,514,134
Net	**4,999,228**	**2,642,482**

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The Company received $2,667,164 and $6,312,746 in commissions on premiums ceded during the three and nine months period ended September 30, 2005, respectively. Had all of the Company s reinsurance agreements been cancelled at September 30, 2005, the Company would have returned $2,724,895 in reinsurance commissions to its reinsurers and its reinsurers would have returned $10,480,366 in unearned premiums to the Company.

Contingent Reinsurance Commission

The Company s reinsurance contract provides ceding commissions for premiums written which are subject to adjustment. The amount of ceding commissions, net of adjustments, is determined by the loss experience for the reinsurance agreement term. The reinsurers provide commissions on a sliding scale with maximum and minimum achievable levels. The reinsurers pays the Company with the provisional commissions, before adjustment. The Company adjusts the commissions based on the current loss experience for the policy year premiums. This results in establishing a liability for the excess of provisional commissions retained compared to amounts recognized, which is subject to variation until the ultimate loss experience is determinable.

Stock-Based Compensation

The Company s 2000 Stock Option Plan provides for the granting of stock options to officers, key employees, valued directors, consultants, independent contractors and other agents at the discretion of the Board of Directors. Options become exercisable at various dates and are issued with exercise prices no less than the Fair Market Value of the Common Stock at the time of the grant (or in the case of a ten-percent-or-greater stockholder, 110 percent of Fair Market Value.)

The aggregate number of common shares authorized under the plan is currently 5,000,000. Prior to the merger with AssuranceAmerica Corporation, a Georgia corporation, the Company had issued options to purchase 948,918 shares of common stock and the Company had issued options to purchase 1,300,000 shares of common stock. In connection with such merger, the outstanding options to purchase shares of AssuranceAmerica common stock were exchanged on a one-for-one basis for options to purchase shares of the Company s common stock under the Company s 2000 Stock Option Plan.

A summary of all employee stock option activity during the nine months ending September 30 follows:

	2005		2004	
Options Outstanding	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
January 1	3,302,918	$ 1.45	2,238,918	$ 1.93
Add (deduct):				
Granted				
Exercised	(180,000)	$ 0.25		
Cancelled	(270,000)	$ 0.25		
March 31	2,852,918	$ 1.64	2,238,918	$ 1.93
Add (deduct):				
Granted	1,154,150	$ 0.77	200,000	$ 0.50
Exercised				
Cancelled	(319,000)	$ 2.63		
June 30	3,688,068	$ 1.28	2,438,918	$ 1.81
Add (deduct):				
Granted	967,400	$ 0.86	450,000	$ 0.50
Exercised	(12,000)	$ 0.25	(6,000)	$ (0.25)
Cancelled	(161,260)	$ 0.69		

September 30	4,482,208	$ 1.21	2,882,918	$ 1.61
Exercisable, September 30	1,108,518	$ 2.92	1,193,218	$ 3.40

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The following employee stock options were outstanding or exercisable as of September 30, 2005:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
< $1.00	3,912,290	4.30 years	$0.61	538,600	$0.31
$1.00 < $3.00					
$3.00 < $4.00					
$4.00 < $5.00					
$5.00 < $6.50	569,918	0.77 years	$5.38	569,918	$5.38
	4,482,208	3.85 years	$1.21	1,108,518	$2.92

The Company has adopted SFAS No. 123, Accounting for Stock-Based Compensation (SFAS 123 .) The provisions of SFAS 123 allow companies to either expense the estimated fair value of stock options awarded or to continue to follow the intrinsic value method set forth in Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25 ,) but disclose the pro forma effects on net income had the fair value of the options been expensed. The Company has elected to apply APB No. 25 in accounting for its stock option plan, including stock awards to non-employee directors.

	For the three months ending September 30,		For the nine months ending September 30,	
	2005	2004	2005	2004
Net income (loss) as reported	$ 645,211	$ (166,108)	$ 1,460,928	$ (66,339)
Compensation effect	(194,703)	(27,129)	(238,526)	(52,121)
Pro forma net income (loss)	$ 450,508	$ (193,237)	$ 1,222,402	$ (118,460)
Basic and diluted net income attributable to common stockholders				
As reported Basic	0.013	(0.004)	0.029	0.001
Pro forma Basic	0.009	(0.004)	0.024	0.003
As reported Diluted	0.010	(0.004)	0.023	0.001
Pro forma Diluted	0.007	(0.004)	0.019	0.003

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax-credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company has established a 100% valuation allowance for its net deferred tax assets due to the uncertainty regarding the realization of these deferred income tax assets, including its net operating loss carry-forwards.

The Company has loss carry-forwards that may be offset against future taxable income and tax credits that may be used against future income taxes. If not used, the carry-forwards will expire in varying amounts between the year 2015 and December 31, 2023. The loss carry-forwards at December 31, 2004 were approximately $4,121,000. Utilization of the net operating losses carried forward will be limited under Section 382 of the Internal Revenue Code as the Company experienced an ownership change greater than 50%. Accordingly, certain net operating losses may not be realizable in future years due to this limitation.

Cash Flows

For the purpose of the statements of cash flows, the Company considers cash demand deposits, money market accounts and bank certificates of deposit with a remaining maturity of less than three months to be cash and cash equivalents. The Company recorded one material non-cash event during the first nine months of the year to record the acquisition of Cannon Insurance Agency, Inc and E&S Insurance Services. This acquisition was valued at $2,160,000, as noted in the Business Combination footnote.

Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles 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. The Company s liability for unpaid losses and loss adjustment expenses (an estimate of the ultimate cost to settle claims both reported and unreported), 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, management believes that this liability is adequate. Estimates are reviewed regularly and adjusted as necessary. Such

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adjustments are reflected in current operations.

In addition, the realization of the Company s 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.

Risk

The following is a description of the most significant risks facing the Company and how it mitigates 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. The Company attempts to mitigate this risk by monitoring proposed regulatory legislation and by assessing the impact of new laws. As the Company writes business only in four states, it is more exposed to this risk than some of its more geographically balanced competitors.

(II) CREDIT RISK the risk that issuers of securities owned by the Company will default or that other parties, including reinsurers to whom business is ceded, which owe the Company money, will not pay. The Company attempts 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.

(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.

Concentration of Risk

The Company operates in Alabama, Florida, Georgia and South Carolina and is dependent upon the economy in those states. Automobiles insured through the Carrier are principally in Alabama, South Carolina and Georgia. Premium increases generally must be approved by state insurance commissioners.

Regulatory Requirements and Restrictions

To retain its certificate of authority, the South Carolina Insurance Code requires that the Carrier maintain capital and surplus at a minimum of $3.0 million. At September 30, 2005, the Carrier s capital and surplus was approximately $6.4 million. The Carrier is required to adhere to a prescribed net premium-to-surplus ratio. At September 30, 2005, the Carrier was in compliance with this requirement.

Under the South Carolina Insurance Code, the Carrier must receive prior regulatory approval to pay a dividend in an amount exceeding ten percent (10%) of policyholder surplus or net income, minus realized capital gains, whichever is greater.

The Company is required to comply with the NAIC risk-based capital (RBC) requirements. RBC is a method of measuring the amount of capital appropriate for an insurance company to support its overall business operations in light of its size and risk profile. NAIC s RBC standards are used by regulators to determine appropriate regulatory actions relating to insurers which show signs of weak or deteriorating condition and are evaluated on an least an annual basis at the end of each year. As of December 31, 2004, based upon calculations using the appropriate NAIC formula, the carrier total adjusted capital is in excess of ratios which would require any form of regulatory action.

Long-Term Debt

The Company has various notes payable to related parties totaling to $5,891,960 at September 30, 2005.

The annual maturities of principal payable on long-term debt as of September 30 are as follows:

	Amount
2005	300,000
2006	1,459,333

2007	1,459,334
2008	1,000,000
2009	1,000,000
Thereafter	673,293
	$ 5,891,960

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The Company s debt consists primarily of unsecured promissory notes payable to its Chairman and its Chief Executive Officer. The promissory notes provide for the repayment of principal beginning in December 2004 in an amount equal to the greater of $1.1 million or an amount equal to 25% of the Company s net income after tax, plus non-cash items, less working capital. However, the promissory notes also permit the Company to postpone any and all payments under the promissory notes without obtaining the consent of, and without giving notice or paying additional consideration. As a result of the acquisition of the Georgia agency in 2004, the Company also has an unsecured promissory note payable to a Senior Vice President of the Company. The promissory note carries an interest rate of 8% and provides for the repayment of principal in three equal installments beginning August 2005.

Defined Contribution Plan

The Company s employees participate in the AssuranceAmerica 401(k) defined contribution retirement plan. Under the plan, the Company can elect to make discretionary contributions. The company did not make contributions in 2005 or 2004. The plan currently does not match employee contributions. The eligibility requirements are 21 years of age, 6 months of service and full time employment.

Business Combination

As reported in the Form 8-K filed by AssuranceAmerica Corporation, on January 18, 2005, the Company acquired Cannon Insurance Agency, Inc. and E&S Insurance Services, Inc. (the Seller) pursuant to an Asset Purchase Agreement (the Agreement) with Trustway Insurance Agencies, LLC, the Seller and Steve Speir. The Company acquired the Seller as part of management s strategy to increase its agency operation through acquisitions. Pursuant to the Agreement, as consideration for the purchased assets, the Company issued to the Seller an aggregate of 3,600,000 shares of the Company s common stock. For purposes of the acquisition, management valued the common stock at $0.60 per share based upon the fair market value of the Company s shares as of the closing date.

Preferred Stock

During the first quarter of 2005, the Company issued 40,000 shares of its Series A Convertible Preferred Stock for an aggregate consideration of $200,000. During the second quarter of 2005, the Company issued 800,000 shares of its Series A Convertible Preferred Stock for an aggregate consideration of $4,000,000. The Series A Convertible Stock pays a semi-annual dividend of $0.20 per share. Each share of preferred stock is convertible into ten shares of common stock.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Financial Condition

Investments and cash as of September 30, 2005, increased $4.2 million over investments and cash as of December 31, 2004. The increase was due in part to cash proceeds from the Series A Convertible Preferred Stock sales and in part to improved operating cash flows provided from the continued growth of Carrier and the Agencies. Operating cash flows from the Agencies for the first nine months include profits from agencies acquired from Thomas Cook Holding Company in August 2004 and Cannon Insurance Agency and E&S Insurance Services in January 2005. The Company s investments of $11.5 million are in money market accounts, certificates of deposit, a US Treasury Note and a US Treasury bill. Management believes the trade-off between higher yields and risk avoidance is appropriate for an early growth company.

Premiums receivable as of September 30, 2005, increased $6.6 million compared to December 31, 2004. The balance represents amounts due from Carrier s insureds and the increase is directly attributable to the increase in the Carrier s premium writings over the past nine months. The Company s policy is to write off receivable balances immediately upon cancellation or expiration, and the Company does not consider an allowance for doubtful accounts to be necessary.

Reinsurance recoverable as of September 30, 2005, increased $2.0 million, to $12.6 million. The increase is directly related to the Carrier s continued growth. Carrier maintains a quota-share reinsurance treaty with its reinsurers in which it cedes 70% of both premiums and losses. The $12.6 million represents the reinsurers portion of losses and loss adjustment expense, both paid and unpaid. All amounts are considered current.

Prepaid reinsurance premiums as of September 30, 2005, increased $5.2 million compared to December 31, 2004. The increase results from the Carrier s continued growth, and represents premiums ceded to its reinsurers which have not

been fully earned.

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Property and equipment, net of depreciation, increased $0.16 million as of September 30, 2005. The majority of the increase is attributable to the purchase of computer software and hardware at its corporate headquarters and furniture and leasehold improvements in its agencies.

Other receivables as of September 30, 2005 increased $1.5 million to $1.7 million compared to December 31, 2004. The balances represent Agencies receivables from insurance carriers for direct bill commissions and balances due to the MGA from insurance carriers for amounts owed in accordance with the terms of its managing general agency agreements. The increase in the Agencies receivables is directly attributable to the increase in direct bill Commissions from carriers as we transition more business from an agency bill basis to a direct bill basis. Policies issued under a direct bill basis traditionally have higher renewal rates than policies issued on an agency bill basis. The increase in the MGA receivables is directly attributable to increases in business placed by the MGA in the state of Florida on behalf of a non-affiliated insurer.

Deferred acquisition costs increased $0.35 million at September 30, 2005, compared to December 31, 2004. The increase results from the Carrier s continued growth. The amount represents agents commission and other variable expenses associated with acquiring the insurance policies that are being deferred to coincide with the earnings of the related policy premiums.

Intangible assets as of September 30, 2005, increased $2.1 million compared to the balance as of December 31, 2004. This increase is directly related to the Company s acquisition of an insurance agency in Georgia.

Accounts payable and accrued expense as of September 30, 2005, increased $1.6 million to $4.5 million. $1.0 million of the balance represents the Company s liability for premium taxes, an increase of $0.4 million from year-end. The majority of the balance of the increase represents commissions payable to the company agents, accruals for associate performance incentives and other expenses accrued but not paid.

Unearned premium as of September 30, 2005 increased $7.6 million compared to December 31, 2004, and represents premiums written but not earned. This is directly attributable to the increase in the Carrier s premium writings over the last nine months.

Unpaid losses and loss adjustment expenses increased $2.3 million as of September 30, 2005, compared to December 31, 2004. This amount represents management estimates of future amounts needed to pay claims and related expenses and the increase is the result of Carrier s writings and anticipated future losses.

Reinsurance payable as of September 30, 2005 increased $4.4 million, compared to the balance at December 31, 2004. The amount represents premiums owed to the Company s reinsurers. Carrier maintains a quota-share reinsurance treaty with its reinsurers in which it cedes 70% of both premiums and losses. The increase is directly attributable to the increase in the Carrier s premium writings over the last nine months.

Provisional commission reserves represent the difference between our minimum ceding commission and the provisional amount paid by the reinsurers. These balances as of September 30, 2005 increased $0.1 million, compared to the balance at December 31, 2004. The increase is related to increases in the Carrier writings.

Liquidity and Capital Resources

Net cash provided by operating activities for the nine months ended September 30, 2005, was $2.1 million compared to net cash provided by operating activities of $2.6 for the same period of 2004.

Investing activities for the nine month period ended September 30, 2005 consisted of the purchase leasehold improvements, property and equipment in the amount of $0.3 million in our headquarters and in the Agencies and the purchases of certificates of deposit necessary to comply with various Department of Insurance requirements for issuance of Certificates of Authority.

Financing activities for the nine month period ended September 30, 2005 included the issuance of preferred stock resulting in additional capital of $4.2 million. Dividends were paid to preferred shareholders during the period in the amount of $0.3 million. Debt repayments for the nine month period ending September 30 were $1.5 million.

The Company s liquidity and capital needs have been met in the past through premium, commission and fee income, loans from its Chairman and its Chief Executive Officer of the Company and a Senior Vice President of the Company and issuance of its Series A Convertible Preferred Stock. The Company s debt consists of unsecured promissory notes payable to its Chairman, its Chief Executive Officer, and a Senior Vice President of the Company. The promissory notes carry an interest rate of 8% per annum and provide for the repayment of principal in December. During the first

quarter of 2005, the Company issued 40,000 shares of its Series A Convertible Preferred Stock for an aggregate consideration of $0.2 million. During the second quarter of 2005, the Company issued 800,000 shares of its Series A Convertible Preferred Stock for an aggregate

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consideration of $4.0 million. The Series A Convertible Stock pays a semi-annual dividend of $0.20 per share.

The growth of the Company has and will continue to strain its liquidity and capital resources. The Carrier is required by the state of South Carolina to maintain minimum Capital and Surplus of $3.0 million. As of September 30, 2005, Carrier s Capital and Surplus was approximately $6.4 million.

Results of Operations

The Company reported net income of $0.8 million and $1.8 million for the three and nine month periods ended September 30, 2005, respectively, compared to a net loss of $0.1 million for the three month period ended September 30, 2004 and a net loss of $0.1 million for the nine month period ended September 30, 2004.

The Company s 2005 improved results are primarily due to improved loss and loss adjustment expenses (Loss Ratio) in the Carrier. The Carrier s actual Loss Ratio for the nine months ended September 30, 2005 was 66% compared to 77% for the nine months ended September 30, 2004. Commission income for the nine months ended September 30, also improved year over year by 52%. This is in part due to improvements in organic Agency production as well as the added commission income streams from the two Georgia agency acquisitions in August 2004 and January 2005.

Gross premiums written for the nine month period ended September 30, 2005, were $35.8 million. In the comparable period for 2004, the Carrier recorded $23.5 million in written premiums. The Company cedes approximately 70% of its gross premiums written to its reinsurers and the amount ceded for the nine months ended September 30, 2005, was $24.2 million. The Company s net earned premium, after deducting reinsurance, was $9.0 million for the nine month period ended September 30, 2005 and compares to $6.7 million for the same period in 2004. The Company s net earned premium, after deducting reinsurance, was $3.5 million for the three month period ended September 30, 2005 and compares to $2.4 million for 2004.

Commission income for the three and nine month periods ended September 30, 2005 increased compared to comparable periods ended September 30, 2004, by $2.0 million and $4.2 million, respectively. The Carrier pays MGA commission on the 30% of premium which the Carrier retains and is subsequently eliminated upon consolidation. The amount eliminated was $1.2 million and $2.7 million for the three and nine month periods ended September 30, 2005, respectively. Agencies receive commissions from the carriers whose policies they sell. Commission rates vary between carriers and are applied to written premium to determine commission income.

Managing general agent fees for the three and nine month periods ended September 30, 2005, were $1.6 million and $3.9 million, respectively, or increases of $0.8 million and $1.3 million, respectively, when compared to the same periods of 2004. Increases in the number of policies sold are the largest contributing factor.

Other fee income decreased $0.02 million and $0.1 million for the three and nine month periods ended September 30, 2005 compared to the same periods in 2004. Agencies collect fees for various services performed and for additional products sold to insureds. As Agencies have begun to write more direct bill policies, increasing policy renewals and related commissions, fee income is reduced.

After making deductions for the effect of reinsurance, losses and loss adjustment expenses were $2.3 million and $5.9 million for the three and nine month periods ended September 30, 2005. As a percentage of earned premiums, this amount decreased for the three and nine month periods ended September 30, 2005 when compared with the same periods in 2004. The amount represents actual payments made and changes in estimated future payments to be made to or on behalf of its policyholders, including the expenses associated with settling claims.

Other operating expenses, including selling, general and administrative, depreciation and amortization, and interest increased $2.5 million and $5.1 million for the three and nine month periods ended September 30, 2005, respectively, when compared to the same period of 2004. These increases are associated with the growth of the Carrier and related operations. The Carrier and MGA experience proportionate increases in selling costs as the premiums written increase. Agencies increased costs reflect the operating expenses of the acquired agencies. These acquisitions were made in August 2004 and January 2005.

ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company s Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures in accordance with Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934 (the Exchange Act .) Based on this evaluation, the Company s Chief Executive Officer and Chief Financial Officer

have concluded that the Company s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and are effective to ensure that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commissions rules and forms.

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There were no significant changes in the Company s internal controls or in other factors that could significantly affect those controls subsequent to the date of their evaluation.

There were no changes in the Company s internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

ASSURANCEAMERICA CORPORATION

By: /s/ Lawrence Stumbaugh
Lawrence Stumbaugh
President and CEO

Date: November 14, 2005
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