

HALLMARK FINANCIAL SERVICES INC  
Form 10-Q  
May 07, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2015

Commission file number 001-11252

**Hallmark Financial Services, Inc.**

(Exact name of registrant as specified in its charter)

Nevada 87-0447375  
(State or other jurisdiction of (I.R.S. Employer  
Incorporation or organization) Identification No.)

777 Main Street, Suite 1000, Fort Worth, Texas 76102  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (817) 348-1600

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☒  
Non-accelerated filer ☐ Smaller reporting company ☐

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock, par value \$.18 per share – 19,275,695 shares outstanding as of May 7, 2015.

PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

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**Hallmark Financial Services, Inc. and Subsidiaries****Consolidated Balance Sheets**

(\$ in thousands, except par value )

|                                                                                                    | March 31,<br>2015<br>(unaudited) | December 31,<br>2014 |
|----------------------------------------------------------------------------------------------------|----------------------------------|----------------------|
| <b>ASSETS</b>                                                                                      |                                  |                      |
| Investments:                                                                                       |                                  |                      |
| Debt securities, available-for-sale, at fair value (cost: \$466,976 in 2015 and \$450,770 in 2014) | \$ 467,057                       | \$ 450,785           |
| Equity securities, available-for-sale, at fair value (cost: \$28,120 in 2015 and \$25,360 in 2014) | 65,466                           | 56,444               |
| Total investments                                                                                  | 532,523                          | 507,229              |
| Cash and cash equivalents                                                                          | 130,451                          | 130,985              |
| Restricted cash                                                                                    | 9,803                            | 11,914               |
| Ceded unearned premiums                                                                            | 55,123                           | 53,376               |
| Premiums receivable                                                                                | 82,124                           | 71,003               |
| Accounts receivable                                                                                | 1,839                            | 3,141                |
| Receivable for securities                                                                          | 1,291                            | 932                  |
| Reinsurance recoverable                                                                            | 110,298                          | 109,719              |
| Deferred policy acquisition costs                                                                  | 21,130                           | 20,746               |
| Goodwill                                                                                           | 44,695                           | 44,695               |
| Intangible assets, net                                                                             | 16,810                           | 17,427               |
| Prepaid expenses                                                                                   | 4,063                            | 1,823                |
| Other assets                                                                                       | 7,524                            | 7,879                |
| Total assets                                                                                       | \$ 1,017,674                     | \$ 980,869           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                        |                                  |                      |
| Liabilities:                                                                                       |                                  |                      |
| Subordinated debt securities                                                                       | \$ 56,702                        | \$ 56,702            |
| Reserves for unpaid losses and loss adjustment expenses                                            | 422,605                          | 415,135              |
| Unearned premiums                                                                                  | 202,251                          | 196,826              |
| Reinsurance balances payable                                                                       | 29,931                           | 26,403               |
| Pension liability                                                                                  | 2,573                            | 2,619                |
| Payable for securities                                                                             | 14,524                           | 1,321                |
| Federal income tax payable                                                                         | 3,413                            | 968                  |
| Deferred federal income taxes, net                                                                 | 4,576                            | 3,092                |
| Accounts payable and other accrued expenses                                                        | 19,381                           | 25,766               |
| Total liabilities                                                                                  | \$ 755,956                       | \$ 728,832           |

Commitments and Contingencies (Note 17)

Stockholders' equity:

|                                                                                                 |              |   |            |   |
|-------------------------------------------------------------------------------------------------|--------------|---|------------|---|
| Common stock, \$.18 par value, authorized 33,333,333; issued 20,872,831 shares in 2015 and 2014 | 3,757        |   | 3,757      |   |
| Additional paid-in capital                                                                      | 123,555      |   | 123,194    |   |
| Retained earnings                                                                               | 124,981      |   | 119,638    |   |
| Accumulated other comprehensive income                                                          | 21,853       |   | 17,801     |   |
| Treasury stock (1,654,443 shares in 2015 and 1,655,306 in 2014), at cost                        | (12,428      | ) | (12,353    | ) |
| Total stockholders' equity                                                                      | 261,718      |   | 252,037    |   |
|                                                                                                 | \$ 1,017,674 |   | \$ 980,869 |   |

The accompanying notes are an integral part of the consolidated financial statements

**Hallmark Financial Services, Inc. and Subsidiaries****Consolidated Statements of Operations**

(Unaudited)

(\$ in thousands, except per share amounts)

|                                     | Three Months Ended March 31, |            |
|-------------------------------------|------------------------------|------------|
|                                     | 2015                         | 2014       |
| Gross premiums written              | \$ 125,059                   | \$ 116,082 |
| Ceded premiums written              | (34,685 )                    | (33,161 )  |
| Net premiums written                | 90,374                       | 82,921     |
| Change in unearned premiums         | (3,678 )                     | (344 )     |
| Net premiums earned                 | 86,696                       | 82,577     |
| Investment income, net of expenses  | 2,845                        | 3,241      |
| Net realized gains                  | 584                          | 185        |
| Finance charges                     | 1,299                        | 1,384      |
| Commission and fees                 | 9                            | (290 )     |
| Other income                        | 17                           | 12         |
| Total revenues                      | 91,450                       | 87,109     |
| Losses and loss adjustment expenses | 56,090                       | 52,770     |
| Other operating expenses            | 25,914                       | 26,136     |
| Interest expense                    | 1,140                        | 1,152      |
| Amortization of intangible assets   | 617                          | 639        |
| Total expenses                      | 83,761                       | 80,697     |
| Income before tax                   | 7,689                        | 6,412      |
| Income tax expense                  | 2,346                        | 1,864      |
| Net income                          | 5,343                        | 4,548      |
| Net income per share:               |                              |            |
| Basic                               | \$ 0.28                      | \$ 0.24    |
| Diluted                             | \$ 0.28                      | \$ 0.23    |

The accompanying notes are an integral part of the consolidated financial statements



**Hallmark Financial Services, Inc. and Subsidiaries**

**Consolidated Statements of Comprehensive Income**

(Unaudited)

(\$ in thousands)

|                                                                            | Three Months Ended<br>March 31, |          |
|----------------------------------------------------------------------------|---------------------------------|----------|
|                                                                            | 2015                            | 2014     |
| Net income                                                                 | \$ 5,343                        | \$ 4,548 |
| Other comprehensive income (loss):                                         |                                 |          |
| Change in net actuarial gain                                               | 26                              | 40       |
| Tax effect on change in net actuarial gain                                 | (9 )                            | (14 )    |
| Unrealized holding gains (losses) arising during the period                | 7,069                           | (1,646 ) |
| Tax effect on unrealized holding gains (losses) arising during the period  | (2,474 )                        | 576      |
| Reclassification adjustment for gains included in net income               | (861 )                          | (185 )   |
| Tax effect on reclassification adjustment for gains included in net income | 301                             | 65       |
| Other comprehensive income (loss), net of tax                              | 4,052                           | (1,164 ) |
| Comprehensive income                                                       | \$ 9,395                        | \$ 3,384 |

The accompanying notes are an integral part of the consolidated financial statements

**Hallmark Financial Services, Inc. and Subsidiaries****Consolidated Statements of Stockholders' Equity**

(Unaudited)

(\$ in thousands)

|                                                                          | Three Months Ended<br>March 31, |                  |
|--------------------------------------------------------------------------|---------------------------------|------------------|
|                                                                          | 2015                            | 2014             |
| <b>Common Stock</b>                                                      |                                 |                  |
| Balance, beginning of period                                             | \$3,757                         | \$3,757          |
| Balance, end of period                                                   | 3,757                           | 3,757            |
| <b>Additional Paid-In Capital</b>                                        |                                 |                  |
| Balance, beginning of period                                             | 123,194                         | 122,827          |
| Equity based compensation                                                | 371                             | 110              |
| Stock options exercised                                                  | (10 )                           | -                |
| Balance, end of period                                                   | 123,555                         | 122,937          |
| <b>Retained Earnings</b>                                                 |                                 |                  |
| Balance, beginning of period                                             | 119,638                         | 106,209          |
| Net income                                                               | 5,343                           | 4,548            |
| Balance, end of period                                                   | 124,981                         | 110,757          |
| <b>Accumulated Other Comprehensive Income</b>                            |                                 |                  |
| Balance, beginning of period                                             | 17,801                          | 16,883           |
| Additional minimum pension liability, net of tax                         | 17                              | 26               |
| Net unrealized holding gains (losses) arising during period, net of tax  | 4,595                           | (1,070 )         |
| Reclassification adjustment for gains included in net income, net of tax | (560 )                          | (120 )           |
| Balance, end of period                                                   | 21,853                          | 15,719           |
| <b>Treasury Stock</b>                                                    |                                 |                  |
| Balance, beginning of period                                             | (12,353 )                       | (11,558 )        |
| Acquisition of treasury stock                                            | (287 )                          | -                |
| Stock options exercised                                                  | 212                             | -                |
| Balance, end of period                                                   | (12,428 )                       | (11,558 )        |
| <b>Total Stockholders' Equity</b>                                        | <b>\$261,718</b>                | <b>\$241,612</b> |

The accompanying notes are an integral part of the consolidated financial statements



**Hallmark Financial Services, Inc. and Subsidiaries****Consolidated Statements of Cash Flows**

(Unaudited)

(\$ in thousands)

|                                                                               | Three Months Ended March<br>31, |           |
|-------------------------------------------------------------------------------|---------------------------------|-----------|
|                                                                               | 2015                            | 2014      |
| Cash flows from operating activities:                                         |                                 |           |
| Net income                                                                    | \$ 5,343                        | \$ 4,548  |
| Adjustments to reconcile net income to cash provided by operating activities: |                                 |           |
| Depreciation and amortization expense                                         | 1,136                           | 844       |
| Deferred federal income taxes                                                 | (819 )                          | 239       |
| Net realized gains                                                            | (584 )                          | (185 )    |
| Share-based payments expense                                                  | 371                             | 110       |
| Change in ceded unearned premiums                                             | (1,747 )                        | (1,347 )  |
| Change in premiums receivable                                                 | (11,121 )                       | (1,625 )  |
| Change in accounts receivable                                                 | 1,302                           | (926 )    |
| Change in deferred policy acquisition costs                                   | (384 )                          | (266 )    |
| Change in unpaid losses and loss adjustment expenses                          | 7,470                           | 13,014    |
| Change in unearned premiums                                                   | 5,425                           | 1,691     |
| Change in reinsurance recoverable                                             | (579 )                          | (8,322 )  |
| Change in reinsurance balances payable                                        | 3,528                           | 24        |
| Change in current federal income tax payable                                  | 2,445                           | 1,086     |
| Change in all other liabilities                                               | (6,430 )                        | (2,690 )  |
| Change in all other assets                                                    | (1,647 )                        | (1,088 )  |
| Net cash provided by operating activities                                     | 3,709                           | 5,107     |
| Cash flows from investing activities:                                         |                                 |           |
| Purchases of property and equipment                                           | (456 )                          | (98 )     |
| Net transfers from restricted cash                                            | 2,111                           | 478       |
| Purchases of investment securities                                            | (26,735 )                       | (33,149 ) |
| Maturities, sales and redemptions of investment securities                    | 20,923                          | 39,289    |
| Net cash (used in) provided by investing activities                           | (4,157 )                        | 6,520     |
| Cash flows from financing activities:                                         |                                 |           |
| Proceeds from exercise of employee stock options                              | 202                             | -         |
| Purchase of treasury shares                                                   | (288 )                          | -         |
| Net cash used in financing activities                                         | (86 )                           | -         |

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|                                                  |            |   |            |
|--------------------------------------------------|------------|---|------------|
| (Decrease) increase in cash and cash equivalents | (534       | ) | 11,627     |
| Cash and cash equivalents at beginning of period | 130,985    |   | 141,666    |
| Cash and cash equivalents at end of period       | \$ 130,451 |   | \$ 153,293 |

Supplemental cash flow information:

|               |          |          |
|---------------|----------|----------|
| Interest paid | \$ 1,140 | \$ 1,152 |
|---------------|----------|----------|

|                   |        |        |
|-------------------|--------|--------|
| Income taxes paid | \$ 720 | \$ 539 |
|-------------------|--------|--------|

Supplemental schedule of non-cash investing activities:

|                                                                                                               |         |   |         |   |
|---------------------------------------------------------------------------------------------------------------|---------|---|---------|---|
| Change in receivable for securities related to investment disposals that settled after the balance sheet date | \$ (359 | ) | \$ (289 | ) |
|---------------------------------------------------------------------------------------------------------------|---------|---|---------|---|

|                                                                                                            |           |           |
|------------------------------------------------------------------------------------------------------------|-----------|-----------|
| Change in payable for securities related to investment purchases that settled after the balance sheet date | \$ 13,203 | \$ 12,109 |
|------------------------------------------------------------------------------------------------------------|-----------|-----------|

The accompanying notes are an integral part of the consolidated financial statements

## **Hallmark Financial Services, Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements (Unaudited)**

#### **1. General**

Hallmark Financial Services, Inc. (“Hallmark” and, together with subsidiaries, “we,” “us” or “our”) is an insurance holding company engaged in the sale of property/casualty insurance products to businesses and individuals. Our business involves marketing, distributing, underwriting and servicing our insurance products, as well as providing other insurance related services.

We pursue our business activities primarily through subsidiaries whose operations are organized into five business units that are supported by our insurance company subsidiaries. Our Standard Commercial P&C business unit handles commercial insurance products and services in the standard market. Our Workers Compensation business unit specializes in small and middle market workers compensation business. Our E&S Commercial business unit handles primarily commercial insurance products and services in the excess and surplus lines market. Our Hallmark Select business unit offers (i) general aviation insurance products and services, (ii) low and middle market commercial umbrella and excess liability insurance, (iii) medical professional liability insurance products and services, and (iv) satellite launch insurance products. Our Personal Lines business unit handles personal insurance products and services. Our insurance company subsidiaries supporting these business units are American Hallmark Insurance Company of Texas, Hallmark Insurance Company, Hallmark Specialty Insurance Company, Hallmark County Mutual Insurance Company, Hallmark National Insurance Company and Texas Builders Insurance Company.

These five business units are segregated into three reportable industry segments for financial accounting purposes. The Standard Commercial Segment includes our Standard Commercial P&C business unit and our Workers Compensation business unit. The Specialty Commercial Segment includes our E&S Commercial business unit and our Hallmark Select business unit, as well as certain specialty risk programs which are managed by Hallmark. The Personal Segment presently consists solely of our Personal Lines business unit.

#### **2. Basis of Presentation**

Our unaudited consolidated financial statements included herein have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and include our accounts and the accounts of our subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations of the Securities and Exchange Commission (“SEC”) for interim financial

reporting. These unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2014 included in our Annual Report on Form 10-K filed with the SEC.

The interim financial data as of March 31, 2015 and 2014 is unaudited. However, in the opinion of management, the interim data includes all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. The results of operations for the period ended March 31, 2015 are not necessarily indicative of the operating results to be expected for the full year.

### **Business Combinations**

We account for business combinations using the acquisition method of accounting pursuant to Accounting Standards Codification (“ASC”) 805, “Business Combinations.” The base cash purchase price plus the estimated fair value of any non-cash or contingent consideration given for an acquired business is allocated to the assets acquired (including identified intangible assets) and liabilities assumed based on the estimated fair values of such assets and liabilities. The excess of the fair value of the total consideration given for an acquired business over the aggregate net fair values assigned to the assets acquired and liabilities assumed is recorded as goodwill. Contingent consideration is recognized as a liability at fair value as of the acquisition date with subsequent fair value adjustments recorded in the consolidated statements of operations. The valuation of contingent consideration requires assumptions regarding anticipated cash flows, probabilities of cash flows, discount rates and other factors. Significant judgment is employed in determining the propriety of these assumptions as of the acquisition date and for each subsequent period. Accordingly, future business and economic conditions, as well as changes in any of the assumptions, can materially impact the amount of contingent consideration expense we record in any given period. Indirect and general expenses related to business combinations are expensed as incurred.

### **Income Taxes**

We file a consolidated federal income tax return. Deferred federal income taxes reflect the future tax consequences of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year end. Deferred taxes are recognized using the liability method, whereby tax rates are applied to cumulative temporary differences based on when and how they are expected to affect the tax return. Deferred tax assets and liabilities are adjusted for tax rate changes in effect for the year in which these temporary differences are expected to be recovered or settled.

### **Use of Estimates in the Preparation of the Financial Statements**

Our preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect our reported amounts of assets and liabilities and our disclosure of contingent assets and liabilities at the date of our consolidated financial statements, as well as our reported amounts of revenues and expenses during the reporting period. Refer to “Critical Accounting Estimates and Judgments” under Item 7 of our Annual Report on Form 10-K for

the year ended December 31, 2014 for information on accounting policies that we consider critical in preparing our consolidated financial statements. Actual results could differ materially from those estimates.

**Fair Value of Financial Instruments**

Fair value estimates are made at a point in time based on relevant market data as well as the best information available about the financial instruments. Fair value estimates for financial instruments for which no or limited observable market data is available are based on judgments regarding current economic conditions, credit and interest rate risk. These estimates involve significant uncertainties and judgments and cannot be determined with precision. As a result, such calculated fair value estimates may not be realizable in a current sale or immediate settlement of the instrument. In addition, changes in the underlying assumptions used in the fair value measurement technique, including discount rate and estimates of future cash flows, could significantly affect these fair value estimates.

Cash and Cash Equivalents: The carrying amounts reported in the balance sheet for these instruments approximate their fair values.

Restricted Cash: The carrying amount for restricted cash reported in the balance sheet approximates the fair value.

Subordinated Debt Securities: Our trust preferred securities have a carried value of \$56.7 million and a fair value of \$46.0 million as of March 31, 2015. The fair value of our trust preferred securities is based on discounted cash flows using a current yield to maturity of 8.0%, which is based on similar issues to discount future cash flows. Our trust preferred securities would be included in Level 3 of the fair value hierarchy if they were reported at fair value.

For reinsurance balances, premiums receivable, federal income tax payable, other assets and other liabilities, the carrying amounts approximate fair value because of the short maturity of such financial instruments.

### **Variable Interest Entities**

On June 21, 2005, we formed Hallmark Statutory Trust I (“Trust I”), an unconsolidated trust subsidiary, for the sole purpose of issuing \$30.0 million in trust preferred securities. Trust I used the proceeds from the sale of these securities and our initial capital contribution to purchase \$30.9 million of subordinated debt securities from Hallmark. The debt securities are the sole assets of Trust I, and the payments under the debt securities are the sole revenues of Trust I.

On August 23, 2007, we formed Hallmark Statutory Trust II (“Trust II”), an unconsolidated trust subsidiary, for the sole purpose of issuing \$25.0 million in trust preferred securities. Trust II used the proceeds from the sale of these securities and our initial capital contribution to purchase \$25.8 million of subordinated debt securities from Hallmark. The debt securities are the sole assets of Trust II, and the payments under the debt securities are the sole revenues of Trust II.

We evaluate on an ongoing basis our investments in Trust I and Trust II (collectively the “Trusts”) and have determined that we do not have a variable interest in the Trusts. Therefore, the Trusts are not included in our consolidated financial statements.

We are also involved in the normal course of business with variable interest entities (“VIE’s”) primarily as a passive investor in mortgage-backed securities and certain collateralized corporate bank loans issued by third party VIE’s. The

maximum exposure to loss with respect to these investments is the investment carrying values included in the consolidated balance sheets.

**New Accounting Pronouncements**

In May 2014, the FASB issued guidance which revises the criteria for revenue recognition. Insurance contracts are excluded from the scope of the new guidance. Under the guidance, the transaction price is attributed to underlying performance obligations in the contract and revenue is recognized as the entity satisfies the performance obligations and transfers control of a good or service to the customer. Incremental costs of obtaining a contract may be capitalized to the extent the entity expects to recover those costs. The guidance is effective for reporting periods beginning after December 15, 2016 and is to be applied retrospectively. The Company is in the process of evaluating the impact of adoption, which is not expected to be material to the Company's results of operations and financial position.

### 3. Business Combinations

Effective July 1, 2011, we acquired all of the issued and outstanding capital stock of TBIC Holding Corporation (“TBIC Holding”) for initial consideration of \$1.6 million paid in cash on July 1, 2011. In addition, a holdback purchase price of \$350 thousand was paid during the third quarter of 2012. A contingent purchase price of up to \$3.0 million may become payable following 16 full calendar quarters after closing based upon a formula contained in the acquisition agreement.

### 4. Fair Value

ASC 820 defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. ASC 820, among other things, requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. In addition, ASC 820 precludes the use of block discounts when measuring the fair value of instruments traded in an active market, which were previously applied to large holdings of publicly traded equity securities.

We determine the fair value of our financial instruments based on the fair value hierarchy established in ASC 820. In accordance with ASC 820, we utilize the following fair value hierarchy:

Level 1: quoted prices in active markets for identical assets;

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, inputs of identical assets for less active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument; and

Level 3: inputs to the valuation methodology that are unobservable for the asset or liability.

This hierarchy requires the use of observable market data when available.

Under ASC 820, we determine fair value based on the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy described above. Fair value measurements for assets and liabilities where

there exists limited or no observable market data are calculated based upon our pricing policy, the economic and competitive environment, the characteristics of the asset or liability and other factors as appropriate. These estimated fair values may not be realized upon actual sale or immediate settlement of the asset or liability.

Where quoted prices are available on active exchanges for identical instruments, investment securities are classified within Level 1 of the valuation hierarchy. Level 1 investment securities include common and preferred stock.

Level 2 investment securities include corporate bonds, collateralized corporate bank loans, municipal bonds, and U.S. Treasury securities for which quoted prices are not available on active exchanges for identical instruments. We use third party pricing services to determine fair values for each Level 2 investment security in all asset classes. Since quoted prices in active markets for identical assets are not available, these prices are determined using observable market information such as quotes from less active markets and/or quoted prices of securities with similar characteristics, among other things. We have reviewed the processes used by the pricing services and have determined that they result in fair values consistent with the requirements of ASC 820 for Level 2 investment securities. We have not adjusted any prices received from the third party pricing services.

In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within Level 3 of the valuation hierarchy. Level 3 investments are valued based on the best available data in order to approximate fair value. This data may be internally developed and consider risk premiums that a market participant would require. Investment securities classified within Level 3 include other less liquid investment securities.

There were no transfers between Level 1 and Level 2 securities during the periods presented.

The following table presents for each of the fair value hierarchy levels, our assets that are measured at fair value on a recurring basis at March 31, 2015 and December 31, 2014 (in thousands):

|                                                             | As of March 31, 2015                                                                      |                                            |                                     |          |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------|----------|
|                                                             | Quoted<br>Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level<br>1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total    |
| U.S. Treasury securities and obligations of U.S. Government | \$-                                                                                       | \$ 92,675                                  | \$ -                                | \$92,675 |
| Corporate bonds                                             | -                                                                                         | 31,858                                     | -                                   | 31,858   |
| Collateralized corporate bank loans                         | -                                                                                         | 112,702                                    | 187                                 | 112,889  |
| Municipal bonds                                             | -                                                                                         | 147,964                                    | 14,247                              | 162,211  |
| Mortgage-backed                                             | -                                                                                         | 67,424                                     | -                                   | 67,424   |
| Total debt securities                                       | -                                                                                         | 452,623                                    | 14,434                              | 467,057  |
| Total equity securities                                     | 65,466                                                                                    | -                                          | -                                   | 65,466   |

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|                                  |          |            |           |           |
|----------------------------------|----------|------------|-----------|-----------|
| Total debt and equity securities | \$65,466 | \$ 452,623 | \$ 14,434 | \$532,523 |
|----------------------------------|----------|------------|-----------|-----------|

As of December 31, 2014

|                                                                                           |                                            |                                     |       |
|-------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------|-------|
| Quoted<br>Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level<br>1) | Other<br>Observable<br>Inputs<br>(Level 2) | Unobservable<br>Inputs<br>(Level 3) | Total |
|-------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------|-------|

|                                                             |          |            |           |           |
|-------------------------------------------------------------|----------|------------|-----------|-----------|
| U.S. Treasury securities and obligations of U.S. Government | \$-      | \$ 93,305  | \$ -      | \$93,305  |
| Corporate bonds                                             | -        | 29,442     | -         | 29,442    |
| Collateralized corporate bank loans                         | -        | 113,402    | 247       | 113,649   |
| Municipal bonds                                             | -        | 147,978    | 14,351    | 162,329   |
| Mortgage-backed                                             | -        | 52,060     | -         | 52,060    |
| Total debt securities                                       | -        | 436,187    | 14,598    | 450,785   |
| Total equity securities                                     | 56,444   | -          | -         | 56,444    |
| Total debt and equity securities                            | \$56,444 | \$ 436,187 | \$ 14,598 | \$507,229 |

Due to significant unobservable inputs into the valuation model for certain municipal bonds and a collateralized corporate bank loan in illiquid markets, we classified these investments as Level 3 in the fair value hierarchy. We used an income approach in order to derive an estimated fair value of the municipal bonds classified as Level 3, which included inputs such as expected holding period, benchmark swap rate, benchmark discount rate and a discount rate premium for illiquidity. The fair value of the collateralized corporate bank loan classified as Level 3 is based on discounted cash flows using current yield to maturity of 9.0%, which is based on the relevant spread over LIBOR for this particular loan to discount future cash flows. Significant changes in the unobservable inputs in the fair value measurement of our municipal bonds and collateralized corporate bank loan could result in a significant change in the fair value measurement.

The following table summarizes the changes in fair value for all financial assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended March 31, 2015 and 2014 (in thousands):

|                                                        |           |
|--------------------------------------------------------|-----------|
| Beginning balance as of January 1, 2015                | \$ 14,598 |
| Sales                                                  | -         |
| Settlements                                            | (59 )     |
| Purchases                                              | -         |
| Issuances                                              | -         |
| Total realized/unrealized gains included in net income | -         |
| Net losses included in other comprehensive income      | (105 )    |
| Transfers into Level 3                                 | -         |
| Transfers out of Level 3                               | -         |
| Ending balance as of March 31, 2015                    | \$ 14,434 |
| Beginning balance as of January 1, 2014                | \$ 17,517 |
| Sales                                                  | -         |
| Settlements                                            | (82 )     |
| Purchases                                              | -         |
| Issuances                                              | -         |
| Total realized/unrealized gains included in net income | -         |
| Net gains included in other comprehensive income       | 67        |
| Transfers into Level 3                                 | -         |
| Transfers out of Level 3                               | -         |
| Ending balance as of March 31, 2014                    | \$ 17,502 |

## 5. Investments

The amortized cost and estimated fair value of investments in debt and equity securities by category is as follows (in thousands):



|                                                             | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|-------------------------------------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| As of March 31, 2015                                        |                   |                              |                               |               |
| U.S. Treasury securities and obligations of U.S. Government | \$ 92,292         | \$ 383                       | \$ -                          | \$ 92,675     |
| Corporate bonds                                             | 31,093            | 824                          | (59 )                         | 31,858        |
| Collateralized corporate bank loans                         | 114,385           | 572                          | (2,068 )                      | 112,889       |
| Municipal bonds                                             | 162,088           | 2,362                        | (2,239 )                      | 162,211       |
| Mortgage-backed                                             | 67,118            | 391                          | (85 )                         | 67,424        |
| Total debt securities                                       | 466,976           | 4,532                        | (4,451 )                      | 467,057       |
| Total equity securities                                     | 28,120            | 37,646                       | (300 )                        | 65,466        |
| Total debt and equity securities                            | \$ 495,096        | \$ 42,178                    | \$ (4,751 )                   | \$ 532,523    |
| As of December 31, 2014                                     |                   |                              |                               |               |
| U.S. Treasury securities and obligations of U.S. Government | \$ 93,280         | \$ 29                        | \$ (4 )                       | \$ 93,305     |
| Corporate bonds                                             | 28,643            | 884                          | (85 )                         | 29,442        |
| Collateralized corporate bank loans                         | 115,358           | 206                          | (1,915 )                      | 113,649       |
| Municipal bonds                                             | 161,546           | 2,384                        | (1,601 )                      | 162,329       |
| Mortgage-backed                                             | 51,943            | 487                          | (370 )                        | 52,060        |
| Total debt securities                                       | 450,770           | 3,990                        | (3,975 )                      | 450,785       |
| Total equity securities                                     | 25,360            | 31,086                       | (2 )                          | 56,444        |
| Total debt and equity securities                            | \$ 476,130        | \$ 35,076                    | \$ (3,977 )                   | \$ 507,229    |

Major categories of net realized gains (losses) on investments are summarized as follows (in thousands):

|                                                             | Three Months Ended March<br>31, |        |
|-------------------------------------------------------------|---------------------------------|--------|
|                                                             | 2015                            | 2014   |
| U.S. Treasury securities and obligations of U.S. Government | \$ -                            | \$ -   |
| Corporate bonds                                             | -                               | 154    |
| Collateralized corporate bank loans                         | 18                              | 59     |
| Municipal bonds                                             | (26 )                           | (28 )  |
| Mortgage-backed                                             | 187                             | -      |
| Equity securities                                           | 682                             | -      |
| Gain on investments                                         | 861                             | 185    |
| Other-than-temporary impairments                            | (277 )                          | -      |
| Net realized gains                                          | \$ 584                          | \$ 185 |



We realized gross gains on investments of \$0.9 million and \$0.2 million during the three months ended March 31, 2015 and 2014, respectively. We realized gross losses on investments of \$28 thousand for both the three months ended March 31, 2015 and 2014, respectively. We recorded proceeds from the sale of investment securities of \$1.6 million and \$11.3 million during the three months ended March 31, 2015 and 2014, respectively. Realized investment gains and losses are recognized in operations on the specific identification method.

The following schedules summarize the gross unrealized losses showing the length of time that investments have been continuously in an unrealized loss position as of March 31, 2015 and December 31, 2014 (in thousands):

|                                                             | As of March 31, 2015 |                   |                       |                   |            |                   |
|-------------------------------------------------------------|----------------------|-------------------|-----------------------|-------------------|------------|-------------------|
|                                                             | 12 months or less    |                   | Longer than 12 months |                   | Total      |                   |
|                                                             | Fair Value           | Unrealized Losses | Fair Value            | Unrealized Losses | Fair Value | Unrealized Losses |
| U.S. Treasury securities and obligations of U.S. Government | \$-                  | \$ -              | \$ -                  | \$ -              | \$-        | \$ -              |
| Corporate bonds                                             | 17,069               | (59 )             | -                     | -                 | 17,069     | (59 )             |
| Collateralized corporate bank loans                         | 35,468               | (373 )            | 11,074                | (1,695 )          | 46,542     | (2,068 )          |
| Municipal bonds                                             | 54,473               | (1,957 )          | 4,113                 | (282 )            | 58,586     | (2,239 )          |
| Mortgage-backed                                             | 17,603               | (85 )             | 7                     | -                 | 17,610     | (85 )             |
| Total debt securities                                       | 124,613              | (2,474 )          | 15,194                | (1,977 )          | 139,807    | (4,451 )          |
| Total equity securities                                     | 4,030                | (300 )            | -                     | -                 | 4,030      | (300 )            |
| Total debt and equity securities                            | \$128,643            | \$ (2,774 )       | \$ 15,194             | \$ (1,977 )       | \$143,837  | \$ (4,751 )       |

|                                                             | As of December 31, 2014 |                   |                       |                   |            |                   |
|-------------------------------------------------------------|-------------------------|-------------------|-----------------------|-------------------|------------|-------------------|
|                                                             | 12 months or less       |                   | Longer than 12 months |                   | Total      |                   |
|                                                             | Fair Value              | Unrealized Losses | Fair Value            | Unrealized Losses | Fair Value | Unrealized Losses |
| U.S. Treasury securities and obligations of U.S. Government | \$15,005                | \$ (4 )           | \$ -                  | \$ -              | \$15,005   | \$ (4 )           |
| Corporate bonds                                             | 7,552                   | (85 )             | -                     | -                 | 7,552      | (85 )             |
| Collateralized corporate bank loans                         | 64,712                  | (824 )            | 8,898                 | (1,091 )          | 73,610     | (1,915 )          |
| Municipal bonds                                             | 50,546                  | (945 )            | 15,684                | (656 )            | 66,230     | (1,601 )          |
| Mortgage-backed                                             | 20,469                  | (365 )            | 2,966                 | (5 )              | 23,435     | (370 )            |
| Total debt securities                                       | 158,284                 | (2,223 )          | 27,548                | (1,752 )          | 185,832    | (3,975 )          |
| Total equity securities                                     | 129                     | (2 )              | -                     | -                 | 129        | (2 )              |
| Total debt and equity securities                            | \$158,413               | \$ (2,225 )       | \$ 27,548             | \$ (1,752 )       | \$185,961  | \$ (3,977 )       |

At March 31, 2015, the gross unrealized losses more than twelve months old were attributable to 18 debt security positions. At December 31, 2014, the gross unrealized losses more than twelve months old were attributable to 24 debt security positions. We consider these losses as a temporary decline in value as they are predominately on bonds that we do not intend to sell and do not believe we will be required to sell prior to recovery of our amortized cost basis. We see no other indications that the decline in values of these securities is other-than-temporary.

We complete a detailed analysis each quarter to assess whether any decline in the fair value of any investment below cost is deemed other-than-temporary. All securities with an unrealized loss are reviewed. We recognize an impairment loss when an investment's value declines below cost, adjusted for accretion, amortization and previous other-than-temporary impairments and it is determined that the decline is other-than-temporary.

**Debt Investments:** We assess whether we intend to sell, or it is more likely than not that we will be required to sell, a fixed maturity investment before recovery of its amortized cost basis less any current period credit losses. For fixed maturity investments that are considered other-than-temporarily impaired and that we do not intend to sell and will not be required to sell, we separate the amount of the impairment into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is the difference between the investment's amortized cost basis and the present value of its expected future cash flows. The remaining difference between the investment's fair value and the present value of future expected cash flows is recognized in other comprehensive income.

**Equity Investments:** Some of the factors considered in evaluating whether a decline in fair value for an equity investment is other-than-temporary include: (1) our ability and intent to retain the investment for a period of time sufficient to allow for an anticipated recovery in value; (2) the recoverability of cost; (3) the length of time and extent to which the fair value has been less than cost; and (4) the financial condition and near-term and long-term prospects for the issuer, including the relevant industry conditions and trends, and implications of rating agency actions and offering prices. When it is determined that an equity investment is other-than-temporarily impaired, the security is written down to fair value, and the amount of the impairment is included in earnings as a realized investment loss. The fair value then becomes the new cost basis of the investment, and any subsequent recoveries in fair value are recognized at disposition. We recognize a realized loss when impairment is deemed to be other-than-temporary even if a decision to sell an equity investment has not been made. When we decide to sell a temporarily impaired available-for-sale equity investment and we do not expect the fair value of the equity investment to fully recover prior to the expected time of sale, the investment is deemed to be other-than-temporarily impaired in the period in which the decision to sell is made.

The amortized cost and estimated fair value of debt securities at March 31, 2015 by contractual maturity are as follows. Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties.

|                                        | Amortized Cost | Fair Value |
|----------------------------------------|----------------|------------|
|                                        | (in thousands) |            |
| Due in one year or less                | \$51,034       | \$51,292   |
| Due after one year through five years  | 196,816        | 198,058    |
| Due after five years through ten years | 106,014        | 104,179    |
| Due after ten years                    | 45,994         | 46,104     |
| Mortgage-backed                        | 67,118         | 67,424     |
|                                        | \$466,976      | \$467,057  |

## 6. Pledged Investments

We have pledged certain of our securities for the benefit of various state insurance departments and reinsurers. These securities are included with our available-for-sale debt securities because we have the ability to trade these securities. We retain the interest earned on these securities. These securities had a carrying value of \$23.4 million and \$20.3 million at March 31, 2015 and December 31, 2014, respectively.

## 7. Reserves for Unpaid Losses and Loss Adjustment Expenses

We recorded \$1.1 million of favorable development in reserve estimates during the three months ended March 31, 2015. The \$1.1 million of favorable development recognized during the first quarter of 2015 was attributable to \$2.4 million favorable development on claims incurred in the 2014 accident year and \$0.4 million of favorable development in the 2011 accident year, partially offset by \$0.1 million of unfavorable development in the 2013 accident year, \$0.2 million of unfavorable development in the 2012 accident year and \$1.4 million of unfavorable development in the 2010 and prior accident years. Our Standard Commercial P&C business unit accounted for \$1.4 million of the favorable development recognized during the first quarter of 2015. Our Hallmark Select business unit accounted for \$0.5 million of the favorable development. These favorable developments were offset by \$0.5 million of unfavorable development in our Personal Lines Segment and \$0.3 million of unfavorable development in our E&S Commercial business unit.

The favorable development of \$1.4 million for our Standard Commercial P&C business unit in the first quarter of 2015 was primarily driven by favorable claims development in our commercial property and general liability lines of business in the 2014 and 2013 accident years. The favorable development of \$0.5 million in our Hallmark Select business unit was attributable to \$0.2 million in our general aviation line of business and \$0.3 million in our commercial excess liability line of business. The unfavorable development of \$0.5 million in our Personal Lines Segment was primarily attributable to the 2014 accident year. The unfavorable development of \$0.3 million in our E&S Commercial business unit was attributable to the 2013, 2012 and the 2010 and prior accident years in both commercial auto liability and general liability lines of business, partially offset by favorable development in the 2014 and 2011 accident years in commercial auto liability line of business.

We recorded \$1.2 million of favorable development in reserve estimates during the three months ended March 31, 2014. The \$1.2 million of favorable development recognized during the first quarter of 2014 was attributable to \$2.6 million favorable development on claims incurred in the 2013 accident year and \$0.3 million of favorable development recognized in the 2011 accident year, partially offset by \$1.2 million of unfavorable development recognized in the 2012 accident year and \$0.5 million of unfavorable development in the 2010 and prior accident years. Our Standard Commercial P&C business unit accounted for \$1.1 million of the favorable development recognized during the first quarter of 2014. Our Personal Lines business unit accounted for \$0.7 million of the favorable development. Our Hallmark Select business unit accounted for \$0.1 million of the favorable development. Our Workers Compensation business unit accounted for \$0.1 million of the favorable development. These favorable developments were offset by \$0.8 million of unfavorable development in our E&S Commercial business unit.

The favorable development of \$1.1 million for our Standard Commercial P&C business unit in the first quarter of 2014 was primarily driven by favorable claims development in our commercial auto liability and general liability lines of business in the 2011 accident year and our general liability line of business in the 2010 and prior accident years. The favorable development of \$0.7 million in our Personal Lines business unit was primarily attributable to the 2013 accident year. The favorable development in our Hallmark Select business unit of \$0.1 million was attributable to our general aviation line of business. The favorable development in our Workers Compensation business unit was attributable to the 2012 and prior accident years. The unfavorable development in our E&S Commercial business unit was attributable to the 2012 and prior accident years in both commercial auto liability and general liability lines of business, partially offset by favorable development in the 2013 accident year in commercial auto liability lines of business.

## **8. Share-Based Payment Arrangements**

Our 2005 Long Term Incentive Plan ("2005 LTIP") is a stock compensation plan for key employees and non-employee directors that was initially approved by the shareholders on May 26, 2005. There are 2,000,000 shares authorized for issuance under the 2005 LTIP. As of March 31, 2015, there were outstanding incentive stock options to purchase 683,810 shares of our common stock, non-qualified stock options to purchase 304,157 shares of our common stock and restricted stock units representing the right to receive up to 312,099 shares of our common stock. There are 520,293 shares reserved for future issuance under the 2005 LTIP. The exercise price of all such outstanding stock options is equal to the fair market value of our common stock on the date of grant.

### **Stock Options:**

Incentive stock options granted under the 2005 LTIP prior to 2009 vest 10%, 20%, 30% and 40% on the first, second, third and fourth anniversary dates of the grant, respectively, and terminate five to ten years from the date of grant. Incentive stock options granted in 2009 vest in equal annual increments on each of the first seven anniversary dates and terminate ten years from the date of grant. One grant of 25,000 incentive stock options in 2010 vests in equal annual increments on each of the first three anniversary dates and terminates ten years from the date of grant. Non-qualified stock options granted under the 2005 LTIP generally vest 100% six months after the date of grant and terminate ten years from the date of grant. One grant of 200,000 non-qualified stock options in 2009 vests in equal annual increments on each of the first seven anniversary dates and terminates ten years from the date of grant.

A summary of the status of our stock options as of March 31, 2015 and changes during the three months ended is presented below:

|                                | Number of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Average<br>Remaining<br>Contractual<br>Term<br>(Years) | Aggregate<br>Intrinsic<br>Value<br>(\$000) |
|--------------------------------|---------------------|------------------------------------------|--------------------------------------------------------|--------------------------------------------|
| Outstanding at January 1, 2015 | 1,062,134           | \$ 9.51                                  |                                                        |                                            |
| Granted                        | -                   |                                          |                                                        |                                            |
| Exercised                      | (28,449 )           | \$ 7.10                                  |                                                        |                                            |
| Forfeited or expired           | (45,718 )           | \$ 11.48                                 |                                                        |                                            |
| Outstanding at March 31, 2015  | 987,967             | \$ 9.49                                  | 3.1                                                    | \$ 1,841                                   |
| Exercisable at March 31, 2015  | 880,109             | \$ 9.84                                  | 3.0                                                    | \$ 1,411                                   |

The following table details the intrinsic value of options exercised, total cost of share-based payments charged against income before income tax benefit and the amount of related income tax benefit recognized in income for the periods indicated (in thousands):

|                                                                 | Three Months Ended<br>March 31, |       |
|-----------------------------------------------------------------|---------------------------------|-------|
|                                                                 | 2015                            | 2014  |
| Intrinsic value of options exercised                            | \$ 114                          | \$ -  |
| Cost of share-based payments (non-cash)                         | \$ 39                           | \$ 48 |
| Income tax benefit of share-based payments recognized in income | \$ 8                            | \$ 8  |

As of March 31, 2015, there was \$164 thousand of total unrecognized compensation cost related to non-vested stock options granted under our plans, of which \$123 thousand is expected to be recognized during the remainder of 2015 and \$41 thousand is expected to be recognized in 2016.

The fair value of each stock option granted is estimated on the date of grant using the Black-Scholes option pricing model. Expected volatilities are based on the historical volatility of Hallmark's and similar companies' common stock for a period equal to the expected term. The risk-free interest rates for periods within the contractual term of the options are based on rates for U.S. Treasury Notes with maturity dates corresponding to the options' expected lives on the dates of grant. Expected term is determined based on the simplified method as we do not have sufficient historical exercise data to provide a basis for estimating the expected term. There were no stock options granted during the first

quarter of 2015 or 2014.

**Restricted Stock Units:**

The 2005 LTIP was amended by the stockholders on May 30, 2013 to authorize the grant of restricted stock units, in addition to the other types of awards available thereunder. Restricted stock units represent the right to receive shares of common stock upon the satisfaction of vesting requirements, performance criteria and other terms and conditions. On July 27, 2012 and April 10, 2013, an aggregate of 129,463 and 122,823 restricted stock units, respectively, were conditionally granted to certain employees of the Company subject to shareholder approval of the amendments to the 2005 LTIP at the May 30, 2013 shareholder meeting. One conditional grant of 9,280 restricted stock units was forfeited prior to approval at the shareholder meeting. Subsequently on September 8, 2014, an aggregate of 175,983 restricted stock units were granted to certain employees.

The performance criteria for all restricted stock units require that the Company achieve certain compound average annual growth rates in book value per share over the vesting period in order to receive shares of common stock in amounts ranging from 50% to 150% of the number of restricted stock units granted. In addition, certain restricted stock units contain an additional performance criteria related to the attainment of an average combined ratio percentage over the vesting period. Grantees of restricted stock units do not have any rights of a stockholder of the Company, and do not participate in any distributions to common stockholders of the Company until the award fully vests upon satisfaction of the vesting schedule, performance criteria and other conditions set forth in the agreement. Therefore, unvested restricted stock units are not considered participating securities under ASC 260, "Earnings Per Share," and are not included in the calculation of basic or diluted earnings per share.

On April 1, 2015, 8,616 shares of common stock were issued with respect to 8,616 restricted stock units which were granted on July 27, 2012 and vested on March 31, 2015. If and to the extent specified performance criteria have been achieved, the restricted stock units granted on April 10, 2013 will vest on March 31, 2016, the restricted stock units granted on September 8, 2014 (except for one grant) will vest on March 31, 2017 and one grant of restricted stock units granted on September 8, 2014 will vest on March 31, 2018.

Compensation cost is measured as an amount equal to the fair value of the restricted stock units and is expensed over the vesting period if achievement of the performance criteria is deemed probable, with the amount of the expense recognized based on the Company's best estimate of the ultimate achievement level. The grant date fair value of the restricted stock units granted in 2012 and 2013 is \$9.20 per unit. The grant date fair value of the restricted stock units granted in 2014 is \$9.66 per unit. The Company incurred compensation expense of \$332 thousand and \$62 thousand related to the restricted stock units during the three months ended March 31, 2015 and 2014, respectively. The Company recorded an income tax benefit of \$116 thousand and \$22 thousand related to the restricted stock units during the three months ended March 31, 2015 and 2014, respectively.

A summary of the status of our restricted stock units as of March 31, 2015 and changes during the three months then ended is presented below:

|                               | Number of<br>Restricted<br>Stock Units |
|-------------------------------|----------------------------------------|
| Non-vested at January 1, 2015 | 285,216                                |
| Granted                       | -                                      |
| Vested                        | (8,616 )                               |
| Forfeited                     | (68,534 )                              |
| Non-vested at March 31, 2015  | 208,066                                |

As of March 31, 2015, there was \$1.0 million of total unrecognized compensation cost related to non-vested restricted stock units granted under our 2005 LTIP, of which \$0.4 million is expected to be recognized during the remainder of 2015, \$0.4 million is expected to be recognized in 2016, \$0.2 million is expected to be recognized in 2017 and \$35 thousand is expected to be recognized in 2018.

## 9. Segment Information

The following is business segment information for the three months ended March 31, 2015 and 2014 (in thousands):

|                              | Three Months Ended<br>March 31, |           |
|------------------------------|---------------------------------|-----------|
|                              | 2015                            | 2014      |
| Revenues:                    |                                 |           |
| Standard Commercial Segment  | \$ 20,381                       | \$ 20,341 |
| Specialty Commercial Segment | 62,257                          | 62,482    |

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|                  |           |           |
|------------------|-----------|-----------|
| Personal Segment | 8,653     | 5,592     |
| Corporate        | 159       | (1,306 )  |
| Consolidated     | \$ 91,450 | \$ 87,109 |

Pre-tax income (loss):

|                              |          |          |
|------------------------------|----------|----------|
| Standard Commercial Segment  | \$ 1,886 | \$ 1,221 |
| Specialty Commercial Segment | 9,721    | 9,924    |
| Personal Segment             | (296 )   | (31 )    |
| Corporate                    | (3,622 ) | (4,702 ) |
| Consolidated                 | \$ 7,689 | \$ 6,412 |

The following is additional business segment information as of the dates indicated (in thousands):

|                              | March 31,<br>2015 | December 31,<br>2014 |
|------------------------------|-------------------|----------------------|
| Assets                       |                   |                      |
| Standard Commercial Segment  | \$ 148,854        | \$ 145,355           |
| Specialty Commercial Segment | 614,900           | 590,852              |
| Personal Segment             | 233,562           | 222,183              |
| Corporate                    | 20,358            | 22,479               |
|                              | \$ 1,017,674      | \$ 980,869           |

## 10. Reinsurance

We reinsure a portion of the risk we underwrite in order to control the exposure to losses and to protect capital resources. We cede to reinsurers a portion of these risks and pay premiums based upon the risk and exposure of the policies subject to such reinsurance. Ceded reinsurance involves credit risk and is generally subject to aggregate loss limits. Although the reinsurer is liable to us to the extent of the reinsurance ceded, we are ultimately liable as the direct insurer on all risks reinsured. Reinsurance recoverables are reported after allowances for uncollectible amounts. We monitor the financial condition of reinsurers on an ongoing basis and review our reinsurance arrangements periodically. Reinsurers are selected based on their financial condition, business practices and the price of their product offerings. In order to mitigate credit risk to reinsurance companies, most of our reinsurance recoverable balance as of March 31, 2015 was with reinsurers that had an A.M. Best rating of “A–” or better.

The following table shows earned premiums ceded and reinsurance loss recoveries by period (in thousands):

|                        | Three Months Ended<br>March 31, |           |
|------------------------|---------------------------------|-----------|
|                        | 2015                            | 2014      |
| Ceded earned premiums  | \$ 32,939                       | \$ 31,813 |
| Reinsurance recoveries | \$ 19,358                       | \$ 19,757 |

## **11. Revolving Credit Facility**

Our First Restated Credit Agreement with The Frost National Bank dated January 27, 2006, as amended through March 31, 2015, provided a revolving credit facility of \$15.0 million. We paid interest on the outstanding balance at our election at a rate of the prime rate or LIBOR plus 2.5%. We paid an annual fee of 0.25% of the average daily unused balance of the credit facility. We paid letter of credit fees at the rate of 1.00% per annum. Our obligations under the revolving credit facility were secured by a security interest in the capital stock of all of our subsidiaries, guarantees of all of our subsidiaries and the pledge of all of our non-insurance company assets. The revolving credit facility contained covenants that, among other things, required us to maintain certain financial and operating ratios and restrict certain distributions, transactions and organizational changes. As of March 31, 2015, we were in compliance with all of our covenants and had no outstanding borrowings under this revolving credit facility. This revolving credit facility expired by its terms on April 30, 2015, and has not been renewed or replaced.

## **12. Subordinated Debt Securities**

On June 21, 2005, we entered into a trust preferred securities transaction pursuant to which we issued \$30.9 million aggregate principal amount of subordinated debt securities due in 2035. To effect the transaction, we formed Trust I as a Delaware statutory trust. Trust I issued \$30.0 million of preferred securities to investors and \$0.9 million of common securities to us. Trust I used the proceeds from these issuances to purchase the subordinated debt securities. Our Trust I subordinated debt securities bear an initial interest rate of 7.725% until June 15, 2015, at which time interest will adjust quarterly to the three-month LIBOR rate plus 3.25 percentage points. Trust I pays dividends on its preferred securities at the same rate. Under the terms of our Trust I subordinated debt securities, we pay interest only each quarter and the principal of the note at maturity. The subordinated debt securities are uncollateralized and do not require maintenance of minimum financial covenants. As of March 31, 2015, the balance of our Trust I subordinated debt was \$30.9 million.

On August 23, 2007, we entered into a trust preferred securities transaction pursuant to which we issued \$25.8 million aggregate principal amount of subordinated debt securities due in 2037. To effect the transaction, we formed Trust II as a Delaware statutory trust. Trust II issued \$25.0 million of preferred securities to investors and \$0.8 million of common securities to us. Trust II used the proceeds from these issuances to purchase the subordinated debt securities. Our Trust II subordinated debt securities bear an initial interest rate of 8.28% until September 15, 2017, at which time interest will adjust quarterly to the three-month LIBOR rate plus 2.90 percentage points. Trust II pays dividends on its preferred securities at the same rate. Under the terms of our Trust II subordinated debt securities, we pay interest only each quarter and the principal of the note at maturity. The subordinated debt securities are uncollateralized and do not require maintenance of minimum financial covenants. As of March 31, 2015, the balance of our Trust II subordinated debt was \$25.8 million.

## **13. Deferred Policy Acquisition Costs**

The following table shows total deferred and amortized policy acquisition cost activity by period (in thousands):

|           | Three Months Ended |              |
|-----------|--------------------|--------------|
|           | March 31,          |              |
|           | 2015               | 2014         |
| Deferred  | \$ (3,718 )        | \$ (15,455 ) |
| Amortized | 3,334              | 15,189       |
| Net       | \$ (384 )          | \$ (266 )    |

**14. Earnings per Share**

The following table sets forth basic and diluted weighted average shares outstanding for the periods indicated (in thousands):

|                                             | Three Months Ended<br>March 31, |        |
|---------------------------------------------|---------------------------------|--------|
|                                             | 2015                            | 2014   |
| Weighted average shares - basic             | 19,227                          | 19,263 |
| Effect of dilutive securities               | 202                             | 100    |
| Weighted average shares - assuming dilution | 19,429                          | 19,363 |

For the three months ended March 31, 2015, 504,999 shares of common stock potentially issuable upon the exercise of employee stock options were excluded from the weighted average number of shares outstanding on a diluted basis because the effect of such options would be anti-dilutive. For the three months ended March 31, 2014, 779,999 shares of common stock potentially issuable upon the exercise of employee stock options were excluded from the weighted average number of shares outstanding on a diluted basis because the effect of such options would be anti-dilutive.

**15. Net Periodic Pension Cost**

The following table details the net periodic pension cost incurred by period (in thousands):

|                                | Three Months Ended<br>March 31, |         |
|--------------------------------|---------------------------------|---------|
|                                | 2015                            | 2014    |
| Interest cost                  | \$ 129                          | \$ 133  |
| Amortization of net loss       | 26                              | 40      |
| Expected return on plan assets | (175 )                          | (174 )  |
| Net periodic pension cost      | \$ (20 )                        | \$ (1 ) |
| Contributed amount             | \$ -                            | \$ 100  |

Refer to Note 14 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014 for more discussion of our retirement plans.

## **16. Income Taxes**

Our effective income tax rate for the first three months ended March 31, 2015 and 2014 was 30.5% and 29.1%, respectively. The rates varied from the statutory tax rate primarily due to the amount of tax exempt income compared to taxable income.

## **17. Commitments and Contingencies**

We are engaged in other legal proceedings in the ordinary course of business, none of which, either individually or in the aggregate, are believed likely to have a material adverse effect on our consolidated financial position or results of operations, in the opinion of management. The various legal proceedings to which we are a party are routine in nature and incidental to our business.

**18. Changes in Accumulated Other Comprehensive Income Balances**

The changes in accumulated other comprehensive income balances as of March 31, 2015 and 2014 were as follows (in thousands):

|                                                                                    | Minimum<br>Pension<br>Liability | Unrealized<br>Gains<br>(Loss) | Accumulated<br>Other<br>Comprehensive<br>Income |
|------------------------------------------------------------------------------------|---------------------------------|-------------------------------|-------------------------------------------------|
| Balance at December 31, 2013                                                       | \$ (1,480 )                     | \$ 18,363                     | \$ 16,883                                       |
| Other comprehensive income :                                                       |                                 |                               |                                                 |
| Change in net actuarial gain                                                       | 40                              | -                             | 40                                              |
| Tax effect on change in net actuarial gain                                         | (14 )                           | -                             | (14 )                                           |
| Net unrealized holding losses arising during the period                            | -                               | (1,646 )                      | (1,646 )                                        |
| Tax effect on unrealized losses arising during the period                          | -                               | 576                           | 576                                             |
| Reclassification adjustment for gains included in net realized gains               | -                               | (185 )                        | (185 )                                          |
| Tax effect on reclassification adjustment for gains included in income tax expense | -                               | 65                            | 65                                              |
| Other comprehensive income (loss), net of tax                                      | 26                              | (1,190 )                      | (1,164 )                                        |
| Balance at March 31, 2014                                                          | \$ (1,454 )                     | \$ 17,173                     | \$ 15,719                                       |
| Balance at December 31, 2014                                                       | \$ (2,600 )                     | \$ 20,401                     | \$ 17,801                                       |
| Other comprehensive income :                                                       |                                 |                               |                                                 |
| Change in net actuarial gain                                                       | 26                              | -                             | 26                                              |
| Tax effect on change in net actuarial gain                                         | (9 )                            | -                             | (9 )                                            |
| Net unrealized holding gains arising during the period                             | -                               | 7,069                         | 7,069                                           |
| Tax effect on unrealized gains arising during the period                           | -                               | (2,474 )                      | (2,474 )                                        |
| Reclassification adjustment for gains included in net realized gains               | -                               | (861 )                        | (861 )                                          |
| Tax effect on reclassification adjustment for gains included in income tax expense | -                               | 301                           | 301                                             |
| Other comprehensive income, net of tax                                             | 17                              | 4,035                         | 4,052                                           |
| Balance at March 31, 2015                                                          | \$ (2,583 )                     | \$ 24,436                     | \$ 21,853                                       |

**19. Subsequent Event**

Our First Restated Credit Agreement with The Frost National Bank expired by its terms on April 30, 2015, and has not been renewed or replaced. See Note 11.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*The following discussion should be read together with our consolidated financial statements and the notes thereto. This discussion contains forward-looking statements. Please see "Risks Associated with Forward-Looking Statements in this Form 10-Q" for a discussion of some of the uncertainties, risks and assumptions associated with these statements.*

### Introduction

Hallmark Financial Services, Inc. ("Hallmark" and, together with subsidiaries, "we," "us" or "our") is an insurance holding company that, through its subsidiaries, engages in the sale of property/casualty insurance products to businesses and individuals. Our business involves marketing, distributing, underwriting and servicing our insurance products, as well as providing other insurance related services. Our business is geographically concentrated in the south central and northwest regions of the United States, except for our Hallmark Select business which is written on a national basis. We pursue our business activities through subsidiaries whose operations are organized into five business units, which are supported by our insurance company subsidiaries.

Our non-carrier insurance activities are segregated by business units into the following reportable segments:

**Standard Commercial Segment.** Our Standard Commercial Segment includes the standard lines commercial property/casualty and occupational accident insurance products and services handled by our Standard Commercial P&C business unit and the workers compensation insurance products handled by our Workers Compensation business unit.

**Specialty Commercial Segment.** Our Specialty Commercial Segment includes the excess and surplus lines commercial property/casualty insurance products and services handled by our E&S Commercial business unit and the general aviation, satellite launch, commercial umbrella and excess liability and medical professional liability insurance products and services handled by our Hallmark Select business unit, as well as certain specialty risk programs which are managed at the parent level.

**Personal Segment.** Our Personal Segment includes the non-standard personal automobile and renters insurance products and services handled by our Personal Lines business unit. During the fourth quarter of 2014, our Personal Lines business unit discontinued the low value dwelling/homeowners and manufactured homes insurance products it previously offered.

The retained premium produced by these reportable segments is supported by our American Hallmark Insurance Company of Texas (“AHIC”), Hallmark Specialty Insurance Company (“HSIC”), Hallmark Insurance Company (“HIC”), Hallmark National Insurance Company (“HNIC”) and Texas Builders Insurance Company (“TBIC”) insurance subsidiaries. In addition, control and management of Hallmark County Mutual (“HCM”) is maintained through our wholly owned subsidiary, CYR Insurance Management Company (“CYR”). CYR has as its primary asset a management agreement with HCM which provides for CYR to have management and control of HCM. HCM is used to front certain lines of business in our Specialty Commercial and Personal Segments in Texas. HCM does not retain any business.

AHIC, HIC, HSIC and HNIC have entered into a pooling arrangement pursuant to which AHIC retains 30% of the total net premiums written by any of them, HIC retains 27% of our total net premiums written by any of them, HSIC retains 30% of our total net premiums written by any of them and HNIC retains 13% of our total premiums written by any of them. Neither HCM nor TBIC is a party to the intercompany pooling arrangement.

## Results of Operations

**Management overview.** During the three months ended March 31, 2015, our total revenues were \$91.5 million, representing an increase of 5% from the \$87.1 million in total revenues for the same period of 2014. This increase in revenue was primarily attributable to higher net earned premiums in our Personal Segment due mostly to an increase in retained premium under a renewed quota share reinsurance agreement effective October 1, 2014, as well as increased premiums produced in our E&S Commercial business unit. Further contributing to the increased revenue were higher realized gains recognized on our investment portfolio and lower adverse profit share commission revenue adjustments in our Standard Commercial Segment during the three months ended March 31, 2015 as compared to the same period of 2014. These increases in revenue were partially offset by lower net investment income during the three months ended March 31, 2015 as compared to the same period of 2014.

The increase in revenue for the three months ended March 31, 2015 was partially offset by increased loss and loss adjustment expenses ("LAE") of \$3.3 million as compared to the same period in 2014. The increase in loss and LAE is primarily the result of an increase in retained losses in our Personal Lines Segment under the renewed quota share reinsurance agreement discussed above. During the three months ended March 31, 2015 and 2014, we recorded favorable prior year net loss reserve development of \$1.1 million and \$1.2 million, respectively. Other operating expenses decreased due mostly to increased ceding commissions in our Specialty Commercial Segment from a quota share reinsurance agreement entered into during the second quarter of 2014 on commercial auto liability risks produced by a program underwriter in our E&S Commercial business unit, partially offset by higher salary and related expenses due to increased incentive compensation accruals.

We reported net income of \$5.3 million for the three months ended March 31, 2015 as compared to net income of \$4.5 million for the same period of 2014. On a diluted basis per share, we reported net income of \$0.28 per share for the three months ended March 31, 2015, as compared to net income of \$0.23 per share for the same period in 2014.

**First Quarter 2015 as Compared to First Quarter 2014**

The following is additional business segment information for the three months ended March 31, 2015 and 2014 (in thousands):

|                                     | Three Months Ended March 31 |          | Three Months Ended March 31  |          | Three Months Ended March 31 |          | Three Months Ended March 31 |         | Three Months Ended March 31 |           |
|-------------------------------------|-----------------------------|----------|------------------------------|----------|-----------------------------|----------|-----------------------------|---------|-----------------------------|-----------|
|                                     | Standard Commercial Segment |          | Specialty Commercial Segment |          | Personal Segment            |          | Corporate                   |         | Consolidated                |           |
|                                     | 2015                        | 2014     | 2015                         | 2014     | 2015                        | 2014     | 2015                        | 2014    | 2015                        | 2014      |
| Gross premiums written              | \$22,309                    | \$20,981 | \$81,766                     | \$74,922 | \$20,984                    | \$20,179 | \$-                         | \$-     | \$125,059                   | \$116,027 |
| Ceded premiums written              | (1,960 )                    | (1,969 ) | (23,090)                     | (14,229) | (9,635 )                    | (16,963) | -                           | -       | (34,685 )                   | (33,191)  |
| Net premiums written                | 20,349                      | 19,012   | 58,676                       | 60,693   | 11,349                      | 3,216    | -                           | -       | 90,374                      | 82,836    |
| Change in unearned premiums         | (785 )                      | 388      | 1,211                        | (1,420 ) | (4,104 )                    | 688      | -                           | -       | (3,678 )                    | (34,104)  |
| Net premiums earned                 | 19,564                      | 19,400   | 59,887                       | 59,273   | 7,245                       | 3,904    | -                           | -       | 86,696                      | 82,568    |
| Total revenues                      | 20,381                      | 20,341   | 62,257                       | 62,482   | 8,653                       | 5,592    | 159                         | (1,306) | 91,450                      | 87,845    |
| Losses and loss adjustment expenses | 12,470                      | 12,823   | 37,333                       | 36,941   | 6,287                       | 3,006    | -                           | -       | 56,090                      | 52,700    |
| Pre-tax income (loss)               | 1,886                       | 1,221    | 9,721                        | 9,924    | (296 )                      | (31 )    | (3,622)                     | (4,702) | 7,689                       | 6,445     |
| Net loss ratio (1)                  | 63.7 %                      | 66.1 %   | 62.3 %                       | 62.3 %   | 86.8 %                      | 77.0 %   |                             |         | 64.7 %                      | 63.9 %    |
| Net expense ratio (1)               | 31.8 %                      | 32.7 %   | 25.5 %                       | 26.5 %   | 21.1 %                      | 37.5 %   |                             |         | 28.5 %                      | 30.4 %    |

|                                                |       |   |       |   |      |   |      |   |       |   |       |   |       |   |       |
|------------------------------------------------|-------|---|-------|---|------|---|------|---|-------|---|-------|---|-------|---|-------|
| Net combined ratio (1)                         | 95.5  | % | 98.8  | % | 87.8 | % | 88.8 | % | 107.9 | % | 114.5 | % | 93.2  | % | 94.3  |
| Favorable (Unfavorable) Prior Year Development | 1,362 |   | 1,193 |   | 211  |   | (648 | ) | (512  | ) | 658   |   | 1,061 |   | 1,200 |

(1) The net loss ratio is calculated as incurred losses and LAE divided by net premiums earned, each determined in accordance with GAAP. The net expense ratio is calculated as total underwriting expenses offset by agency fee income divided by net premiums earned, each determined in accordance with GAAP. Net combined ratio is calculated as the sum of the net loss ratio and the net expense ratio.

### ***Standard Commercial Segment***

Gross premiums written for the Standard Commercial Segment were \$22.3 million for the three months ended March 31, 2015, which was \$1.3 million, or 6%, more than the \$21.0 million reported for the same period in 2014. Net premiums written were \$20.3 million for the three months ended March 31, 2015 as compared to \$19.0 million reported for the same period in 2014. The increase in premium volume was primarily due to increased premium production in our Standard Commercial P&C business unit.

Total revenue for the Standard Commercial Segment of \$20.4 million for the three months ended March 31, 2015 was substantially unchanged from the same period in 2014. This flat total revenue was due to increased net premiums earned of \$0.2 million and a lower adverse profit share adjustment of \$0.3 million, partially offset by lower net investment income of \$0.4 million.

Our Standard Commercial Segment reported pre-tax income of \$1.9 million for the three months ended March 31, 2015 which was \$0.7 million, or 54%, higher than the \$1.2 million reported for the same period of 2014. Lower loss and LAE of \$0.4 million and lower operating expenses of \$0.3 million were the primary drivers for the higher pre-tax income.

The Standard Commercial Segment reported a net loss ratio of 63.7% for the three months ended March 31, 2015 as compared to 66.1% for the same period of 2014. The gross loss ratio before reinsurance for the three months ended March 31, 2015 was 57.2% as compared to the 64.8% reported for the same period of 2014. The decrease in the gross loss ratio was impacted by lower current accident year loss trends during the three months ended March 31, 2015 as compared to the same period during 2014. The Standard Commercial Segment reported favorable prior year reserve development of \$1.4 million during the three months ended March 31, 2015 as compared to favorable prior year reserve development of \$1.2 million during the same period of 2014.

### ***Specialty Commercial Segment***

Gross premiums written for the Specialty Commercial Segment were \$81.8 million for the three months ended March 31, 2015, which was \$6.9 million, or 9%, more than the \$74.9 million reported for the same period of 2014. The increase in gross premium volume was due to increased production in both our E&S Commercial and Hallmark Select business units. Net premiums written were \$58.7 million for the three months ended March 31, 2015 as compared to \$60.7 million for the same period of 2014. The lower net premiums written was primarily due to increased ceded premium under a quota share reinsurance agreement entered into during the second quarter of 2014 on business produced by a program underwriter in our E&S Commercial business unit.

The \$62.3 million of total revenue for the three months ended March 31, 2015 was \$0.2 million lower than the \$62.5 million reported by the Specialty Commercial Segment for the same period in 2014. This decrease in revenue was primarily due to lower net investment income of \$0.8 million, partially offset by higher net premiums earned of \$0.6 million due primarily from increased production in our E&S Commercial business unit.

Pre-tax income for the Specialty Commercial Segment of \$9.7 million for the first quarter of 2015 was \$0.2 million lower than the \$9.9 million reported for the same period in 2014. The decrease in pre-tax income was primarily the result of higher loss and LAE expenses of \$0.4 million and the decreased revenue discussed above. These decreases to pre-tax income were partially offset by lower operating expenses of \$0.4 million due primarily to increased ceding commissions on the quota share reinsurance agreements discussed above partially offset by higher salary and related expenses.

Our E&S Commercial business unit reported a \$1.1 million increase in loss and LAE due primarily to higher current accident year loss trends. Our Hallmark Select business unit reported a \$0.7 million decrease in loss and LAE which consisted of (a) a \$0.8 million decrease in loss and LAE due primarily to improved current accident year loss trends in our general aviation line of business, (b) a \$0.1 million decrease in loss and LAE due primarily to favorable prior year net loss reserve development for the three months ended March 31, 2015 in our commercial umbrella and excess liability line of business, and (c) a \$0.2 million increase in loss and LAE attributable to our medical professional liability insurance products.

The Specialty Commercial Segment reported a net loss ratio of 62.3% for the three months ended both March 31, 2015 and 2014. The gross loss ratio before reinsurance was 62.2% for the three months ended March 31, 2015 as compared to 61.5% for the same period in 2014. The higher gross loss ratio is primarily the result of higher current accident year loss trends in our E&S Commercial and Hallmark Select business units, partially offset by \$0.2 million favorable prior years' net loss reserve development for the three months ended March 31, 2015 as compared to \$0.6 million unfavorable prior years' net loss reserve development for the same period of 2014. The Specialty Commercial Segment reported a net expense ratio of 25.5% for the three months ended March 31, 2015, as compared to 26.5% reported for the same period the prior year. The decrease in the expense ratio is due primarily to lower operating expenses due to increased ceding commissions on the quota share reinsurance agreements discussed above.

### *Personal Segment*

Gross premiums written for the Personal Segment were \$21.0 million for the three months ended March 31, 2015, which was \$0.8 million, or 4%, more than the \$20.2 million reported for the same period in 2014. Net premiums written for our Personal Segment were \$11.3 million in the first quarter of 2015, which was an increase of \$8.1 million, or 253%, from the \$3.2 million reported for the first quarter of 2014. The increase in the gross premiums written was due mostly to increased production in our ongoing core states. The increase in net premium written was due mostly to increased retained premium under a renewed quota share reinsurance agreement effective October 1, 2014.

Total revenue for the Personal Segment increased 55% to \$8.7 million for the first quarter of 2015 from \$5.6 million for the first quarter of 2014. Increased net premiums earned of \$3.3 million partially offset by decreased net investment income of \$0.2 million were the primary reasons for the increase in revenue for the period.

Pre-tax loss for the Personal Segment was \$0.3 million for the three months ended March 31, 2015 as compared to pre-tax loss of \$31 thousand for the same period of 2014. The increase in pre-tax loss for the three months ended March 31, 2015 was the result of increased losses and LAE of \$3.3 million partially offset by the increased revenue discussed above.

The Personal Segment reported a net loss ratio of 86.8% for the three months ended March 31, 2015 as compared to 77.0% for the first quarter of 2014. The gross loss ratio before reinsurance was 77.9% for the three months ended March 31, 2015 as compared to 71.3% for the same period in 2014. The higher gross and net loss ratios are primarily the result of unfavorable prior year net loss reserve development as compared to favorable development in the prior year and higher current accident year loss trends on our personal auto line of business. The loss and LAE during the three months ended March 31, 2015 included \$0.5 million of unfavorable prior year net loss reserve development as compared to \$0.7 million of favorable prior year net loss reserve development for the same period of 2014. The Personal Segment reported a net expense ratio of 21.1% for the first quarter of 2015 as compared to 37.5% for the same period of 2014. The decrease in the expense ratio was due predominately to the impact of the change in terms of

the quota share reinsurance agreement referenced above.

*Corporate*

Total revenue for Corporate increased by \$1.5 million for the three months ended March 31, 2015 as compared to the same period the prior year. This increase in total revenue was due to higher net investment income of \$1.1 million and net realized gains of \$0.6 million recognized during the three months ended March 31, 2015 as compared to net realized gains of \$0.2 million for the three months ended March 31, 2014.

Corporate pre-tax loss was \$3.6 million for the three months ended March 31, 2015 as compared to pre-tax loss of \$4.7 million for the same period of 2014. The decline in pre-tax results was primarily due to the increased revenue discussed above, partially offset by higher operating expenses of \$0.4 million primarily as a result of higher salary and related costs due to increased incentive compensation accruals.

## **Financial Condition and Liquidity**

### ***Sources and Uses of Funds***

Our sources of funds are from insurance-related operations, financing activities and investing activities. Major sources of funds from operations include premiums collected (net of policy cancellations and premiums ceded), commissions, and processing and service fees. As a holding company, Hallmark is dependent on dividend payments and management fees from its subsidiaries to meet operating expenses and debt obligations. As of March 31, 2015, Hallmark had \$10.2 million in unrestricted cash and cash equivalents at the holding company. Unrestricted cash and cash equivalents of our non-insurance subsidiaries were \$3.8 million as of March 31, 2015. As of that date, our insurance subsidiaries held \$116.4 million of unrestricted cash and cash equivalents as well as \$467.1 million in debt securities with an average modified duration of 3.0 years. Accordingly, we do not anticipate selling long-term debt instruments to meet any liquidity needs.

AHIC and TBIC, domiciled in Texas, are limited in the payment of dividends to their stockholders in any 12-month period, without the prior written consent of the Texas Department of Insurance, to the greater of statutory net income for the prior calendar year or 10% of statutory policyholders' surplus as of the prior year end. Dividends may only be paid from unassigned surplus funds. HIC and HNIC, both domiciled in Arizona, are limited in the payment of dividends to the lesser of 10% of prior year policyholders' surplus or prior year's net investment income, without prior written approval from the Arizona Department of Insurance. HSIC, domiciled in Oklahoma, is limited in the payment of dividends to the greater of 10% of prior year policyholders' surplus or prior year's statutory net income, not including realized capital gains, without prior written approval from the Oklahoma Insurance Department. During 2015, the aggregate ordinary dividend capacity of these subsidiaries is \$24.3 million, of which \$16.2 million is available to Hallmark. As a county mutual, dividends from HCM are payable to policyholders. During the first three months of 2015 and 2014, respectively, our insurance company subsidiaries paid \$2.0 million in dividends to Hallmark.

### ***Comparison of March 31, 2015 to December 31, 2014***

On a consolidated basis, our cash (excluding restricted cash) and investments at March 31, 2015 were \$663.0 million compared to \$638.2 million at December 31, 2014. Cash flow from operations, an increase in unsettled investment purchases and an increase in investment fair values were the primary reasons for this increase.

### ***Comparison of Three Months Ended March 31, 2015 and March 31, 2014***

Net cash provided by our consolidated operating activities was \$3.7 million for the first three months of 2015 as compared to net cash provided by operating activities of \$5.1 million for the first three months of 2014. The decrease in operating cash flow was primarily due to increased net paid losses and lower collected provisional ceding commission due to an increase in retained business, partially offset by the timing of profit sharing commission settlements and increased premiums collected net of reinsurance.

Net cash used in investing activities during the first three months of 2015 was \$4.2 million as compared to cash provided by investing activities during the first three months of 2014 of \$6.5 million. The decrease in cash provided by investing activities during the first three months of 2015 was comprised of a decrease in maturities, sales and redemptions of investment securities of \$18.4 million, a decrease in purchases of debt and equity securities of \$6.4 million and an increase in purchases of property and equipment of \$0.3 million and an increase in transfers from restricted cash of \$1.6 million.

Cash used in financing activities during the first three months of 2015 was \$0.1 million as a result of \$0.3 million related to the repurchase of our common stock, partially offset by \$0.2 million related to proceeds from the exercise of employee stock options. There were no financing cash flow activities during the first three months of 2014.

### ***Credit Facilities***

Our First Restated Credit Agreement with The Frost National Bank dated January 27, 2006, as amended through March 31, 2015, provided a revolving credit facility of \$15.0 million. We paid interest on the outstanding balance at our election at a rate of the prime rate or LIBOR plus 2.5%. We paid an annual fee of 0.25% of the average daily unused balance of the credit facility. We paid letter of credit fees at the rate of 1.00% per annum. Our obligations under the revolving credit facility were secured by a security interest in the capital stock of all of our subsidiaries, guarantees of all of our subsidiaries and the pledge of all of our non-insurance company assets. The revolving credit facility contained covenants that, among other things, required us to maintain certain financial and operating ratios and restrict certain distributions, transactions and organizational changes. As of March 31, 2015, we were in compliance with all of our covenants and had no outstanding borrowings under this revolving credit facility. This revolving credit facility expired by its terms on April 30, 2015, and has not been renewed or replaced.

### ***Subordinated Debt Securities***

On June 21, 2005, we entered into a trust preferred securities transaction pursuant to which we issued \$30.9 million aggregate principal amount of subordinated debt securities due in 2035. To effect the transaction, we formed a Delaware statutory trust, Hallmark Statutory Trust I ("Trust I"). Trust I issued \$30.0 million of preferred securities to investors and \$0.9 million of common securities to us. Trust I used the proceeds from these issuances to purchase the subordinated debt securities. Our Trust I subordinated debt securities bear an initial interest rate of 7.725% until June 15, 2015, at which time interest will adjust quarterly to the three-month LIBOR rate plus 3.25 percentage points. Trust I pays dividends on its preferred securities at the same rate. Under the terms of our Trust I subordinated debt securities, we pay interest only each quarter and the principal of the note at maturity. The subordinated debt securities are uncollateralized and do not require maintenance of minimum financial covenants. As of March 31, 2015, the balance of our Trust I subordinated debt was \$30.9 million.

On August 23, 2007, we entered into a trust preferred securities transaction pursuant to which we issued \$25.8 million aggregate principal amount of subordinated debt securities due in 2037. To effect the transaction, we formed a Delaware statutory trust, Hallmark Statutory Trust II ("Trust II"). Trust II issued \$25.0 million of preferred securities to investors and \$0.8 million of common securities to us. Trust II used the proceeds from these issuances to purchase the subordinated debt securities. Our Trust II subordinated debt securities bear an initial interest rate of 8.28% until September 15, 2017, at which time interest will adjust quarterly to the three-month LIBOR rate plus 2.90 percentage points. Trust II pays dividends on its preferred securities at the same rate. Under the terms of our Trust II subordinated debt securities, we pay interest only each quarter and the principal of the note at maturity. The subordinated debt

securities are uncollateralized and do not require maintenance of minimum financial covenants. As of March 31, 2015, the balance of our Trust II subordinated debt was \$25.8 million.

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

There have been no material changes to the market risks discussed in Item 7A to Part II of our Form 10-K for the fiscal year ended December 31, 2014.

### **Item 4. Controls and Procedures.**

The principal executive officer and principal financial officer of Hallmark have evaluated our disclosure controls and procedures and have concluded that, as of the end of the period covered by this report, such disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is timely recorded, processed, summarized and reported. The principal executive officer and principal financial officer also concluded that such disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under such Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. During the most recent fiscal quarter, there have been no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Risks Associated with Forward-Looking Statements Included in this Form 10-Q**

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. These statements include the plans and objectives of management for future operations, including plans and objectives relating to future growth of our business activities and availability of funds. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties.

Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions, regulatory framework, weather-related events and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved.

## **PART II**

## **OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

We are engaged in various legal proceedings that are routine in nature and incidental to our business. None of these proceedings, either individually or in the aggregate, are believed, in our opinion, to have a material adverse effect on our consolidated financial position or our results of operations.

### **Item 1A. Risk Factors.**

There have been no material changes to the risk factors discussed in Item 1A to Part I of our Form 10-K for the fiscal year ended December 31, 2014.

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

Our stock buyback program initially announced on April 18, 2008, authorized the repurchase of up to 1,000,000 shares of our common stock in the open market or in privately negotiated transactions (the “Stock Repurchase Plan”). On January 24, 2011, we announced an increased authorization to repurchase up to an additional 3,000,000 shares. The Stock Repurchase Plan does not have an expiration date.

The following table furnishes information for purchases made pursuant to the Stock Repurchase Plan during the quarter ended March 31, 2015:

| Period              | Total Number of<br>Shares Purchased | Average<br>Price Paid<br>Per Share | Cumulative Number<br>of Shares Purchased<br>as Part of Publicly<br>Announced Plan | Maximum Number of<br>Shares that May Yet<br>Be Purchased Under<br>the Plan |
|---------------------|-------------------------------------|------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| January 1-31, 2015  | -                                   | \$ -                               | 1,807,003                                                                         | 2,192,997                                                                  |
| February 1-28, 2015 | -                                   | \$ -                               | 1,807,003                                                                         | 2,192,997                                                                  |
| March 1-31, 2015    | 27,586                              | \$ 10.42                           | 1,834,589                                                                         | 2,165,411                                                                  |

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

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The following exhibits are filed herewith or incorporated herein by reference:

| Exhibit<br>Number | Description                                                                                                                                                                                                                                    |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3(a)              | Restated Articles of Incorporation of the registrant, as amended (incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 [Registration No. 333-136414] filed September 8, 2006).                      |
| 3(b)              | Amended and Restated By-Laws of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed October 1, 2007).                                                                                |
| 10(a)             | First Amendment to Lease Agreement between BRI 1849 Legacy, LLC and Hallmark Financial Services, Inc. dated January 1, 2015 (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed January 21, 2015). |

| Exhibit Number | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31(a)          | Certification of principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 31(b)          | Certification of principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 32(a)          | Certification of principal executive officer Pursuant to 18 U.S.C. § 1350.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 32(b)          | Certification of principal financial officer Pursuant to 18 U.S.C. § 1350.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 101<br>INS+    | XBRL Instance Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 101<br>SCH+    | XBRL Taxonomy Extension Schema Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 101<br>CAL+    | XBRL Taxonomy Extension Calculation Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 101<br>LAB+    | XBRL Taxonomy Extension Label Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 101<br>PRE+    | XBRL Taxonomy Extension Presentation Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 101<br>DEF+    | XBRL Taxonomy Extension Definition Linkbase Document.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| +              | Filed with this Quarterly Report on Form 10-Q and included in Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of March 31, 2015 and December 31, 2014, (ii) Consolidated Statements of Operations for the three months ended March 31, 2015 and 2014, (iii) Consolidated Statements of Comprehensive Income (Loss) for the three months ended March 31, 2015 and 2014, (iv) Consolidated Statements of Stockholder's Equity for the three months ended March 31, 2015 and 2014, (v) Consolidated Statements of Cash Flows for the three months ended March 31, 2015 and 2014 and (vi) related notes. |

## SIGNATURES

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

HALLMARK FINANCIAL SERVICES, INC.

(Registrant)

Date: May 7, 2015 /s/ Naveen Anand

Naveen Anand, Chief Executive Officer and President

Date: May 7, 2015 /s/ Jeffrey R. Passmore

Jeffrey R. Passmore, Chief Accounting Officer and Senior Vice President