

CHEESECAKE FACTORY INC
Form S-8
July 24, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE CHEESECAKE FACTORY INCORPORATED

(Exact name as specified in charter)

Delaware

(State or other jurisdiction of incorporation or organization)

51-0340466

(I.R.S. Employer Identification No.)

26901 Malibu Hills Road, Calabasas Hills, California 91301

(Address of Principal Executive Offices) (Zip Code)

**THE CHEESECAKE FACTORY INCORPORATED
2010 STOCK INCENTIVE PLAN**

(Full title of the plan)

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W. Douglas Benn
Executive Vice President and
Chief Financial Officer
The Cheesecake Factory Incorporated
26901 Malibu Hills Road
Calabasas Hills, California 91301
(818) 871-3000

(Name, address and telephone number, including area code, of agent for service)

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

(do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.01 par value per share	1,750,000	\$42.74	\$74,795,000	\$10,202

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers any additional securities to be offered or issued pursuant to the employee benefit plan described herein as a result of the adjustment provisions thereof.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) and is calculated based on the average of the high and low selling prices of the Company's Common Stock on The Nasdaq Global Select Stock Market on July 23, 2013.

THE CHEESECAKE FACTORY INCORPORATED

REGISTRATION STATEMENT ON FORM S-8

INTRODUCTION

This Registration Statement on Form S-8 is filed by The Cheesecake Factory Incorporated (the Registrant or the Company) relating to 1,750,000 shares of its common stock, par value \$0.01 per share, which reflects an increase in the number of shares authorized for issuance under the Registrant's 2010 Stock Incentive Plan as approved by the Company's stockholders effective May 30, 2013.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). In accordance with the rules and regulations of the Securities and Exchange Commission (the Commission) and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated by reference herein:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 1, 2013, as filed with the Commission on February 28, 2013;

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- (b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended April 2, 2013, as filed with the Commission on May 10, 2013;
- (c) Registrant's Current Reports on Form 8-K, as filed with the Commission on March 12, April 10, April 16, April 19, May 23 and June 3, 2013;
- (d) The description of the Registrant's Common Stock contained in the Registration Statement on Form 8-A, as filed with the Commission on August 18, 1998;
- (e) The Registrant's Amendment No. 1 to Form 8-A, as filed with the Commission on November 13, 2003; and
- (f) The Registrant's Amendment No. 2 to Form 8-A, as filed with the Commission on August 1, 2008.

All other documents filed by the Registrant subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the respective dates of filing of such documents. Any information that is furnished in any document incorporated or deemed to be incorporated by reference herein but that is not deemed "filed" under the Securities Act or the Exchange Act is not incorporated by reference herein.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed documents which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of Delaware provides, in summary, that the directors and officers of the Company may, under certain circumstances, be indemnified by the Company against all expenses incurred by or imposed upon them as a result of actions, suits or proceedings brought against them as such directors and officers, or as directors or officers of any other organization at the request of the Company, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, have no reasonable cause to believe their conduct was unlawful. No indemnification shall be made, however, against expenses with respect to any claim issued or matter as to which such person shall have been adjudged to be liable to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Section 145 of the Delaware General Corporation Law also provides that directors and officers of the Company are entitled to such indemnification by the Company to the extent that such persons are successful on the merits or otherwise in defending any such action, suit or proceeding. The Company's Bylaws and Restated Certificate of Incorporation provide for the indemnification by the Company of officers and directors to the fullest extent permitted by the Delaware General Corporation Law.

The Company has entered into agreements to indemnify its directors and officers in addition to the indemnification provided for in the Bylaws. These agreements, among other things, indemnify the Company's directors and officers for certain expenses (including attorneys' fees), judgments, fines and settlement amounts incurred by such person in any action or proceeding, including any action by or in the right of the Company, on account of services as a director or officer of the Company or as a director or officer of any subsidiary of the Company, or as a director or officer of any other company or enterprise that the person provides services to at the request of the Company. The Company believes that these provisions and agreements are necessary to attract and retain qualified persons as directors and officers.

Section 102 of the Delaware General Corporation Law provides that a corporation, in its Certificate of Incorporation, may eliminate the personal liability of its directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, other than liability for (1) any breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve

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intentional misconduct or a knowing violation of law, (3) any transaction from which the director derived an improper personal benefit and (4) unlawful payment of dividends, or unlawful stock purchase or redemptions. The Company's Restated Certificate of Incorporation provides for the elimination of personal liability of its directors to the fullest extent permitted by Section 102 of the Delaware General Corporation Law.

The Company maintains an insurance policy pursuant to which the directors and officers of the Company are insured, within the limits and subject to the limitations of the policy, against certain expenses in connection with the defense of certain claims, actions, suits or proceedings, and certain liabilities which might be imposed as a result of such claims, actions, suits or proceedings, which may be brought against them by reason of having been such directors or officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits required to be filed as part of this Registration Statement are listed in the attached Exhibit Index.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

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provided, however, that, paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calabasas Hills, State of California on this 24th day of July, 2013.

By: */s/ W. Douglas Benn*
 W. Douglas Benn
Executive Vice President and Chief Financial Officer (Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Overton and W. Douglas Benn, or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign this Registration Statement and any and all pre- or post-effective amendments to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<i>/s/ DAVID OVERTON</i> David Overton	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	July 24, 2013
<i>/s/ W. DOUGLAS BENN</i> W. Douglas Benn	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 24, 2013
<i>/s/ CHERYL M. SLOMANN</i> Cheryl M. Slomann	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	July 24, 2013
<i>/s/ ALEXANDER L. CAPPELLO</i> Alexander L. Cappello	Director	July 24, 2013
<i>/s/ JEROME I. KRANSDORF</i>	Director	July 24, 2013

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Jerome I. Kransdorf

/s/ LAURENCE B. MINDEL Laurence B. Mindel	Director	July 24, 2013
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/s/DAVID B. PITTAWAY David B. Pittaway	Director	July 24, 2013
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/s/ DOUGLAS L. SCHMICK Douglas L. Schmick	Director	July 24, 2013
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/s/ HERBERT SIMON Herbert Simon	Director	July 24, 2013
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EXHIBIT INDEX

Unless otherwise indicated below as being incorporated by reference to another filing of the Company with the Commission, each of the following exhibits is filed herewith:

Exhibit No.	Item	Form	File Number	Incorporated by Reference from Exhibit Number	Filed with SEC
4.1	Restated Certificate of Incorporation including Certificate of Designation of Series A Junior Participating Cumulative Preferred Stock	10-K	000-20574	3.1	2/23/2011
4.2	Amended and Restated Bylaws as of May 20, 2009	8-K	000-20574	3.8	5/27/2009
4.3	Form of Rights Agreement dated as of August 4, 1998 between The Cheesecake Factory Incorporated and U.S. Stock Transfer Corporation	8-A	000-20574	1	8/18/1998
4.4	Amendment No. 1 to Rights Agreement dated as of November 4, 2003 between The Cheesecake Factory Incorporated and U.S. Stock Transfer Corporation	Amend. No. 1 to Form 8-A	000-20574	2	11/13/2003
4.5	Amendment No. 2 to Rights Agreement dated as of August 1, 2008 between The Cheesecake Factory Incorporated and Computershare Trust Company	Amend. No. 2 to Form 8-A	000-20574	3	8/1/2008
5.1	Opinion of Sheppard Mullin Richter & Hampton LLP				Filed herewith
23.1	Consent of PricewaterhouseCoopers LLP				Filed herewith
23.2	Consent of Sheppard Mullin Richter & Hampton LLP (included in its opinion filed as Exhibit 5.1)				See Exhibit 5.1
24.1	Power of Attorney				Contained on signature page
99.1	2010 Stock Incentive Plan, as amended February 27, 2013 and approved by Registrant s stockholders on May 30, 2013	DEF 14A	000-20574	Appendix A	04/19/2013

-weight: bold; padding-bottom: 1pt"> 2017 Cash flows from operating activities: Net income \$5,737 \$636 Adjustments to reconcile net income to net cash (used in) provided by operating activities: Depreciation and amortization expense 2,479 2,256 Deferred federal income taxes (988) (2,174) Investment losses, net 4,302 1,419 Share-based payments expense 1 46 Change in ceded unearned premiums (15,181) (11,156) Change in premiums receivable (7,815) (18,091) Change in accounts receivable (538) 513 Change in deferred policy acquisition costs 1,944 (142) Change in unpaid losses and loss adjustment expenses (6,548) 23,791 Change in unearned premiums 13,535 20,639 Change in reinsurance recoverable (32,117) (16,613) Change in reinsurance balances payable 13,072 7,690 Change in current federal income tax recoverable/payable 7,719 2,154 Change in all other liabilities 2,899 (745) Change in all other assets 1,604 2,161 Net cash (used in) provided by operating activities (9,895) 12,384 Cash flows from investing activities: Purchases of property and equipment (1,118) (1,231) Purchases of investment securities (97,610) (124,366) Maturities, sales and redemptions of investment securities 124,873 111,440 Net cash provided by (used in) investing activities 26,145 (14,157) Cash flows from financing activities: Proceeds from exercise of employee stock options 242 145 Purchase of treasury shares (1,464) (4,425) Net cash used in financing activities (1,222) (4,280) Increase (decrease) in cash and cash equivalents and restricted cash 15,028 (6,053) Cash, cash equivalents and restricted cash at beginning of

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period 67,633 86,959 Cash, cash equivalents and restricted cash at end of period \$82,661 \$80,906

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

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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 product-specific operating units that are supported by our insurance company subsidiaries. Our Contract Binding operating unit offers commercial insurance products and services in the excess and surplus lines market. Our Specialty Commercial operating unit offers general aviation and satellite launch insurance products and services, low and middle market commercial umbrella and primary/excess liability insurance, medical and financial professional liability insurance products and services, and primary/excess commercial property coverages for both catastrophe and non-catastrophe exposures. Our Standard Commercial P&C operating unit offers industry-specific commercial insurance products and services in the standard market. Our Workers Compensation operating unit specializes in small and middle market workers compensation business. Effective July 1, 2015, this operating unit no longer markets or retains any risk on new or renewal policies. Our Specialty Personal Lines operating unit offers non-standard personal automobile and renters insurance products and services. Our insurance company subsidiaries supporting these operating units are American Hallmark Insurance Company of Texas (“AHIC”), Hallmark Insurance Company (“HIC”), Hallmark Specialty Insurance Company (“HSIC”), Hallmark County Mutual Insurance Company, Hallmark National Insurance Company and Texas Builders Insurance Company.

These operating units are segregated into three reportable industry segments for financial accounting purposes. The Specialty Commercial Segment includes our Contract Binding operating unit and our Specialty Commercial operating unit. The Standard Commercial Segment includes our Standard Commercial P&C operating unit and our Workers Compensation operating unit. The Personal Segment consists solely of our Specialty Personal Lines operating 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, 2017 included in our Annual Report on Form 10-K filed with the SEC.

The interim financial data as of June 30, 2018 and 2017 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 June 30, 2018 are not necessarily indicative of the operating results to be expected for the full year.

Reclassifications

Certain prior year amounts have been reclassified to conform with current year presentation.

Income Taxes

We file a consolidated federal income tax return. Deferred federal income taxes reflect the future tax consequences of differences between the tax basis 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, 2017 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.

Revolving Credit Facility Payable: A revolving credit facility with Frost Bank had a carried value of \$30.0 million and a fair value of \$30.2 million as of June 30, 2018. The fair value is based on the lower of the discounted cash flows using a discount rate derived from LIBOR spot rates plus a market spread resulting in discount rates ranging between 4.7% to 5.2% for each future payment date or 100.5% of par. This revolving credit facility would be included in Level 3 of the fair value hierarchy if it was reported at fair value.

Subordinated Debt Securities: Our trust preferred securities have a carried value of \$55.8 million and a fair value of \$46.2 million as of June 30, 2018. 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 recoverable/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.

Adoption of New Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-01, “Clarifying the Definition of a Business” (Topic 715). ASU 2017-01 is intended to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. ASU 2017-01 is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. Effective January 1, 2018, we adopted this new guidance, which did not have a material impact on our financial results or disclosures.

On February 14, 2018, the FASB issued updated guidance that allows a reclassification of the stranded tax effects in accumulated other comprehensive income (AOCI) resulting from the Tax Cuts and Jobs Act of 2017 (TCJA). Current guidance requires the effect of a change in tax laws or rates on deferred tax balances to be reported in income from continuing operations in the accounting period that includes the period of enactment, even if the related income tax effects were originally charged or credited directly to AOCI. The amount of the reclassification would include the effect of the change in the U.S. federal corporate income tax rate on the gross deferred tax amounts and related valuation allowances, if any, at the date of the enactment of TCJA related to items in AOCI. The updated guidance was effective for reporting periods beginning after December 15, 2018 and is to be applied retrospectively to each period in which the effect of the TCJA related to items remaining in AOCI are recognized or at the beginning of the period of adoption. Early adoption is permitted. The Company adopted the updated guidance effective January 1, 2018 and elected to reclassify the income tax effects of the TCJA from AOCI to retained earnings as of January 1, 2018. This reclassification resulted in a decrease in retained earnings of \$2.6 million as of January 1, 2018 and an increase in AOCI by the same amount.

In January 2016, the FASB issued ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities" (Subtopic 825-10). ASU 2016-01 will require equity investments that are not consolidated or accounted for under the equity method of accounting to be measured at fair value with changes in fair value recognized in net income. ASU 2016-01 will also require us to assess the ability to realize our deferred tax assets ("DTAs") related to an available-for-sale debt security in combination with our other DTAs. ASU 2016-01 was effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of this guidance resulted in the recognition of \$17.0 million of net after-tax unrealized gains on equity investments as a cumulative effect adjustment that increased retained earnings as of January 1, 2018 and decreased AOCI by the same amount. The Company elected to report changes in the fair value of equity investments in investment gains and (losses) in the Consolidated Statement of Operations. At December 31, 2017, equity investments were classified as available-for-sale on the Company's balance sheet. However, upon adoption, the updated guidance eliminated the available-for-sale balance sheet classification for equity investments.

In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments" (Topic 230). ASU 2016-15 will reduce diversity in practice on how eight specific cash receipts and payments are classified on the statement of cash flows. The ASU will be effective for fiscal years beginning after December 15, 2017, including interim periods within those years. Effective January 1, 2018, we adopted this new guidance, which did not have a material impact on our financial results or disclosures.

In November 2016, the FASB issued ASU 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash." The purpose of ASU 2016-18 is to eliminate the diversity in classifying and presenting changes in restricted cash in the statement of cash flows. The new guidance requires restricted cash to be combined with cash and cash equivalents when reconciling the beginning and ending balances of cash on the statement of cash flows, thereby no longer requiring transactions such as transfers between restricted and unrestricted cash to be treated as a cash flow activity. Further, the new guidance requires the nature of the restrictions to be disclosed, as well as a reconciliation between the balance sheet and the statement of cash flows on how restricted and unrestricted cash are segregated. The new guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within that fiscal year, with early adoption permitted. Effective January 1, 2018, we retrospectively adopted this new guidance.

In May 2014, the FASB issued guidance which revises the criteria for revenue recognition. 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 was effective for reporting periods beginning after December 15, 2017 and is to be applied retrospectively. Revenue from insurance contracts is excluded from the scope of this new guidance. While insurance contracts are excluded from this guidance, policy fee income, billing and other fees and fee income related to property business written as a cover-holder through a Lloyds Syndicate is subject to this updated guidance. Effective January 1, 2018, we adopted this new guidance which did not have a material impact on our financial results or disclosures.

Recently Issued Accounting Pronouncements

In March 2017, the FASB issued ASU 2017-08, “Premium Amortization on Purchased Callable Securities” (Subtopic 310-20). ASU 2017-08 is intended to enhance the accounting for amortization of premiums for purchased callable debt securities. The guidance amends the amortization period for certain purchased callable debt securities held at a premium. Securities that contain explicit, noncontingent call features that are callable at fixed prices and on preset dates should shorten the amortization period for the premium to the earliest call date (and if the call option is not exercised, the effective yield is reset using the payment terms of the debt security). The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and is to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings. We are currently evaluating the impact that the adoption of ASU 2017-08 will have on our financial results and disclosures.

In January 2017, the FASB issued ASU 2017-04, "Simplifying the Test for Goodwill Impairment" (Topic 350). ASU 2017-04 requires only a one-step quantitative impairment test, whereby a goodwill impairment loss will be measured as the excess of a reporting unit's carrying amount over its fair value (not to exceed the total goodwill allocated to that reporting unit). It eliminates Step 2 of the current two-step goodwill impairment test, under which a goodwill impairment loss is measured by comparing the implied fair value of a reporting unit's goodwill. The ASU is effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. We are currently evaluating the impact that the adoption of ASU 2017-04 will have on our financial results and disclosures.

In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments" (Topic 326). ASU 2016-13 requires organizations to estimate credit losses on certain types of financial instruments, including receivables and available-for-sale debt securities, by introducing an approach based on expected losses. The expected loss approach will require entities to incorporate considerations of historical information, current information and reasonable and supportable forecasts. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. ASU 2016-13 requires a modified retrospective transition method and early adoption is permitted. We are currently evaluating the impact that the adoption of this standard will have on our financial results and disclosures, but do not anticipate that any potential impact would be material.

In February 2016, the FASB issued ASU 2016-02, "Leases" (Topic 842). ASU 2016-02 requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Additionally, ASU 2016-02 modifies current guidance for lessors' accounting. ASU 2016-02 is effective for interim and annual reporting periods beginning on or after January 1, 2019, with early adoption permitted. We do not anticipate that this standard will have a material impact on our results of operations, but we anticipate an increase to the value of our assets and liabilities related to leases, with no material impact to equity.

3. 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 and an equity warrant classified as Other Investments.

Level 2 investment securities include corporate bonds, collateralized corporate bank loans, municipal bonds, U.S. Treasury securities, other obligations of the U.S. Government and mortgage-backed 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 third party pricing sources. There were no transfers between Level 1 and Level 2 securities.

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.

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 June 30, 2018 and December 31, 2017 (in thousands):

	As of June 30, 2018			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
U.S. Treasury securities and obligations of U.S. Government	\$-	\$ 47,133	\$ -	\$47,133
Corporate bonds	-	248,969	315	249,284
Collateralized corporate bank loans	-	130,244	-	130,244
Municipal bonds	-	129,597	-	129,597
Mortgage-backed	-	12,568	-	12,568
Total debt securities	-	568,511	315	568,826
Total equity securities	57,914	-	-	57,914
Total other investments	3,060	-	-	3,060
Total investments	\$60,974	\$ 568,511	\$ 315	\$629,800

	As of December 31, 2017			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
U.S. Treasury securities and obligations of U.S. Government	\$-	\$ 49,947	\$ -	\$49,947
Corporate bonds	-	278,760	313	279,073
Collateralized corporate bank loans	-	125,937	-	125,937
Municipal bonds	-	131,433	2,823	134,256

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Mortgage-backed	-	16,533	-	16,533
Total debt securities	-	602,610	3,136	605,746
Total equity securities	51,142	-	621	51,763
Total other investments	3,824	-	-	3,824
Total investments	\$54,966	\$ 602,610	\$ 3,757	\$661,333

Due to significant unobservable inputs into the valuation model for one corporate bond as of June 30, 2018, we classified this investment as Level 3 in the fair value hierarchy. Due to significant unobservable inputs into the valuation model for certain municipal bonds, one corporate bond and one equity security as of December 31, 2017, 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 corporate bond is a convertible senior note and its fair value was estimated by the sum of the bond value using an income approach discounting the scheduled interest and principal payments and the conversion feature utilizing a binomial lattice model. We also estimated the fair value of the corporate bond utilizing an as-if converted basis into the underlying securities. Significant changes in the unobservable inputs in the fair value measurement of this corporate bond could result in a significant change in the fair value measurement. The equity security previously classified as Level 3 in the fair value hierarchy was transferred to Level 1 during the second quarter of 2018.

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 six months ended June 30, 2018 and 2017 (in thousands):

Beginning balance as of January 1, 2018	\$3,757
Sales	(2,925)
Settlements	-
Purchases	-
Issuances	-
Total realized/unrealized gains included in net income	104
Net gains included in other comprehensive income	-
Transfers into Level 3	-
Transfers out of Level 3	(621)
Ending balance as of June 30, 2018	\$315
Beginning balance as of January 1, 2017	\$5,945
Sales	-
Settlements	(150)
Purchases	775
Issuances	-
Total realized/unrealized gains included in net income	-
Net gains included in other comprehensive income	533
Transfers into Level 3	-
Transfers out of Level 3	-
Ending balance as of June 30, 2017	\$7,103

4. Investments

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

As of June 30, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. Government	\$ 47,852	\$ -	\$ (719)	) \$ 47,133
Corporate bonds	250,817	366	(1,899)	) 249,284
Collateralized corporate bank loans	130,377	337	(470)	) 130,244
Municipal bonds	124,396	6,127	(926)	) 129,597
Mortgage-backed	13,078	18	(528)	) 12,568
Total debt securities	566,520	6,848	(4,542)	) 568,826
Total equity securities	40,308	21,446	(3,840)	) 57,914
Total other investments	3,763	-	(703)	) 3,060
Total investments	\$ 610,591	\$ 28,294	\$ (9,085)	) \$ 629,800
As of December 31, 2017				
U.S. Treasury securities and obligations of U.S. Government	\$ 50,088	\$ 7	\$ (148)	) \$ 49,947
Corporate bonds	278,611	1,204	(742)	) 279,073
Collateralized corporate bank loans	125,536	702	(301)	) 125,937
Municipal bonds	134,052	709	(505)	) 134,256
Mortgage-backed	16,712	37	(216)	) 16,533
Total debt securities	604,999	2,659	(1,912)	) 605,746
Total equity securities	30,253	23,014	(1,504)	) 51,763
Total other investments	3,763	61	-	) 3,824
Total investments	\$ 639,015	\$ 25,734	\$ (3,416)	) \$ 661,333

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
U.S. Treasury securities and obligations of U.S. Government	\$ -	\$ -	\$ -	\$ -
Corporate bonds	(14)	(148)	(22)	(18)
Collateralized corporate bank loans	35	20	47	48
Municipal bonds	2	101	(19)	84
Mortgage-backed	(1)	-	1	-
Realized gains (losses) on fixed maturities	22	(27)	7	114
Realized gains (losses) on equity securities	359	17	359	2,377
Realized gains (losses) on other investments	-	-	-	-
Total realized gains (losses) on investments	381	(10)	366	2,491
Other-than-temporary impairments	-	(3,407)	-	(3,407)
Unrealized losses on other investments	(401)	(62)	(764)	(503)
Unrealized gains (losses) on equity investments	553	-	(3,904)	-
Investment gains (losses), net	\$ 533	\$ (3,479)	\$ (4,302)	\$ (1,419)

We realized gross gains on investments of \$0.5 million and \$0.4 million during the three months ended June 30, 2018 and 2017, respectively, and \$0.6 million and \$3.0 million for the six months ended June 30, 2018 and 2017, respectively. We realized gross losses on investments of \$0.1 million and \$0.4 million for the three months ended June 30, 2018 and 2017, respectively, and \$0.2 million and \$0.5 million for the six months ended June 30, 2018 and 2017, respectively. We recorded proceeds from the sale of investment securities of \$14.2 million and \$0.1 million during the three months ended June 30, 2018 and 2017, respectively, and \$14.2 million and \$8.0 million for the six months ended June 30, 2018 and 2017, respectively. Realized investment gains and losses are recognized in operations on the first in-first out 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 June 30, 2018 and December 31, 2017 (in thousands):

	As of June 30, 2018					
	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	\$47,133	\$ (719)	\$ -	\$ -	\$47,133	\$ (719)
Corporate bonds	227,333	(1,898)	379	(1)	227,712	(1,899)
Collateralized corporate bank loans	77,457	(379)	5,687	(91)	83,144	(470)
Municipal bonds	35,600	(783)	7,980	(143)	43,580	(926)
Mortgage-backed	7,728	(324)	926	(204)	8,654	(528)
Total debt securities	395,251	(4,103)	14,972	(439)	410,223	(4,542)
Total equity securities	13,106	(2,990)	2,564	(850)	15,670	(3,840)
Total other investments	3,060	(703)	-	-	3,060	(703)
Total investments	\$411,417	\$ (7,796)	\$ 17,536	\$ (1,289)	\$428,953	\$ (9,085)

	As of December 31, 2017					
	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	\$28,825	\$ (145)	\$ 1,997	\$ (3)	\$30,822	\$ (148)
Corporate bonds	176,061	(736)	2,378	(6)	178,439	(742)
Collateralized corporate bank loans	30,008	(280)	2,517	(21)	32,525	(301)
Municipal bonds	35,200	(370)	8,917	(135)	44,117	(505)
Mortgage-backed	6,419	(127)	1,415	(89)	7,834	(216)
Total debt securities	276,513	(1,658)	17,224	(254)	293,737	(1,912)
Total equity securities	8,375	(1,504)	-	-	8,375	(1,504)
Total other investments	-	-	-	-	-	-
Total investments	\$284,888	\$ (3,162)	\$ 17,224	\$ (254)	\$302,112	\$ (3,416)

At June 30, 2018, the gross unrealized losses more than twelve months old were attributable to 25 debt security positions and one equity security. At December 31, 2017, the gross unrealized losses more than twelve months old were attributable to 25 debt security positions. We consider these losses as a temporary decline in value as they are predominately on securities 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 fixed maturity investment below cost is deemed other-than-temporary. All fixed maturity investments 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.

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.

Details regarding the carrying value of the other investments portfolio as of June 30, 2018 and December 31, 2017 are as follows (in thousands):

	June 30, 2018	December 31, 2017
Investment Type		
Equity warrant	\$ 3,060	\$ 3,824
Total other investments	\$ 3,060	\$ 3,824

We acquired this warrant in an active market. The warrant entitles us to buy the underlying common stock of a publicly traded company at a fixed price until the expiration date of January 19, 2021.

The amortized cost and estimated fair value of debt securities at June 30, 2018 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
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(in thousands)

Due in one year or less	\$ 134,743	\$ 134,885
Due after one year through five years	265,203	268,821
Due after five years through ten years	125,657	125,402
Due after ten years	27,839	27,150
Mortgage-backed	13,078	12,568
	\$ 566,520	\$ 568,826

5. 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 \$29.8 million and \$26.2 million at June 30, 2018 and December 31, 2017, respectively.

6. Reserves for Unpaid Losses and Loss Adjustment Expenses

Activity in the consolidated reserves for unpaid losses and LAE is summarized as follows (in thousands):

	June 30, 2018	June 30, 2017
Balance at January 1	\$527,100	\$481,567
Less reinsurance recoverable	154,612	123,237
Net balance at January 1	372,488	358,330
Incurred related to:		
Current year	122,870	122,862
Prior years	4,453	9,684
Total incurred	127,323	132,546
Paid related to:		
Current year	28,321	33,687
Prior years	140,339	90,042
Total paid	168,660	123,729
Net balance at June 30	331,151	367,147
Plus reinsurance recoverable	189,401	138,211
Balance at June 30	\$520,552	\$505,358

The impact from the unfavorable (favorable) net prior years' loss development on each reporting segment is presented below:

	Six Months Ended June 30,	
	2018	2017
Specialty Commercial Segment	\$ 6,861	\$ 8,332
Standard Commercial Segment	(1,560)	264
Personal Segment	(848)	1,088
Corporate	-	-
Total unfavorable (favorable) net prior years' development	\$ 4,453	\$ 9,684

The following describes the primary factors behind each segment's prior accident year reserve development for the six months ended June 30, 2018 and 2017:

Six months ended June 30, 2018:

Specialty Commercial Segment. Our Contract Binding operating unit experienced net unfavorable development in the 2016 and prior accident years primarily in the commercial auto liability line of business, partially offset by favorable development primarily in the commercial auto and general liability lines of business in the 2017 accident year. Our Specialty Commercial operating unit experienced net unfavorable development in general aviation, commercial excess liability, satellite launch insurance products, primary/excess commercial property, professional liability and specialty risk programs lines of business.

Standard Commercial Segment. Our Standard Commercial P&C operating unit experienced net favorable development in the 2016 and prior accident years primarily in the general liability line of business, partially offset by net unfavorable development primarily in the commercial property line of business in the 2017 accident year and net unfavorable development in the 2017 and prior accident years in the occupational accident line of business.

Personal Segment. Net favorable development in our Specialty Personal Lines operating unit was mostly attributable to the 2013 through 2017 accident years, partially offset by unfavorable development in the 2012 and prior accident years.

Six months ended June 30, 2017:

Specialty Commercial Segment. Our Contract Binding operating unit experienced net unfavorable development primarily in the commercial auto liability line of business in the 2015 and prior accident years, partially offset by favorable development in the 2016 accident year. Our Specialty Commercial operating unit experienced net unfavorable development in general aviation primarily in the 2010 accident year, commercial excess liability primarily in the 2013 accident year and specialty risk programs primarily in the 2015, 2013 and 2012 accident years, partially offset by net favorable development in the medical professional liability lines of business primarily in the 2016 accident year.

Standard Commercial Segment. Our Standard Commercial P&C operating unit experienced net unfavorable development in the 2016 and prior accident years in the occupational accident line of business, partially offset by net favorable development primarily in the general liability line of business in the 2016 and prior accident years.

Personal Segment. Net unfavorable development in our Specialty Personal Lines operating unit was mostly attributable to the 2016, 2014 and 2013 accident years, partially offset by favorable development in the 2015 accident year.

7. 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 and expired by its terms on May 27, 2015. As of June 30, 2018, there were outstanding incentive stock options to purchase 26,074 shares of our common stock, non-qualified stock options to purchase 244,157 shares of our common stock. 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.

Our 2015 Long Term Incentive Plan (“2015 LTIP”) was approved by shareholders on May 29, 2015. There are 2,000,000 shares authorized for issuance under the 2015 LTIP. As of June 30, 2018, restricted stock units representing the right to receive up to 292,257 shares of our common stock were outstanding under the 2015 LTIP. There were no stock option awards granted under the 2015 LTIP as of June 30, 2018.

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 June 30, 2018 and changes during the six months then ended is presented below:

	Number of Shares	Weighted Average Exercise Price	Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (\$000)
Outstanding at January 1, 2018	406,731	\$ 7.85		
Granted	-			

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Exercised	(36,500)	\$ 6.61		
Forfeited or expired	(100,000)	\$ 10.98		
Outstanding at June 30, 2018	270,231	\$ 6.86	1.0	\$ 843
Exercisable at June 30, 2018	270,231	\$ 6.86	1.0	\$ 843

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		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Intrinsic value of options exercised	\$ 122	\$ 80	\$ 122	\$ 101
Cost of share-based payments (non-cash)	\$ -	\$ -	\$ -	\$ -
Income tax benefit of share-based payments recognized in income	\$ -	\$ -	\$ -	\$ -

As of June 30, 2018, there was no unrecognized compensation cost related to non-vested stock options granted under our plans which is expected to be recognized in the future.

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 six months of 2018 or 2017.

Restricted Stock Units:

Restricted stock units awarded under the 2015 LTIP represent the right to receive shares of common stock upon the satisfaction of vesting requirements, performance criteria and other terms and conditions. Restricted stock units vest and, if performance criteria have been satisfied, shares of common stock become issuable on March 31 of the third calendar year following the year of grant.

The performance criteria for all restricted stock units require that we achieve certain compound average annual growth rates in book value per share as well as certain average combined ratio percentages 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. Grantees of restricted stock units do not have any rights of a stockholder, and do not participate in any

distributions to our common stockholders, until the award fully vests upon satisfaction of the vesting schedule, performance criteria and other conditions set forth in their award 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.

Compensation cost is measured as an amount equal to the fair value of the restricted stock units on the date of grant 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 our best estimate of the ultimate achievement level. The grant date fair value of restricted stock units granted in 2015, 2016 and 2017 was \$11.10, \$11.41 and \$10.20 per unit, respectively. We incurred compensation (benefit) expense of (\$43) thousand and \$1 thousand related to restricted stock units during the three months and six months ended June 30, 2018, respectively. We incurred compensation expense of \$19 thousand and \$46 thousand during the three months and six months ended June 30, 2017, respectively. We recorded income tax expense of \$9 thousand and \$0 thousand related to restricted stock units during the three months and six months ended June 30, 2018, respectively. We recorded income tax benefit of \$7 thousand and \$16 thousand related to restricted stock units during the three months and six months ended June 30, 2017, respectively.

A summary of the status of our restricted stock units as of June 30, 2018 and 2017 and changes during the six months then ended is presented below:

	Number of Restricted Stock Units	
	2018	2017
Non-vested at January 1	385,779	296,574
Granted	-	-
Vested	(8,198)	(5,998)
Forfeited	(182,743)	(43,509)
Non-vested at June 30	194,838	247,067

As of June 30, 2018, there was \$1.0 million of unrecognized grant date compensation cost related to unvested restricted stock units. Based on the current performance estimate, we expect to recognize \$0.3 million of compensation cost related to unvested restricted stock units, of which \$0.1 million is expected to be recognized during the remainder of 2018, \$0.1 million is expected to be recognized in 2019 and \$0.1 million is expected to be recognized in 2020.

8. Segment Information

The following is business segment information for the three and six months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Specialty Commercial Segment	\$ 72,081	\$ 69,501	\$ 145,205	\$ 135,336
Standard Commercial Segment	19,247	17,322	38,122	35,048
Personal Segment	7,916	10,684	15,536	22,547
Corporate	(1,119)	(4,032)	(7,397)	(2,508)
Consolidated	\$ 98,125	\$ 93,475	\$ 191,466	\$ 190,423
Pre-tax income (loss):				
Specialty Commercial Segment	\$ 8,770	\$ 3,632	\$ 18,528	\$ 11,730
Standard Commercial Segment	2,656	(199)	3,975	652
Personal Segment	(1)	(892)	(23)	(1,650)
Corporate	(5,053)	(7,459)	(15,299)	(9,812)
Consolidated	\$ 6,372	\$ (4,918)	\$ 7,181	\$ 920

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

	June 30, 2018	December 31, 2017
Assets:		
Specialty Commercial Segment	\$ 848,485	\$ 810,133
Standard Commercial Segment	159,679	162,152
Personal Segment	224,630	232,441
Corporate	26,486	26,400
	\$ 1,259,280	\$ 1,231,126

9. 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 June 30, 2018 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		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Ceded earned premiums	\$ 68,635	\$ 50,884	\$ 130,264	\$ 96,601
Reinsurance recoveries	\$ 43,989	\$ 31,729	\$ 93,427	\$ 58,430

10. Revolving Credit Facility

Our Second Restated Credit Agreement with Frost Bank (“Frost”) dated June 30, 2015, as amended to date, provides a \$15.0 million revolving credit facility (“Facility A”), with a \$5.0 million letter of credit sub-facility. On June 19, 2018, we entered into a Fourth Amendment to Second Restated Credit Agreement with Frost Bank which extended the termination date of the credit facility until June 30, 2020. The outstanding balance of the Facility A bears interest at a rate equal to the prime rate or LIBOR plus 2.5%, at our election. We pay an annual fee of 0.25% of the average daily unused balance of Facility A and letter of credit fees at the rate of 1.00% per annum. All principal and accrued interest on Facility A becomes due and payable on June 30, 2020. As of June 30, 2018, we had no outstanding borrowings under Facility A.

The Second Restated Credit Agreement with Frost also provides a \$30.0 million revolving credit facility (“Facility B”), in addition to Facility A. We may use Facility B loan proceeds solely for the purpose of making capital contributions to AHIC and HIC. We may borrow, repay and reborrow under Facility B until December 17, 2019, at which time all amounts outstanding under Facility B are converted to a term loan. Through December 17, 2019, we pay Frost a

quarterly fee of 0.25% per annum of the average daily unused balance of Facility B. Facility B bears interest at a rate equal to the prime rate or LIBOR plus 3.00%, at our election. Until December 17, 2019, interest only on amounts from time to time outstanding under Facility B are payable quarterly. Any amounts outstanding on Facility B as of December 17, 2019 are converted to a term loan payable in quarterly installments over five years based on a seven year amortization of principal plus accrued interest. All remaining principal and accrued interest on Facility B become due and payable on December 17, 2024. As of June 30, 2018, we had \$30.0 million outstanding under Facility B.

The obligations under both Facility A and Facility B are secured by a security interest in the capital stock of AHIC and HIC. Both Facility A and Facility B contain covenants that, among other things, require us to maintain certain financial and operating ratios and restrict certain distributions, transactions and organizational changes. We are in compliance with all of these covenants.

11. 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. The interest rate on our Trust I subordinated debt securities was 7.725% until June 15, 2015, after which interest adjusts 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 June 30, 2018, the principal balance of our Trust I subordinated debt was \$30.9 million and the interest rate was 5.59% per annum.

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. The interest rate on our Trust II subordinated debt securities was 8.28% until September 15, 2017, after which interest adjusts 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 June 30, 2018, the principal balance of our Trust II subordinated debt was \$25.8 million and the interest rate was 5.24% per annum.

12. Deferred Policy Acquisition Costs

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Deferred	\$ 6,306	\$ 10,616	\$ 16,671	\$ 21,713
Amortized	(8,242)	(10,375)	(18,615)	(21,571)
Net	\$ (1,936)	\$ 241	\$ (1,944)	\$ 142

13. Earnings per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Weighted average shares - basic	18,067	18,424	18,116	18,518
Effect of dilutive securities	107	-	114	145
Weighted average shares - assuming dilution	18,174	18,424	18,230	18,663

For each of the three and six months ended June 30, 2018, 62,500 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 each of the three and six months ended June 30, 2017, 97,500 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.

14. Net Periodic Pension Cost

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest cost	\$ 106	\$ 111	\$ 212	\$ 222
Amortization of net loss	26	35	53	70
Expected return on plan assets	(174)	(161)	(347)	(323)
Net periodic pension cost	\$ (42)	\$ (15)	\$ (82)	\$ (31)
Contributed amount	\$ -	\$ -	\$ -	\$ -

Refer to Note 14 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2017 for more discussion of our retirement plans.

15. Income Taxes

Our effective income tax rate for the six months ended June 30, 2018 and 2017 was 20.1% and 30.9%, respectively. The decrease in the effective tax rate was due primarily to the lower statutory rate from the enactment of the TCJA on December 22, 2017. The rates varied from the statutory rate primarily due to the amount of tax exempt income in relation to pretax income.

16. Supplemental Cash Flow Information

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported in the consolidated balance sheet to the total of the same such amounts shown in the statement of cash flows:

	As of June 30,	
	2018	2017
Cash and cash equivalents	\$79,583	\$77,448
Restricted cash	3,078	3,458
Total cash, cash equivalents and restricted cash shown in the statement of cash flows	\$82,661	\$80,906

Restricted cash represents amounts required to be set aside by a contractual agreement with a third-party insurer and amounts pledged for the benefit of various state insurance departments.

The following table provides supplemental cash flow information for the six months ended June 30, 2018 and 2017:

	Six Months Ended June 30,	
	2018	2017
Interest paid	\$ 2,145	\$ 2,324
Income taxes (recovered) paid	\$ (5,287)	\$ 304
Supplemental schedule of non-cash investing activities:		
Change in receivable for securities related to investment disposals that settled after the balance sheet date	\$ 1,455	\$ 1,427
Change in payable for securities related to investment purchases that settled after the balance sheet date	\$ (782)	\$ (958)

17. Commitments and Contingencies

We are engaged in various 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 June 30, 2018 and 2017 were as follows (in thousands):

	Minimum Pension Liability	Unrealized Gains (Losses)	Accumulated Other Comprehensive Income
Balance at December 31, 2016	\$ (2,666)	\$ 13,037	\$ 10,371
Other comprehensive income:			
Change in net actuarial gain	70	-	70
Tax effect on change in net actuarial gain	(24)	-	(24)
Net unrealized holding gains arising during the period	-	7,900	7,900
Tax effect on unrealized gains arising during the period	-	(2,765)	(2,765)
Reclassification adjustment for realized gains included in investment gains and losses	-	(2,491)	(2,491)
Tax effect on reclassification adjustment for realized gains included in income tax expense	-	872	872
Other comprehensive income, net of tax	46	3,516	3,562
Balance at June 30, 2017	\$ (2,620)	\$ 16,553	\$ 13,933
Balance at December 31, 2017	\$ (2,310)	\$ 14,544	\$ 12,234
Other comprehensive income:			
Change in net actuarial gain	53	-	53
Tax effect on change in net actuarial gain	(11)	-	(11)
Net unrealized holding gains arising during the period	-	1,567	1,567
Tax effect on unrealized gains arising during the period	-	(329)	(329)
Reclassification adjustment for realized gains included in investment gains and losses	-	(7)	(7)
Tax effect on reclassification adjustment for realized gains included in income tax expense	-	2	2
Other comprehensive income, net of tax	42	1,233	1,275
Reclassification of certain tax effects from accumulated other comprehensive income at January 1, 2018	(569)	3,188	2,619
Cumulative effect of adoption of updated accounting guidance for equity financial instruments at January 1, 2018	-	(16,993)	(16,993)
Balance at June 30, 2018	\$ (2,837)	\$ 1,972	\$ (865)

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 Specialty Commercial business which is written on a national basis. We pursue our business activities through subsidiaries whose operations are organized into product-specific operating units, which are supported by our insurance company subsidiaries.

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

Specialty Commercial Segment. Our Specialty Commercial Segment includes the excess and surplus lines commercial property/casualty insurance products and services handled by our Contract Binding operating unit and the general aviation, satellite launch, commercial umbrella and primary/excess liability, medical and financial professional liability and primary/excess commercial property insurance products and services handled by our Specialty Commercial operating unit, as well as certain specialty risk programs.

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 operating unit and the workers compensation insurance products handled by our Workers Compensation operating unit. Effective June 1, 2016, we ceased marketing new or renewal occupational accident policies. Effective July 1, 2015, the Workers Compensation operating unit ceased retaining any risk on new or renewal policies.

Personal Segment. Our Personal Segment includes the non-standard personal automobile and renters insurance products and services handled by our Specialty Personal Lines operating unit.

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 34% of the total net premiums written by any of them, HIC retains 32% of our total net premiums written by any of them, HSIC retains 24% of our total net premiums written by any of them and HNIC retains 10% of our total net 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 and six months ended June 30, 2018, our total revenues were \$98.1 million and \$191.5 million, representing an increase of 5% and 1%, respectively, from the \$93.5 million and \$190.4 million in total revenues for the same periods of 2017. During the three and six months ended June 30, 2018, our income before tax was \$6.4 million and \$7.2 million, respectively, representing an increase of \$11.3 million and \$6.3 million, respectively, from the loss before tax of \$4.9 million and income before tax of \$0.9 million reported during the same periods the prior year.

The increase in revenue was primarily attributable to higher net earned premiums in our Specialty Commercial Segment and our Standard Commercial Segment, higher commission and fees and higher finance charges, partially offset by lower net premiums earned in our Personal Segment and lower investment income during the three and six months ended June 30, 2018 as compared to the same periods during 2017. Further contributing to this increase in revenue were investment gains of \$0.5 million during the second quarter of 2018 as compared to investment losses of \$3.5 million during the same period of 2017. The increase in revenue during the six months ended June 30, 2018 was partially offset by higher investment losses of \$4.3 million as compared to investment losses of \$1.4 million reported during the same period of 2017. The investment loss during the six months ended June 30, 2018 includes \$3.9 million in loss attributable to the adoption effective January 1, 2018 of Accounting Standards Update No. 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”) which requires equity investments that are not consolidated or accounted for under the equity method of accounting to be measured at fair value with changes in fair value recognized in net income. We adopted ASU 2016-01 using the modified-retrospective approach pursuant to which we recorded a cumulative effect adjustment to retained earnings of \$17.0 million as of January 1, 2018 and decreased accumulated other comprehensive income by the same amount and did not restate prior periods.

The increase in income before tax for the three and six months ended June 30, 2018 was due primarily to the increase in revenue discussed above as well as decreased losses and loss adjustment expenses (“LAE”) of \$7.1 million and \$5.2 million, respectively, as compared to the same periods in 2017. The decrease in losses and LAE was primarily the result of unfavorable net prior year loss reserve development of \$5.0 million and \$4.5 million for the three and six months ended June 30, 2018 as compared to unfavorable net prior year loss reserve development of \$10.2 million and \$9.7 million during the same periods of 2017.

We reported net income of \$5.1 million for the three months ended June 30, 2018 as compared to a net loss of \$3.4 million for the same period of 2017. We reported net income of \$5.7 million during the six months ended June 30, 2018 as compared to net income of \$0.6 million for the same period during 2017. On a diluted basis per share, we reported net income of \$0.28 per share for the three months ended June 30, 2018, as compared to a net loss per share of \$0.18 per share for the same period in 2017. On a diluted basis per share, we reported net income of \$0.31 per share for the six months ended June 30, 2018, as compared to net income per share of \$0.03 per share for the same period in 2017. Our effective tax rate was 20.1% for the first six months of 2018 as compared to 30.9% for the same period in 2017. The decrease in the effective tax rate was due primarily to the lower statutory rate from the enactment of the Tax Cuts and Jobs Act on December 22, 2017.

Second Quarter 2018 as Compared to Second Quarter 2017

The following is additional business segment information for the three months ended June 30, 2018 and 2017 (in thousands):

	Three Months Ended June 30									
	Specialty Commercial Segment		Standard Commercial Segment		Personal Segment		Corporate		Consolidated	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Gross premiums written	\$136,079	\$127,805	\$21,574	\$19,769	\$15,566	\$14,482	\$-	\$-	\$173,219	\$162,000
Ceded premiums written	(72,083)	(52,386)	(2,645)	(2,086)	(8,645)	(6,690)	-	-	(83,373)	(61,160)
Net premiums written	63,996	75,419	18,929	17,683	6,921	7,792	-	-	89,846	100,840
Change in unearned premiums	2,333	(10,635)	(824)	(1,301)	(377)	1,749	-	-	1,132	(10,253)
Net premiums earned	66,329	64,784	18,105	16,382	6,544	9,541	-	-	90,978	90,587
Total revenues	72,081	69,501	19,247	17,322	7,916	10,684	(1,119)	(4,032)	98,125	93,434
Losses and loss adjustment expenses	48,352	50,529	10,621	11,863	4,675	8,312	-	-	63,648	70,704
Pre-tax income (loss)	8,770	3,632	2,656	(199)	(1)	(892)	(5,053)	(7,459)	6,372	(4,923)
Net loss ratio (1)	72.9 %	78.0 %	58.7 %	72.4 %	71.4 %	87.1 %			70.0 %	77.9 %
Net expense ratio (1)	22.3 %	23.2 %	33.2 %	34.9 %	33.7 %	26.6 %			27.0 %	27.2 %
Net combined ratio (1)	95.2 %	101.2 %	91.9 %	107.3 %	105.1 %	113.7 %			97.0 %	105.1 %

Favorable (Unfavorable) Prior Year Development	(5,849)	(8,032)	507	(1,722)	359	(419)	(4,983)	(10)
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(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.

Specialty Commercial Segment

Gross premiums written for the Specialty Commercial Segment were \$136.1 million for the three months ended June 30, 2018, which was \$8.3 million, or 6%, more than the \$127.8 million reported for the same period of 2017. The increase in gross premiums written were primarily the result of increased premium production in our Specialty Commercial operating unit, partially offset by lower premium production in our Contract Binding operating unit. Net premiums written were \$64.0 million for the three months ended June 30, 2018 as compared to \$75.4 million for the same period of 2017. The decrease in net premiums written was due to a change in mix towards business with higher ceded premium as a percentage of the gross premium.

The \$72.1 million of total revenue for the three months ended June 30, 2018 was \$2.6 million more than the \$69.5 million reported by the Specialty Commercial Segment for the same period in 2017. This increase in revenue was primarily due to higher net premiums earned of \$1.5 million due to increased premium production in our Specialty Commercial operating unit partially offset by decreased premium production in our Contract Binding operating unit. Further contributing to the increased revenue was higher net investment income of \$0.9 million and higher commission and fees of \$0.2 million for the three months ended June 30, 2018 as compared to the same period of 2017.

Pre-tax income for the Specialty Commercial Segment of \$8.8 million for the second quarter of 2018 was \$5.2 million higher than the \$3.6 million reported for the same period in 2017. The increase in pre-tax income was primarily the result of increased revenue discussed above as well as lower losses and LAE of \$2.2 million and lower operating expenses of \$0.4 million during the three months ended June 30, 2018 as compared to the same period during 2017.

Our Contract Binding operating unit reported a \$5.9 million decrease in losses and LAE due largely to \$4.1 million of unfavorable prior year net loss reserve development recognized during the three months ended June 30, 2018 as compared to \$6.8 million of unfavorable prior year net loss reserve development during the same period of 2017, as well as decreased net premiums earned. Our Specialty Commercial operating unit reported a \$3.7 million increase in losses and LAE which consisted of (a) a \$2.7 million increase in losses and LAE attributable to our professional liability insurance products due primarily to increased net premiums earned, higher current accident year loss trends and unfavorable prior year loss reserve development of \$0.6 million as compared to \$0.1 million of favorable prior year development during the prior period, (b) a \$1.2 million decrease in losses and LAE in our satellite launch insurance line of business due to lower current accident year loss trends, (c) a \$1.3 million increase in losses and LAE in our commercial umbrella and primary/excess liability line of business due primarily to increased net premiums earned, (d) a \$0.1 million decrease in our general aviation line of business due primarily to lower unfavorable prior year net loss reserve development of \$0.2 million during the second quarter of 2018 as compared to unfavorable prior year net loss reserve development of \$0.4 million during the second quarter of 2017, (e) a \$0.3 million increase in losses and LAE attributable to our primary/excess property insurance products due primarily to net unfavorable prior year loss reserve development during the second quarter of 2018 of \$0.3 million as compared to unfavorable prior year net loss reserve development of \$0.1 million for the second quarter of 2017 and (f) a \$0.7 million increase in losses and LAE in our specialty programs due primarily to increased net premiums earned.

Operating expenses decreased \$0.4 million primarily as the result of lower production related expenses of \$1.7 million due primarily to increased ceding commissions in our Specialty Commercial operating unit, partially offset by increased salary and related expenses of \$0.8 million, increased professional services of \$0.4 million and increased occupancy and other operating expenses of \$0.1 million.

The Specialty Commercial Segment reported a net loss ratio of 72.9% for the three months ended June 30, 2018 as compared to 78.0% for the same period during 2017. The gross loss ratio before reinsurance was 68.5% for the three months ended June 30, 2018 as compared to 73.0% for the same period in 2017. The lower gross and net loss ratios

were largely the result of \$5.8 million of unfavorable prior year net loss reserve development for the three months ended June 30, 2018 as compared to unfavorable prior year net loss reserve development of \$8.0 million for the same period of 2017, as well as lower current accident year loss trends driven mostly by our satellite launch line of business. The Specialty Commercial Segment reported a net expense ratio of 22.3% for the second quarter of 2018 as compared to 23.2% for the same period of 2017. The decrease in the expense ratio was due predominately to the impact of higher net premiums earned as well as increased ceding commissions in our Specialty Commercial operating unit.

Standard Commercial Segment

Gross premiums written for the Standard Commercial Segment were \$21.6 million for the three months ended June 30, 2018, which was \$1.8 million, or 9%, more than the \$19.8 million reported for the same period in 2017. Net premiums written were \$18.9 million for the three months ended June 30, 2018 as compared to \$17.7 million for the same period in 2017. The increase in gross and net premiums written was due to higher premium production in our Standard Commercial P&C Operating unit.

Total revenue for the Standard Commercial Segment of \$19.2 million for the three months ended June 30, 2018, was \$1.9 million, or 11%, more than the \$17.3 million reported for the same period in 2017. This increase in total revenue was due to higher net premiums earned of \$1.7 million due primarily to increased net premiums earned of \$1.8 million in our Standard Commercial P&C operating unit, partially offset by a \$0.1 million decrease in net premiums earned related to the discontinued marketing of new and renewal occupational accident policies effective June 1, 2016.

Our Standard Commercial Segment reported pre-tax income of \$2.6 million for the three months ended June 30, 2018 as compared to a pre-tax loss of \$0.2 million reported for the same period of 2017. The pre-tax income was the result of the increased revenue discussed above and lower losses and LAE of \$1.2 million, partially offset by higher operating expenses of \$0.3 million primarily as the result of higher production related expenses.

The Standard Commercial Segment reported a net loss ratio of 58.7% for the three months ended June 30, 2018 as compared to 72.4% for the same period of 2017. The gross loss ratio before reinsurance for the three months ended June 30, 2018 was 60.0% as compared to the 64.1% reported for the same period of 2017. The decrease in the gross and net loss ratios were primarily due to net favorable prior year loss reserve development of \$0.5 million for the three months ended June 30, 2018 as compared to net unfavorable prior year loss reserve development of \$1.7 million for the three months ended June 30, 2017 as well as lower current accident year loss trends. The Standard Commercial Segment reported \$1.3 million of net catastrophe losses during the second quarter of 2018 as compared to \$1.1 million of net catastrophe losses during the same period of 2017. The Standard Commercial Segment reported a net expense ratio of 33.2% for the second quarter of 2018 as compared to 34.9% for the same period of 2017. The decrease in the expense ratio was primarily due to the increased earned premium.

Personal Segment

Gross premiums written for the Personal Segment were \$15.6 million for the three months ended June 30, 2018 as compared to \$14.5 million for the same period in the prior year. Net premiums written for our Personal Segment were \$6.9 million in the second quarter of 2018, which was a decrease of \$0.9 million, or 11%, from the \$7.8 million

reported for the second quarter of 2017. The decline in net written premiums was primarily due to the impact from a new quota share reinsurance contract entered into during the fourth quarter of 2017.

Total revenue for the Personal Segment was \$7.9 million for the second quarter of 2018 as compared to \$10.7 million for the same period in 2017. The \$2.8 million decrease in revenue was primarily the result of lower net premiums earned of \$3.0 million due to lower net written premium volume, partially offset by higher finance charges of \$0.2 million reported during the second quarter of 2018 as compared to the same period during 2017.

Pre-tax loss for the Personal Segment was \$1 thousand for the three months ended June 30, 2018 as compared to pre-tax loss of \$0.9 million for the same period of 2017. The decrease in the pre-tax loss was primarily the result of decreased losses and LAE of \$3.6 million for the three months ended June 30, 2018 as compared to the same period during 2017, partially offset by the decreased revenue discussed above.

The Personal Segment reported a net loss ratio of 71.4% for the three months ended June 30, 2018 as compared to 87.1% for the same period of 2017. The gross loss ratio before reinsurance was 69.2% for the three months ended June 30, 2018 as compared to 79.0% for the same period in 2017. The lower gross and net loss ratios were primarily the result of favorable prior year net loss reserve development of \$0.4 million during the three months ended June 30, 2018 as compared to unfavorable net loss reserve development of \$0.4 million reported during the same period of 2017, as well as lower current accident year loss trends. The Personal Segment reported a net expense ratio of 33.7% for the second quarter of 2018 as compared to 26.6% for the same period of 2017. The increase in the expense ratio was due predominately to lower net premiums earned.

Corporate

Total revenue for Corporate increased by \$2.9 million for the three months ended June 30, 2018 as compared to the same period the prior year. This increase in total revenue was due predominately to investment gains of \$0.5 million during the second quarter of 2018 as compared to investment losses of \$3.5 million reported for the same period of 2017, partially offset by lower net investment income of \$1.1 million for the three months ended June 30, 2018 as compared to the same period during 2017.

Corporate pre-tax loss was \$5.1 million for the three months ended June 30, 2018 as compared to a pre-tax loss of \$7.5 million for the same period of 2017. The decrease in pre-tax loss was primarily due to the higher revenue discussed above and lower interest expense of \$0.1 million, partially offset by higher operating expenses of \$0.6 million.

Operating expenses increased \$0.6 million primarily as a result of higher salary and related expenses of \$0.3 million due principally to reductions to incentive compensation accruals during the second quarter of 2017. Further contributing to the higher operating expenses were increased occupancy and related expenses of \$0.4 million primarily related to the early termination of our Ft. Worth office lease. We incurred an early termination penalty of \$0.7 million that was partially offset by a reduction of \$0.3 million of the related deferred rent liability. These increases to operating expenses were partially offset by lower professional service fees and other expenses of \$0.1 million.

Six Months Ended June 30, 2018 as Compared to Six Months Ended June 30, 2017

The following is additional business segment information for the six months ended June 30, 2018 and 2017 (in thousands):

	Six Months Ended June 30									
	Specialty Commercial Segment		Standard Commercial Segment		Personal Segment		Corporate		Consolidated	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Gross premiums written	\$250,892	\$223,312	\$44,371	\$40,462	\$31,461	\$33,394	\$-	\$-	\$326,724	\$300,000
Ceded premiums written	(122,741)	(88,310)	(5,200)	(3,927)	(17,504)	(15,518)	-	-	(145,445)	(132,250)
Net premiums written	128,151	135,002	39,171	36,535	13,957	17,876	-	-	181,279	167,750
Change in unearned premiums	5,868	(8,289)	(3,199)	(3,439)	(1,023)	2,245	-	-	1,646	(5,425)
Net premiums earned	134,019	126,713	35,972	33,096	12,934	20,121	-	-	182,925	162,325
Total revenues	145,205	135,336	38,122	35,048	15,536	22,547	(7,397)	(2,508)	191,466	177,150
Losses and loss adjustment expenses	95,895	92,119	22,301	22,909	9,127	17,518	-	-	127,323	124,337
Pre-tax income (loss)	18,528	11,730	3,975	652	(23)	(1,650)	(15,299)	(9,812)	7,181	(8,187)
Net loss ratio (1)	71.6 %	72.7 %	62.0 %	69.2 %	70.6 %	87.1 %			69.6 %	70.7 %
Net expense ratio (1)	23.0 %	24.4 %	33.2 %	35.2 %	34.6 %	26.3 %			27.5 %	27.5 %
Net combined ratio (1)	94.6 %	97.1 %	95.2 %	104.4 %	105.2 %	113.4 %			97.1 %	98.2 %
	(6,861)	(8,332)	1,560	(264)	848	(1,088)			(4,453)	(8,187)

Favorable
(Unfavorable)
Prior Year
Development

(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.

Specialty Commercial Segment

Gross premiums written for the Specialty Commercial Segment were \$250.9 million for the six months ended June 30, 2018, which was \$27.6 million, or 12%, more than the \$223.3 million reported for the same period in 2017. The increase in gross premiums written were primarily the result of increased premium production in our Specialty Commercial operating unit, partially offset by lower premium production in our Contract Binding operating unit. Net premiums written were \$128.2 million for the six months ended June 30, 2018 as compared to \$135.0 million for the same period of 2017. The decrease in net premiums written was due to a change in mix towards business with higher ceded premium as a percentage of the gross premium.

The \$145.2 million of total revenue for the six months ended June 30, 2018 was \$9.9 million more than the \$135.3 million reported by the Specialty Commercial Segment for the same period in 2017. This increase in revenue was primarily due to higher net premiums earned of \$7.3 million due to increased premium production in our Specialty Commercial operating unit partially offset by decreased premium production in our Contract Binding operating unit. Further contributing to the increased revenue was higher net investment income of \$1.8 million and higher commission and fees of \$0.8 million for the six months ended June 30, 2018 as compared to the same period of 2017.

Pre-tax income for the Specialty Commercial Segment of \$18.5 million for the six months ended June 30, 2018 was \$6.8 million higher than the \$11.7 million reported for the same period in 2017. The increase in pre-tax income was primarily the result of increased revenue discussed above and lower operating expenses of \$0.7 million, partially offset by higher losses and LAE of \$3.8 million during the six months ended June 30, 2018 as compared to the same period during 2017.

Our Contract Binding operating unit reported a \$7.1 million decrease in losses and LAE due largely to \$3.5 million of unfavorable prior year net loss reserve development recognized during the six months ended June 30, 2018 as compared to \$7.5 million of unfavorable prior year net loss reserve development during the same period of 2017, as well as decreased net earned premiums. Our Specialty Commercial operating unit reported a \$10.9 million increase in losses and LAE which consisted of (a) a \$4.9 million increase in losses and LAE attributable to our professional liability insurance products due primarily to increased net earned premiums, (b) a \$0.4 million increase in losses and LAE in our satellite launch insurance line of business due to net unfavorable prior year loss reserve development of \$0.4 million during the six months ended June 30, 2018, (c) a \$2.7 million increase in losses and LAE in our commercial umbrella and primary/excess liability line of business due primarily to increased net earned premiums as well as \$0.9 million of net unfavorable prior year loss reserve development during the six months ended June 30, 2018 as compared to \$0.4 million of net unfavorable prior year development for the six months ended June 30, 2017, (d) a \$0.7 million increase in our general aviation line of business due primarily to higher current accident year loss trends as well as unfavorable prior year loss development of \$0.6 million for the six months ended June 30, 2018 as compared to \$0.3 million for the prior year to date, (e) a \$0.9 million increase in losses and LAE attributable to our primary/excess property insurance products due primarily to increased net earned premiums as well as unfavorable prior year reserve development of \$0.6 million for the six months ended June 30, 2018 and (f) a \$1.3 million increase in losses and LAE in our specialty programs due primarily to increased net earned premiums.

Operating expenses decreased \$0.7 million primarily as a result of lower production related expenses of \$2.9 million due primarily to increased ceding commissions in our Specialty Commercial operating unit, partially offset by increased salary and related expenses of \$1.4 million, increased professional services of \$0.5 million and increased occupancy and other operating expenses of \$0.3 million.

Standard Commercial Segment

Gross premiums written for the Standard Commercial Segment were \$44.4 million for the six months ended June 30, 2018, which was \$3.9 million, or 10%, more than the \$40.5 million reported for the same period in 2017. The increase in gross premiums written was due to higher premium production of \$4.2 million in our Standard Commercial P&C Operating unit, partially offset by a \$0.3 million decrease in gross premiums written related to the discontinued marketing of new and renewal occupational accident policies effective June 1, 2016. Net premiums written were \$39.2 million for the six months ended June 30, 2018 as compared to \$36.5 million for the same period in 2017. The increase in net premiums written was due to higher net premiums written of \$2.9 million in our Standard Commercial P&C Operating unit, partially offset by a \$0.2 million decrease in net premiums written related to the discontinued

marketing of new and renewal occupational accident policies.

Total revenue for the Standard Commercial Segment of \$38.1 million for the six months ended June 30, 2018, was \$3.1 million, or 9%, more than the \$35.0 million reported for the same period in 2017. This increase in total revenue was primarily due to higher net premiums earned of \$2.9 million as a result of increased net premiums earned of \$3.4 million in our Standard Commercial P&C operating unit, partially offset by a \$0.5 million decrease in net premiums earned primarily related to the discontinued marketing of new and renewal occupational accident policies. Further contributing to the increase in revenue was higher commission and fees of \$0.2 million for the six months ended June 30, 2018 as compared to the same period in 2017.

Our Standard Commercial Segment reported pre-tax income of \$4.0 million for the six months ended June 30, 2018 as compared to pre-tax income of \$0.7 million reported for the same period of 2017. The increase in pre-tax income was the result of the increased revenue discussed above and lower losses and LAE of \$0.6 million, partially offset by higher operating expenses of \$0.4 million, primarily as the result of higher production related expenses.

The Standard Commercial Segment reported a net loss ratio of 62.0% for the six months ended June 30, 2018 as compared to 69.2% for the same period of 2017. The gross loss ratio before reinsurance for the six months ended June 30, 2018 was 65.1% as compared to the 60.9% reported for the same period of 2017. The increase in the gross loss ratio was due predominantly to higher gross incurred losses in both the current and prior accident years driven largely by increased gross catastrophe losses during the six months ended June 30, 2018 as compared to the same period of 2017. The decrease in the net loss ratio was primarily due to favorable net loss reserve development of \$1.6 million reported for the six months ended June 30, 2018 as compared to unfavorable net loss reserve development of \$0.3 million during the same period of 2017, as well as lower current accident year loss trends and increased ceded losses on prior accident years. The Standard Commercial Segment reported \$2.3 million of net catastrophe losses during the six months ended June 30, 2018 as compared to \$1.3 million of net catastrophe losses during the same period of 2017. The Standard Commercial Segment reported a net expense ratio of 33.2% during the six months ended June 30, 2018 as compared to 35.2% for the same period of 2017. The decrease in the expense ratio was primarily due to the increased earned premium.

Personal Segment

Gross premiums written for the Personal Segment were \$31.5 million for the six months ended June 30, 2018 as compared to \$33.4 million for the same period in the prior year. Net premiums written for our Personal Segment were \$14.0 million in the six months ended June 30, 2018, which was a decrease of \$3.9 million, or 22%, from the \$17.9 million reported for the same period of 2017. The decline in gross and net written premiums was due primarily to the intentional reduction in certain underperforming portions of this business to address loss ratio performance. Further contributing to the decline in net written premiums was the impact from a new quota share reinsurance contract entered into during the fourth quarter of 2017.

Total revenue for the Personal Segment was \$15.5 million for the six months ended June 30, 2018 as compared to \$22.5 million for the same period in 2017. The \$7.0 million decrease in revenue was primarily the result of lower net premiums earned of \$7.2 million due to lower net written premium volume and lower net investment income of \$0.1 million, partially offset by higher finance charges of \$0.3 million reported during the six months ended June 30, 2018 as compared to the same period during 2017.

Pre-tax loss for the Personal Segment was \$23 thousand for the six months ended June 30, 2018 as compared to pre-tax loss of \$1.7 million for the same period of 2017. The decrease in the pre-tax loss was primarily the result of

decreased losses and LAE of \$8.4 million and lower operating expenses of \$0.3 million for the six months ended June 30, 2018 as compared to the same period during 2017, partially offset by the decreased revenue discussed above.

The Personal Segment reported a net loss ratio of 70.6% for the six months ended June 30, 2018 as compared to 87.1% for the same period of 2017. The gross loss ratio before reinsurance was 69.0% for the six months ended June 30, 2018 as compared to 83.0% for the same period in 2017. The lower gross and net loss ratios were primarily the result of favorable prior year net loss reserve development of \$0.8 million during the six months ended June 30, 2018 as compared to unfavorable net loss reserve development of \$1.1 million reported during the same period of 2017, as well as lower current accident year loss trends. The Personal Segment reported a net expense ratio of 34.6% for the six months ended June 30, 2018 as compared to 26.3% for the same period of 2017. The increase in the expense ratio was due predominately to lower net premiums earned.

Corporate

Total revenue for Corporate decreased by \$4.9 million for the six months ended June 30, 2018 as compared to the same period the prior year. This decrease in total revenue was due predominately to investment losses of \$4.3 million during the six months ended June 30, 2018 as compared to investment losses of \$1.4 million reported for the same period of 2017. The investment losses during the first six months of 2018 include \$3.9 million in loss attributable to the adoption of ASU 2016-01 effective January 1, 2018. Lower net investment income of \$2.0 million for the six months ended June 30, 2018 as compared to the same period during 2017 also contributed to the decrease in revenue.

Corporate pre-tax loss was \$15.3 million for the six months ended June 30, 2018 as compared to a pre-tax loss of \$9.8 million for the same period of 2017. The increase in pre-tax loss was primarily due to the lower revenue discussed above and higher operating expenses of \$0.8 million, partially offset by lower interest expense of \$0.2 million.

Operating expenses increased \$0.8 million primarily as a result of higher salary and related expenses of \$0.7 million due primarily to higher incentive compensation accruals during the first six months of 2018. Further contributing to the higher operating expenses were increased occupancy and related expenses of \$0.4 million primarily related to the early termination of our Ft. Worth office lease. We incurred an early termination penalty of \$0.7 million that was partially offset by a reduction of \$0.3 million of the related deferred rent liability. These increases to operating expenses were partially offset by lower professional service fees and other expenses of \$0.3 million.

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 June 30, 2018, we had \$17.8 million in unrestricted cash and cash equivalents, as well as \$0.9 million in debt securities, at the holding company and our non-insurance subsidiaries. As of that date, our insurance subsidiaries held \$61.8 million of unrestricted cash and cash equivalents, as well as \$567.9 million in debt securities with an average modified duration of 1.4 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 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 2018, the aggregate ordinary dividend capacity of these subsidiaries is \$20.0 million, of which \$13.2 million is available to Hallmark. As a county mutual, dividends from HCM are payable to policyholders. During the first six months of 2018 and 2017, our insurance company subsidiaries paid \$3.6 million and \$6.5 million in dividends to Hallmark, respectively.

Comparison of June 30, 2018 to December 31, 2017

On a consolidated basis, our cash (excluding restricted cash) and investments at June 30, 2018 were \$709.4 million compared to \$726.3 million at December 31, 2017. The primary reasons for this decrease in unrestricted cash and investments were cash used by operations, a decrease in investment fair values and repurchases of our common stock.

Comparison of Six Months Ended June 30, 2018 and June 30, 2017

During the six months ended June 30, 2018, our cash flow used by operations was \$9.9 million compared to cash flow provided by operations of \$12.4 million during the same period the prior year. The decrease in operating cash flow was driven by a temporary acceleration of paid claims as we improved our claims practices to address the increase in frequency and severity in our commercial auto portfolio. This decrease in operating cash flow was partially offset by higher collected net premiums, higher collected ceding commissions and a collected income tax recoverable during the six months ended June 30, 2018 as compared to the same period the prior year.

Net cash provided by investing activities during the first six months of 2018 was \$26.1 million as compared to net cash used in investing activities of \$14.2 million during the first six months of 2017. The cash provided by investing activities during the first six months of 2018 was comprised of an increase of \$13.4 million in maturities, sales and redemptions of investment securities, a decrease in purchases of debt and equity securities of \$26.8 million and a decrease in purchases of property and equipment of \$0.1 million.

Cash used in financing activities during the first six months of 2018 was \$1.2 million primarily as a result of repurchases of our common stock. Cash used in financing activities during the first six months of 2017 was \$4.3 million primarily as a result of repurchases of our common stock.

Credit Facilities

Our Second Restated Credit Agreement with Frost Bank (“Frost”) dated June 30, 2015, as amended to date, provides a \$15.0 million revolving credit facility (“Facility A”), with a \$5.0 million letter of credit sub-facility. On June 19, 2018, we entered into a Fourth Amendment to Second Restated Credit Agreement with Frost Bank which extended the termination date of the credit facility until June 30, 2020. The outstanding balance of the Facility A bears interest at a rate equal to the prime rate or LIBOR plus 2.5%, at our election. We pay an annual fee of 0.25% of the average daily unused balance of Facility A and letter of credit fees at the rate of 1.00% per annum. All principal and accrued interest on Facility A becomes due and payable on June 30, 2020. As of June 30, 2018, we had no outstanding borrowings under Facility A.

The Second Restated Credit Agreement with Frost also provides a \$30.0 million revolving credit facility (“Facility B”), in addition to Facility A. We may use Facility B loan proceeds solely for the purpose of making capital contributions to AHIC and HIC. We may borrow, repay and reborrow under Facility B until December 17, 2019, at which time all amounts outstanding under Facility B are converted to a term loan. Through December 17, 2019, we pay Frost a quarterly fee of 0.25% per annum of the average daily unused balance of Facility B. Facility B bears interest at a rate equal to the prime rate or LIBOR plus 3.00%, at our election. Until December 17, 2019, interest only on amounts from time to time outstanding under Facility B are payable quarterly. Any amounts outstanding on Facility B as of December 17, 2019 are converted to a term loan payable in quarterly installments over five years based on a seven year amortization of principal plus accrued interest. All remaining principal and accrued interest on Facility B become due and payable on December 17, 2024. As of June 30, 2018, we had \$30.0 million outstanding under Facility B.

The obligations under both Facility A and Facility B are secured by a security interest in the capital stock of AHIC and HIC. Both Facility A and Facility B contain covenants that, among other things, require us to maintain certain financial and operating ratios and restrict certain distributions, transactions and organizational changes. We are in compliance with all of these covenants.

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. The interest rate on our Trust I subordinated debt securities was 7.725% until June 15, 2015, after which interest adjusts 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 June 30, 2018, the principal balance of our Trust I subordinated debt was \$30.9 million and the interest rate was 5.59% per annum.

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. The interest rate on our Trust II subordinated debt securities was 8.28% until September 15, 2017, after which interest adjusts 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 June 30, 2018, the principal balance of our Trust II subordinated debt was \$25.8 million and the interest rate was 5.24% per annum.

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, 2017.

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, 2017.

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 June 30, 2018:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Cumulative Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Number of Shares that May Yet Be Purchased Under the Plan
April 1st-April 30th	88,556	\$ 9.41	3,203,953	796,047
May 1st- May 31st	-	\$ -	3,203,953	796,047
June 1st- June 30th	25,182	\$ 10.10	3,229,135	770,865

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

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

Exhibit Number	Description
<u>3(a)</u>	<u>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).</u>
<u>3(b)</u>	<u>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 March 28, 2017).</u>
<u>10(a)</u>	<u>Fourth Amendment to Second Restated Credit Agreement between Hallmark Financial Services, Inc. and Frost Bank dated June 19, 2018 (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed June 20, 2018).</u>
<u>31(a)</u>	<u>Certification of principal executive officer required by Rule 13a-14(a) or Rule 15d-14(a).</u>
<u>31(b)</u>	<u>Certification of principal financial officer required by Rule 13a-14(a) or Rule 15d-14(a).</u>
<u>32(a)</u>	<u>Certification of principal executive officer Pursuant to 18 U.S.C. § 1350.</u>
<u>32(b)</u>	<u>Certification of principal financial officer Pursuant to 18 U.S.C. § 1350.</u>

101 INS+XBRL Instance Document.

101
SCH+ XBRL Taxonomy Extension Schema Document.

101
CAL+ XBRL Taxonomy Extension Calculation Linkbase Document.

101
LAB+ XBRL Taxonomy Extension Label Linkbase Document.

101
PRE+ XBRL Taxonomy Extension Presentation Linkbase Document.

101
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 June 30, 2018 and December 31, 2017, (ii) Consolidated Statements of Operations for the three and six months ended June 30, 2018 and 2017, (iii) Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2018 and 2017, (iv) Consolidated Statements of Stockholder's Equity for the three and six months ended June 30, 2018 and 2017, (v) Consolidated Statements of Cash Flows for the six months ended June 30, 2018 and 2017 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: August 7, 2018 /s/ Naveen Anand
Naveen Anand, Chief Executive Officer and President

Date: August 7, 2018 /s/ Jeffrey R. Passmore
Jeffrey R. Passmore, Chief Accounting Officer and Senior Vice
President