KINGSWAY FINANCIAL SERVICES INC
Form 10-K
March 13, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

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x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2014
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____
Commission File Number 001-15204
Kingsway Financial Services Inc.
(Exact name of registrant as specified in its charter)

Ontario, Canada (State or other jurisdiction of incorporation or organization)	Not Applicable (I.R.S. Employer Identification No.)
45 St. Clair Avenue West, Suite 400 Toronto, Ontario	M4V 1K9
(Address of principal executive offices)	(Zip Code)

1-416-848-1171
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, no par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x
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 o Accelerated filer o Non-accelerated filer o Smaller reporting company x

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

As of June 30, 2014, the aggregate market value of the registrant's voting common stock held by non-affiliates of registrant was $68,578,275 based upon the closing sale price of the common stock as reported by the New York Stock Exchange. Solely for purposes of this calculation, all executive officers and directors of the registrant are considered affiliates.

The number of shares of the Registrant's Common Stock outstanding as of March 13, 2015 was 19,709,706.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Form 10-K is incorporated by reference to certain sections of the Proxy Statement for the 2014 Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission no later than 120 days after the end of our fiscal year ended December 31, 2014.

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Caution Regarding Forward-Looking Statements

This 2014 Annual Report on Form 10-K (the "2014 Annual Report"), including the accompanying consolidated financial statements of Kingsway Financial Services Inc. ("Kingsway") and its subsidiaries (individually and collectively referred to herein as the "Company") and the notes thereto appearing in Item 8 herein (the "Consolidated Financial Statements"), Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in Item 7 herein (the "MD&A"), and the other Exhibits and Financial Statement Schedules filed as a part hereof or incorporated by reference herein may contain or incorporate by reference information that includes or is based on 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.

Forward-looking statements relate to future events or future performance and reflect Kingsway management's current beliefs, based on information currently available. The words "anticipate," "expect," "believe," "may," "should," "estimate," "project," "outlook," "forecast" and variations or similar words and expressions are used to identify such forward looking information, but these words are not the exclusive means of identifying forward-looking statements. Specifically, statements about (i) the Company's ability to preserve and use its net operating losses; (ii) the Company's expected liquidity; and (iii) the potential impact of volatile investment markets and other economic conditions on the Company's investment portfolio and underwriting results, among others, are forward-looking, and the Company may also make forward-looking statements about, among other things:

- its results of operations and financial condition (including, among other things, premium volume, premium rates, net and operating income, investment income and performance, return on equity, and expected current returns and combined ratios);
- changes in facts and circumstances affecting assumptions used in determining the provision for unpaid loss and loss adjustment expenses;
- the number and severity of insurance claims (including those associated with catastrophe losses) and their impact on the adequacy of the provision for unpaid loss and loss adjustment expenses;
- the impact of emerging claims issues as well as other insurance and non-insurance litigation;
- orders, interpretations or other actions by regulators that impact the reporting, adjustment and payment of claims;
- changes in industry trends and significant industry developments;
- uncertainties related to regulatory approval of insurance rates, policy forms, license applications and similar matters;
- the impact of certain guarantees made by the Company;
- the ability to complete current or future acquisitions successfully;
- the ability to successfully implement our restructuring activities; and
- strategic initiatives.

For a discussion of some of the factors that could cause actual results to differ, see Item 1A,"Risk Factors," and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Critical Accounting Estimates and Assumptions," in this 2014 Annual Report.

Except as expressly required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, that might arise subsequent to the date of this 2014 Annual Report.

KINGSWAY FINANCIAL SERVICES INC.

Part I
Item 1. BUSINESS
Kingsway Financial Services Inc. was incorporated under the Business Corporations Act (Ontario) on September 19, 1989. In this report, the terms "Kingsway," the "Company," "we," "us" or "our" mean Kingsway Financial Services Inc. and all entities included in our consolidated financial statements.
The Company's registered office is located at 45 St. Clair Avenue West, Suite 400, Toronto, Ontario, Canada M4V 1K9. The common shares of Kingsway are listed on the Toronto Stock Exchange and the New York Stock Exchange under the trading symbol "KFS."
Kingsway is a holding company that operates as a merchant bank primarily engaged, through its subsidiaries, in the property and casualty insurance business. Kingsway conducts its business through the following two reportable segments: Insurance Underwriting and Insurance Services. Insurance Underwriting and Insurance Services conduct their business and distribute their products in the United States. Certain of the business descriptions below, particularly "Investments," "Reinsurance" and "Regulatory Environment," are principally or exclusively related to Insurance Underwriting. The "Debt" description below is unrelated to either segment.
Financial information about Kingsway's reportable business segments for the years ended December 31, 2014 and 2013 is contained in the following sections of this 2014 Annual Report: (i) Note 24, "Segmented Information," to the Consolidated Financial Statements; and (ii) "Results of Continuing Operations" section of MD&A.
REPORTING CURRENCY
The Consolidated Financial Statements have been presented in U.S. dollars because the Company's principal investments and cash flows are denominated in U.S. dollars. The Company's functional currency is the U.S. dollar since the substantial majority of its operations is conducted in the U.S. Assets and liabilities of subsidiaries with non-U.S. dollar functional currencies are translated to U.S. dollars at period-end exchange rates, while revenue and expenses are translated at average monthly rates and shareholders' equity is translated at the rates in effect at dates of capital transactions. Foreign currency translation adjustments are included in shareholders' equity under the caption accumulated other comprehensive income. Foreign currency gains and losses resulting from transactions which are denominated in currencies other than the entity's functional currency are included within other income on the consolidated statements of operations.
All of the dollar amounts in this 2014 Annual Report are expressed in U.S. dollars, except where otherwise indicated. References to "dollars" or "$" are to U.S. dollars, and any references to "C$" are to Canadian dollars.
GENERAL DEVELOPMENT OF BUSINESS
Private Placement
On February 3, 2014, the Company closed on its private placement totaling $6.6 million. At closing, the Company received gross proceeds of $6.6 million, resulting from the sale and issuance of 262,876 units for a purchase price of $25.00 per unit. Net proceeds to the Company were $6.3 million after deducting expenses. Each unit consists of one class A convertible preferred share, series 1 (the "Preferred Shares"), and 6.25 common share class C purchase warrants. Each Preferred Share is convertible into 6.25 common shares at a conversion price of $4.00 per common share any time at the option of the holder prior to April 1, 2021. The maximum number of common shares issuable upon conversion of the Preferred Shares is 1,642,975 common shares. Each warrant will entitle the subscriber to purchase one common share of Kingsway at a price of $5.00 per common share at any time after September 16, 2016 and prior to expiry on September 15, 2023. Further information is contained in Note 22, "Shareholders' Equity," to the Consolidated Financial Statements.
Redemption of Series A Warrants
On August 18, 2014, the Company announced its intention to redeem its outstanding Series A Warrants, which were issued pursuant to the Company's 2013 rights offering. Holders of Series A Warrants could exercise their outstanding Series A Warrants at $4.50 per common share. Any Series A Warrants that remained unexercised after September 19, 2014 were automatically redeemed by the Company at the redemption price of $0.25 per Series A Warrant. During the third quarter of 2014, Series A Warrants to purchase 3,279,945 shares of common stock were exercised, resulting in cash proceeds of $14.8 million. The 845 Series A Warrants that remained unexercised were redeemed by the Company at the redemption price of $0.25. Further information is contained in Note 22, "Shareholders' Equity," to the

Consolidated Financial Statements.

Repayment of Senior Unsecured Debentures

In 2004, the Company completed the sale of $125.0 million 7.50% senior notes due 2014. Pursuant to debt buy-back initiatives which started in 2009 and a partial, early redemption executed in 2013, the Company repurchased and retired most of the originally issued par value. In February 2014, the Company repaid the $14.4 million remaining amount outstanding on its senior unsecured debentures due February 1, 2014.

Disposition

Effective March 31, 2014, the Company's wholly owned subsidiary, 1347 Property Insurance Holdings, Inc. ("PIH"), formerly known as Maison Insurance Holdings, Inc., completed an initial public offering of its common stock. Total consideration to the Company as a result of this transaction was $7.7 million, consisting of a 28.7% interest in the common shares of PIH. As a result of the disposal, the Company recognized a loss of $1.2 million during the first quarter of 2014. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. The Company's approximate voting percentage in PIH has been reduced to 16.9% at December 31, 2014. Further information is contained in Note 5, "Dispositions and Liquidations," to the Consolidated Financial Statements.

INSURANCE UNDERWRITING SEGMENT

The Company's property and casualty insurance business operations are conducted primarily through the following subsidiaries: Mendota Insurance Company ("Mendota"), Mendakota Insurance Company ("Mendakota"), Universal Casualty Company ("UCC"), Kingsway Amigo Insurance Company ("Amigo") and Kingsway Reinsurance Corporation (collectively, "Insurance Underwriting").

As described above, effective March 31, 2014, the Company's wholly owned subsidiary, PIH, completed an initial public offering of its common stock. As a result of the disposal of the Company's majority interest in PIH on March 31, 2014, all segmented information has been adjusted to exclude PIH from the Insurance Underwriting segment.

The insurance subsidiaries in Insurance Underwriting issue insurance policies and retain the risk of operating profit or loss related to the ultimate loss and loss adjustment expenses incurred on the underlying policies. Insurance Underwriting provides non-standard automobile insurance to individuals who do not meet the criteria for coverage by standard automobile insurers and actively conducts business in 15 states. In 2014, the following states accounted for 81.4% of Insurance Underwriting's gross premiums written: Florida (18.9%), Texas (17.7%), Illinois (15.5%), California (10.0%), Colorado (9.7%) and Nevada (9.6%).

The Company previously placed Amigo and UCC into voluntary run-off in 2012 and 2011, respectively. Each of Amigo and UCC has entered into a comprehensive run-off plan which has been approved by its respective state of domicile. Kingsway continues to manage Amigo and UCC in a manner consistent with the run-off plans.

Insurance Underwriting Products

Insurance Underwriting primarily markets automobile insurance products which provide coverage in three major areas: liability, accident benefits and physical damage. Liability insurance provides coverage for claims against the Company's insureds legally responsible for automobile accidents which have injured third-parties or caused property damage to third-parties. Accident benefit policies or personal injury protection policies provide coverage for loss of income, medical and rehabilitation expenses for insured persons who are injured in an automobile accident, regardless of fault. Physical damage policies cover damages to an insured automobile arising from a collision with another object or from other risks such as fire or theft.

KINGSWAY FINANCIAL SERVICES INC.

Table 1 and Table 2 summarize Insurance Underwriting's gross premiums written by line of business and by state, respectively, for the years ended December 31, 2014 and 2013.

TABLE 1 Gross premiums written by line of business

For the years ended December 31 (in millions of dollars, except for percentages)

	2014	% of Total	2013	% of Total
Private passenger auto liability	76.5	67.1 %	82.0	63.8 %
Auto physical damage	37.5	32.9 %	39.7	30.9 %
Total non-standard automobile	114.0	100.0 %	121.7	94.7 %
Allied lines	—	— %	6.9	5.3 %
Total gross premiums written	114.0	100.0 %	128.6	100.0 %

TABLE 2 Gross premiums written by state

For the years ended December 31 (in millions of dollars, except for percentages)

	2014	% of Total	2013	% of Total
Florida	21.5	18.9 %	32.1	25.0 %
Texas	20.2	17.7 %	19.6	15.2 %
Illinois	17.7	15.5 %	21.2	16.5 %
California	11.4	10.0 %	14.2	11.0 %
Colorado	11.1	9.7 %	11.2	8.7 %
Nevada	10.9	9.6 %	9.7	7.5 %
Other	21.2	18.6 %	20.6	16.1 %
Total gross premiums written	114.0	100.0 %	128.6	100.0 %

Non-Standard Automobile

Non-standard automobile insurance is principally provided to individuals who do not qualify for standard automobile insurance coverage because of their payment history, driving record, place of residence, age, vehicle type or other factors. Such drivers typically represent higher than normal risks and pay higher insurance rates for comparable coverage.

Non-standard automobile insurance loss experience is generally driven by higher frequency and lower severity than the standard automobile market. The higher frequency, however, is mitigated to some extent by higher premium rates; the tendency of high-risk individuals to own low-value automobiles; and generally lower limits of insurance coverage as insureds tend to purchase coverage at the minimum prescribed limits. In the United States, non-standard automobile insurance policies generally have lower limits of insurance commensurate with the minimum coverage requirements under the statute of the states in which we write the business. These limits of liability are typically not greater than $50,000 per occurrence.

The insuring of non-standard automobile drivers is often transitory. When their driving records improve, insureds may qualify to obtain insurance in the standard market at lower premium rates. We often cancel policies for non-payment of premium and, following a period of lapse in coverage, insureds frequently return to purchase a new policy at a later date. As a result, our non-standard automobile insurance policies experience a retention rate that is lower than that experienced for standard market risks. This creates an on-going requirement to replace non-renewing policyholders with new policyholders and to react promptly to issue cancellation notices for non-payment of premiums to mitigate potential bad debt write-offs. Most of our insureds pay their premiums on a monthly installment basis, and we typically limit our risk related to non-payment of premiums by requiring a deposit for future insurance premiums and the prepayment of subsequent installments.

In the United States, automobile insurers are generally required to participate in various involuntary residual market pools and assigned risk plans that provide automobile insurance coverage to individuals or other entities that are unable to purchase such coverage in the voluntary market. Participation in these pools in most jurisdictions is in proportion to voluntary writings of selected lines of business in those jurisdictions.

For the year ended December 31, 2014, gross premiums written for non-standard automobile insurance decreased 6.3% to $114.0 million as compared to $121.7 million in 2013. Non-standard automobile insurance accounted for 100.0% and 94.7% of Insurance

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Underwriting's gross premiums written for the years ended December 31, 2014 and 2013, respectively. The decrease in gross premiums written is primarily the result of decreased premium volumes at Amigo, reflecting the actions begun by the Company during the fourth quarter of 2012 to place Amigo into voluntary run-off.

Allied Lines

Allied lines includes premium related to Amigo's participation in the National Flood Insurance Program during 2013. The program is a cooperative undertaking of the insurance industry and the Federal Emergency Management Agency which allows participating property and casualty insurance companies to write and service the Standard Flood Insurance Policy in their own names. Under the program, Amigo received an expense allowance for policies written and claims processed while the federal government retained responsibility for underwriting all losses. For the year ended December 31, 2014, gross premiums written from allied lines decreased by 100.0% to zero compared to $6.9 million in 2013 due to Amigo's withdrawal from the National Flood Insurance Program effective January 1, 2014.

Marketing and Distribution

Our strategy focuses on developing and maintaining strong relationships with our independent agents. Insurance Underwriting's products and services are marketed through approximately 4,100 independent agencies. We maintain an "open market" approach which enables these agents to place business with us without the obligation of minimum production commitments, providing us with a broad, flexible and scalable distribution network. We continually strive to provide excellent service in the markets in which we operate, communicating through a variety of channels as we look for opportunities to increase efficiency and reduce operating costs with our agents. Our independent agents have the ability to bind insurance policies on our behalf, subject to our underwriting guidelines. Our proprietary point-of-sale systems, however, prevent any agent from binding an unacceptable risk. We do not, though, delegate authority to settle or adjust claims, establish underwriting guidelines, develop rates or enter into other transactions or commitments through our independent agents.

Texas business is originated through an affiliated managing general agent and written through an unaffiliated Texas county mutual insurance company. This business is then 100% assumed through a quota-share arrangement by one of our insurance subsidiaries. This represents a common way of originating non-standard automobile business in the state of Texas due to the greater rating and underwriting flexibility accorded Texas county mutual insurance companies under Texas statutes.

No customer or group of affiliated customers accounts for 10% or more of Insurance Underwriting's revenues, and no loss of a customer or group of affiliated customers would have a material adverse effect on the Company.

Competition

Insurance Underwriting operates in a highly competitive environment. Our core non-standard automobile offerings are policies at the minimum prescribed limits in each state produced entirely through our independent agents. We compete with large national insurance companies and smaller regional insurance companies which produce through independent agents. We also compete with insurance companies which sell policies directly to their customers.

Large national insurance companies and direct underwriters typically operate in standard lines of personal automobile and property insurance in addition to non-standard lines and generally bring with them increased name recognition obtained through extensive media advertising, loyalty of the customer base to the insurer rather than to an independent agency and, potentially, reduced policy acquisition costs and increased customer retention.

From time to time, the non-standard automobile market attracts competition from new entrants. In many cases, these entrants are looking for growth and, as a result, price their insurance below the rates that we believe provide an acceptable return for the related risk. We firmly believe that it is not in our best interest to compete solely on price; consequently, we are willing to experience a loss of market share during periods of intense price competition or "soft" market conditions. During the last few years, the Company carried out a detailed review of its premium adequacy in the territories in which it operates and implemented steps to terminate business where premium adequacy was unlikely to be achieved within an acceptable period of time.

In order to stay competitive while striving to generate an economic rate of return, we compete on a number of factors such as distribution strength and breadth, premium adequacy, agency relationships, ease of doing business and market reputation. Ultimately, we believe that our ability to compete successfully in our industry is based, among other things, on our ability to:

- identify markets that are most likely to produce an underwriting profit;
- operate with a disciplined underwriting approach;
- practice prudent claims management;
- establish an appropriate provision for unpaid loss and loss adjustment expenses;

- strive for cost containment and the economics of shared support functions where deemed appropriate; and
- provide our independent agents and brokers with competitive commissions, an ease of doing business and additional value-added products and services for them and their customers.

Insurance Underwriting generally does not compete on the basis of ratings assigned by insurance rating agencies. Previously, the Company's insurance subsidiaries were assigned ratings by A.M. Best. In October, 2011 the Company had the A.M. Best ratings for all of its insurance subsidiaries withdrawn. As a result, the Company's insurance subsidiaries are currently unrated.

Underwriting

Our underwriting philosophy stresses receiving an adequate premium and spread of risks for the business we accept. We regularly monitor premium adequacy by territory, line of business and agency and take actions as necessary. Actions include, but are not limited to, tightening underwriting requirements, filing for rate increases, terminating underperforming programs and agents, non-renewing policies (where permitted) and other administrative changes. Typically, we do not reduce our premiums when competitors underwrite at premium rates that we believe are below acceptable levels. Instead, we focus on maintaining our premium per risk rather than writing a large number of risks at premiums that we believe would be inadequate and thus unprofitable. As a result, our premium volumes may be negatively impacted during a soft market.

Claims Management

Claims management is the process by which Insurance Underwriting determines the validity and amount of a claim. We believe that claims management is fundamental to our operating results. With respect to Insurance Underwriting, proper and efficient claims management has a direct effect on the operating profit or loss which has been retained related to the ultimate loss and loss adjustment expenses incurred on the underlying policies.

The individual operating subsidiaries in Insurance Underwriting primarily employ their own claims adjusters who are responsible for investigating and settling claims. Under certain circumstances, however, our operating subsidiaries will utilize each other's claims expertise where appropriate. Our goal is to settle claims fairly for the benefit of our insureds in a manner that is consistent with the insurance policy language and our regulatory and legal obligations.

In addition to claims adjusters, our operating subsidiaries also employ appraisers, special investigators and salvage, subrogation and other personnel who are responsible for helping us reduce the net cost of claim-handling particularly with respect to identifying instances of fraud. We aggressively combat fraud and have processes in place to investigate suspicious claim activity. We may also engage independent appraisers, private investigators, various experts and legal counsel to assist us in adjusting claims. When necessary, we defend litigation against our insureds generally by retaining outside legal counsel.

INSURANCE SERVICES SEGMENT

Insurance Services includes the following subsidiaries of the Company: Assigned Risk Solutions Ltd. ("ARS"), IWS Acquisition Corporation ("IWS") and Trinity Warranty Solutions LLC ("Trinity"), (collectively, "Insurance Services").

ARS is a licensed property and casualty agent, full service managing general agent and third-party administrator focused primarily on the assigned risk market. ARS is licensed to administer business in 22 states but generates its revenues primarily by operating in the states of New York and New Jersey.

IWS is a licensed motor vehicle service agreement company and is a provider of after-market vehicle protection services distributed by credit unions in 26 states to their members.

Trinity is a provider of warranty products and maintenance support to consumers and businesses in the heating, ventilation, air conditioning ("HVAC") and refrigeration industry. Trinity distributes its warranty products through original equipment manufacturers, HVAC distributors and commercial and residential contractors. Trinity distributes its maintenance support direct through corporate owners of retail spaces throughout the United States.

Insurance Services Products

ARS generally markets the same type of insurance products as Insurance Underwriting; however, ARS does not retain the risk of operating profit or loss related to the ultimate loss and loss adjustment expenses incurred on the underlying policies. This risk is borne by the insurance companies which partner with ARS in their marketing efforts.

IWS markets and administers vehicle service agreements and related products for new and used automobiles throughout the United States. A vehicle service agreement is an agreement between IWS and the vehicle purchaser under which IWS agrees to replace or repair, for a specific term, designated vehicle parts in the event of a mechanical breakdown. IWS serves as the administrator on all contracts it originates. Vehicle service agreements supplement, or are in lieu of, manufacturers' warranties and provide a variety of extended coverage options. Vehicle service agreements typically range from three months to seven years and/or 3,000 miles to 100,000 miles. The cost of the vehicle service agreement is a function of the contract term, coverage limits and type of vehicle.

In addition to marketing vehicle service agreements, IWS also brokers a guaranteed asset protection product ("GAP") through its distribution channel. GAP generally covers a consumer's out-of-pocket amount, related to an automobile loan or lease, if the vehicle is stolen or damaged beyond repair. IWS earns a commission when a consumer purchases a GAP certificate but does not take on any insurance risk.

Trinity is a provider of HVAC and refrigeration warranty products and provider of equipment breakdown and maintenance support services to companies across the United States. As a provider of warranty products, Trinity markets and administers product warranty contracts for certain new and used products in the HVAC and refrigeration industries throughout the United States. A warranty contract is an agreement between Trinity and the purchaser of such HVAC and refrigeration equipment to replace or repair, for a specific term, designated parts in the event of a mechanical breakdown. As a provider of equipment breakdown and maintenance support services, Trinity acts as a single point of contact to its clients for both certain equipment breakdowns and scheduled maintenance of equipment. Trinity will provide such repair and breakdown services by contracting with certain HVAC providers.

Marketing and Distribution

ARS markets its products through over 5,000 independent agencies. ARS' strategy focuses on developing and maintaining strong relationships with its assigned risk partners as well as the insurance companies which it represents. ARS' business is highly dependent upon its ability to provide excellent customer service in all facets of operations and by the market dynamics which determine the size of the assigned risk auto market pools in the states in which it competes. Many of these market dynamics are beyond ARS' control to meaningfully influence.

IWS markets its products primarily through credit unions. IWS enters into an exclusive agreement with each credit union whereby the credit union receives a stipulated access fee for each vehicle service agreement issued to its members. The credit unions are served by IWS employee representatives located throughout the United States in close geographical proximity to the credit unions they serve. IWS distributes and markets its products in 26 states.

Trinity directly markets and distributes its warranty products to manufacturers, distributors and installers of HVAC and refrigeration equipment. As a provider of equipment breakdown and maintenance support, Trinity directly markets and distributes its product through its clients, which are primarily companies that directly own and operate numerous locations across the United States.

No customer or group of affiliated customers accounts for 10% or more of Insurance Service's revenues, and no loss of a customer or group of affiliated customers would have a material adverse effect on the Company.

Competition

ARS operates in an environment with few market competitors but with more limited growth opportunities in the particular markets in which they compete. As ARS looks for more opportunities to grow beyond their current markets, they may begin to experience the more highly competitive environment described above for Insurance Underwriting.

IWS focuses exclusively on the automotive finance market with its core vehicle service agreement and related product offerings, while much of its competition in the credit union channel has a less targeted product approach. IWS' typical competitor takes a generalist approach to market by providing credit unions with a variety of different product offerings. They are thus unable to deliver specialty expertise on par with IWS and do not give vehicle service agreement products the attention they require for healthy profitability and strong risk management.

Trinity operates in an environment with few market competitors. Trinity competes on two important facets: its belief that it provides superior customer service relative to its competitors and its ability, through the support of its insurance company partners, to provide warranty solutions to a wider range of HVAC and refrigeration equipment than that of its competitors.

Claims Management

Claims management is the process by which Insurance Services determines the validity and amount of a claim. We believe that claims management is fundamental to our operating results. With respect to ARS, even though the operating profit or loss related to the ultimate loss and loss adjustment expenses incurred on the underlying policies is retained by our insurance company partners, proper and efficient claims management has a direct effect on the operating profit or loss of our partners which consequently has a bearing on the strength of our continuing relationships and the opportunities for future growth. ARS also has negotiated contingent commission arrangements which enable it to participate economically in the profitable results of its partners.

The individual operating subsidiaries in Insurance Services primarily employ their own claims adjusters who are responsible for investigating and settling claims. Our goal is to settle claims fairly for the benefit of our insureds and the insureds of our insurance company partners in a manner that is consistent with the insurance policy language and our regulatory and legal obligations.

In addition to claims adjusters, ARS also employs appraisers, special investigators and salvage, subrogation and other personnel who are responsible for helping us reduce the net cost of claim-handling particularly with respect to identifying instances of fraud. We aggressively combat fraud and have processes in place to investigate suspicious claim activity. We may also employ independent appraisers, private investigators, various experts and legal counsel to assist us in adjusting claims. When necessary, we defend litigation against our insureds generally by retaining outside legal counsel.

IWS effectively and efficiently manages claims by utilizing in-house expertise and information systems. IWS employs an experienced claims staff comprised of Automotive Service Excellence certified mechanics, knowledgeable in all aspects of vehicle repairs and potential claims. Additionally, IWS owns its own proprietary database of historical claims data dating back over twenty years. Management analyzes this database to drive real-time pricing adjustments and strategic decision-making.

Trinity claims on warranty products are managed by the insurance companies with which Trinity partners. Trinity may, at times, act as a third-party administrator of such claims; however at no time does Trinity bear the loss of claims on warranty products.

PRICING AND PRODUCT MANAGEMENT

Responsibility for pricing and product management rests with the Company's individual operating subsidiaries in each of Insurance Underwriting and Insurance Services. Typically, teams comprised of pricing actuaries, product managers and business development managers work together by territory to develop policy forms and language, rating structures, regulatory filings and new product ideas. Data solutions and claims groups track loss performance on a monthly basis so as to alert the operating subsidiaries to the potential need to adjust forms or rates.

UNPAID LOSS AND LOSS ADJUSTMENT EXPENSES

Kingsway records a provision for its unpaid losses that have occurred as of a given evaluation date as well as for its estimated liability for loss adjustment expenses. The provision for unpaid losses includes a provision, commonly referred to as case reserves, for losses related to reported claims as well as a provision for losses related to claims incurred but not reported ("IBNR"). The provision for loss adjustment expenses represents the cost to investigate and settle claims.

The provision for unpaid loss and loss adjustment expenses does not represent an exact calculation of the liability but instead represents management's best estimate at a given accounting date, utilizing actuarial and statistical procedures, of the undiscounted estimates of the ultimate net cost of all unpaid loss and loss adjustment expenses. Management continually reviews its estimates and adjusts its provision as new information becomes available. In establishing the provision for unpaid loss and loss adjustment expenses, the Company also takes into account estimated recoveries, reinsurance, salvage and subrogation.

Any adjustments to the provision for unpaid loss and loss adjustment expenses are reflected in the consolidated statements of operations in the periods in which they become known, and the adjustments are accounted for as changes in estimates. Even after such adjustments, ultimate liability or recovery may exceed or be less than the revised provisions. An adjustment that increases the provision for unpaid loss and loss adjustment expenses is known as an unfavorable development or a deficiency and will reduce net income while an adjustment that decreases the provision is known as a favorable development or a redundancy and will increase net income.

Process for Establishing the Provision for Unpaid Loss and Loss Adjustment Expenses

The process for establishing the provision for unpaid loss and loss adjustment expenses reflects the uncertainties and significant judgmental factors inherent in predicting future results of both reported and IBNR claims. As such, the process is inherently complex and imprecise and estimates are constantly refined. The process of establishing the provision for unpaid loss and loss adjustment expenses relies on the judgment and opinions of a large number of individuals, including the opinions of the Company's actuaries.

Factors affecting the provision for unpaid loss and loss adjustment expenses include the continually evolving and changing regulatory and legal environment, actuarial studies, professional experience and expertise of the Company's claims departments' personnel and independent adjusters retained to handle individual claims, the quality of the data used for projection purposes, existing claims management practices including claims handling and settlement practices, the effect of inflationary trends on future loss settlement costs, court decisions, economic conditions and public attitudes.

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The process for establishing the provision for loss and loss adjustment expenses begins with the collection and analysis of claim data. Data on individual reported claims, both current and historical, including paid amounts and individual claim adjuster estimates, are grouped by common characteristics and evaluated by actuaries in their analyses of ultimate claim liabilities by product line. Such data is occasionally supplemented with external data as available and when appropriate. The process of analyzing the provision is undertaken on a regular basis, generally quarterly, in light of continually updated information.

Multiple estimation methods are available for the analysis of the provision for loss and loss adjustment expenses. Each estimation method has its own set of assumption variables and its own advantages and disadvantages, with no single estimation method being better than the others in all situations and no one set of assumption variables being meaningful for all product line components. The relative strengths and weaknesses of the particular estimation methods when applied to a particular group of claims can also change over time; therefore, the actual choice of estimation method can change with each evaluation. The estimation methods chosen are those that are believed to produce the most reliable indication at that particular evaluation date.

In most cases, multiple estimation methods will be valid for the evaluation of the provision for loss and loss adjustment expenses. This will result in a range of reasonable estimates for the provision. Reported values found to be closer to the endpoints of a range of reasonable estimates are subject to further detailed reviews. These reviews may substantiate the validity of management's recorded provision or lead to a change in the reported provision.

The exact boundary points of these ranges are more qualitative than quantitative in nature, as no clear line of demarcation exists to determine when the set of underlying assumptions for an estimation method switches from being reasonable to unreasonable. As a result, the Company does not believe that the endpoints of these ranges are or would be comparable across companies. In addition, potential interactions among the different estimation assumptions for different product lines make the aggregation of individual ranges a highly judgmental and inexact process.

A basic premise in most actuarial analyses is that past patterns demonstrated in the data will repeat themselves in the future, absent a material change in the associated risk factors discussed below. To the extent a material change affecting the ultimate provision for loss and loss adjustment expenses is known, such change is quantified to the extent possible through an analysis of internal company data and, if available and when appropriate, external data. Such a measurement is specific to the facts and circumstances of the particular claim portfolio and the known change being evaluated. Significant structural changes to the available data, product mix or organization can materially impact the provision for loss and loss adjustment expenses.

Informed judgment is applied throughout the process. This includes the application of various individual experiences and expertise to multiple sets of data and analyses. In addition to actuaries, experts involved with the reserving process also include underwriting and claims personnel and lawyers, as well as other company management. As a result, management may have to consider varying individual viewpoints when establishing the provision for loss and loss adjustment expenses.

Variables Influencing the Provision for Unpaid Loss and Loss Adjustment Expenses

The variables discussed above have different impacts on estimation uncertainty for a given product line, depending on the length of the claim tail, the reporting lag, the impact of individual claims and the complexity of the claim process for a given product line.

Property and casualty insurance policies are either written on a claims-made or occurrence basis. Claims-made policies generally cover, subject to requirements in individual policies, claims reported during the policy period. Policies that are written on an occurrence basis require that the insured demonstrate that a loss occurred in the policy period, even if the insured reports the loss in a later policy period.

Product lines are generally classifiable as either long-tail or short-tail, based on the average length of time between the event triggering claims under a policy and the final resolution of those claims. Short-tail claims are reported and settled quickly, resulting in less estimation variability. The longer the time before final claim resolution, the greater the exposure to estimation risks and hence the greater the estimation uncertainty.

A major component of the claim tail is the reporting lag. The reporting lag, which is the time between the event triggering a claim and the reporting of the claim to the insurer, makes estimating IBNR inherently more uncertain. In addition, the greater the reporting lag, the greater the proportion of IBNR to the total provision for the product line.

Writing new products with material reporting lags can result in adding several years' worth of IBNR claim exposure before the reporting lag exposure becomes clearly observable, thereby increasing the risk associated with pricing and reserving such products.

For some lines, the impact of large individual claims or loss events, such as catastrophes, can be material to the analysis. These lines are generally referred to as being "low frequency/high severity," while lines without this "large claim" sensitivity are referred to as "high frequency/low severity." The provision for low frequency/high severity lines can be sensitive to the impact of a small

number of potentially large claims or a small number of significant loss events, such as catastrophes. As a result, the role of judgment is much greater for these provisions. In contrast, for high frequency/low severity lines, the impact of individual claims is relatively minor and the range of reasonable provision estimates is narrower and more stable.
Claim complexity can also greatly affect the estimation process by impacting the number of assumptions needed to produce the estimate, the potential stability of the underlying data and claim process, and the ability to gain an understanding of the data. Product lines with greater claim complexity have inherently greater estimation uncertainty.
Actuaries have to exercise a considerable degree of judgment in the evaluation of all these factors in their analysis of the provision for loss and loss adjustment expenses. The human element in the application of actuarial judgment is unavoidable when faced with material uncertainty. Different actuaries may choose different assumptions when faced with such uncertainty, based on their individual backgrounds, professional experiences and areas of focus. Hence, the estimates selected by the various actuaries may differ materially from each other.
Lastly, significant structural changes to the available data, product mix or organization can also materially impact the process for establishing the provision for loss and loss adjustment expenses.

Property and Casualty Insurance

The Company's insurance policies are generally written on an occurrence basis. Non-standard automobile includes both short and long-tail coverages. The payments that are made quickly typically pertain to auto physical damage and property damage claims. The payments that take longer to finalize and are more difficult to estimate relate to bodily injury claims. Reporting lags are relatively short, and the claim settlement process for personal automobile liability generally is the least complex of the liability products. Given that our core non-standard automobile offerings are policies at the minimum prescribed limits in each state, our non-standard automobile business is generally viewed as a high frequency, low severity business.
Examples of common risk factors that could change and, thus, affect the provision for loss and loss adjustment expenses for the non-standard automobile product line include, but are not limited to:

- trends in jury awards;
- changes in the underlying court system and its philosophy;
- changes in case law;
- litigation trends;
- frequency of claims with payment capped by policy limits;
- change in average severity of accidents, or proportion of severe accidents;
- subrogation opportunities;
- degree of patient responsiveness to treatment;
- changes in claim handling philosophies;
- effectiveness of no-fault laws;
- frequency of visits to health providers;
- number of medical procedures given during visits to health providers;
- types of health providers used;
- types of medical treatments received;
- changes in cost of medical treatments;
- changes in policy provisions (e.g., deductibles, policy limits, endorsements, etc.);
- changes in underwriting standards; and
- changes in the use of credit data for rating and underwriting.

Historical Development of Property and Casualty Unpaid Loss and Loss Adjustment Expenses

Table 3 summarizes the changes over time in the Company's provision for property and casualty unpaid loss and loss adjustment expenses.
The first section of the table shows the provision for property and casualty unpaid loss and loss adjustment expenses recorded at the balance sheet date for each of the indicated years. The original provision for each year is presented on a gross basis as well as net of estimated reinsurance recoverable on unpaid loss and loss adjustment expenses.
The second section displays the cumulative amount of payments made through the end of each subsequent year with respect to each original provision. The third section presents the re-estimation over subsequent years of each year's

original net liability for property and casualty unpaid loss and loss adjustment expenses as more information becomes known and trends become more apparent. The final section compares the latest re-estimation to the original estimate for each year presented in the table on both a gross and net basis.

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The development of the provision for property and casualty unpaid loss and loss adjustment expenses is shown by the difference between the original estimates and the re-estimated liabilities at each subsequent year-end. The re-estimated liabilities at each year-end are based on actual payments in full or partial settlement of claims plus re-estimates of the payments required for claims still open or IBNR claims. Favorable development (redundancy) means that the original estimated provision was higher than subsequently re-estimated. Unfavorable development (deficiency) means that the original estimated provision was lower than subsequently re-estimated. The cumulative development represents the aggregate change in the estimates over all prior years.

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TABLE 3 Provision for property and casualty unpaid loss and loss adjustment expense, net of recoveries from reinsurers
As of December 31, 2014 (in millions of dollars, except percentages)

	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004
Property and casualty unpaid loss and loss adjustment expenses originally established - end of year, gross	63.9	84.5	103.1	120.3	174.7	186.7	183.2	198.0	119.1	106.8	104.9
Less: reinsurance recoverable on property and casualty unpaid loss and loss adjustment expenses	3.2	7.9	5.5	0.3	8.0	—	0.5	0.3	0.3	0.5	0.3
Property and casualty unpaid loss and loss adjustment expenses originally established - end of year, net	60.7	76.6	97.6	120.0	166.7	186.7	182.7	197.7	118.8	106.3	104.6
Cumulative net paid as of:											
One year later		42.4	53.4	70.0	105.2	111.7	107.1	108.6	48.8	50.0	52.6
Two years later			72.1	99.4	141.2	155.5	156.8	150.5	75.5	71.0	73.3
Three years later				109.0	162.2	175.3	180.4	174.3	90.9	83.9	84.2
Four years later					170.2	188.0	190.8	183.6	98.8	91.3	90.0
Five years later						192.3	196.0	186.9	101.4	94.9	94.4
Six years later							197.8	188.8	102.7	96.1	95.9
Seven years later								189.4	103.0	97.4	96.5
Eight years later									103.3	97.6	97.6
Nine years later										97.7	97.8
Ten years later											97.9
Re-estimated liability as of:											
One year later		71.5	96.4	133.8	174.6	201.1	184.5	190.2	109.0	105.1	102.0
Two years later			90.1	133.8	185.0	202.0	197.6	186.9	104.9	98.2	99.7
Three years later				127.1	187.1	206.8	198.0	193.3	106.0	96.6	97.1
Four years later					182.5	209.6	201.0	191.9	106.8	97.6	96.2
Five years later						206.1	201.2	192.0	106.0	98.0	97.4
Six years later							197.7	192.9	106.0	98.3	95.5
Seven years later								188.6	105.9	99.1	97.8
Eight years later									104.2	99.3	98.5
Nine years later										98.8	98.6
Ten years later											98.3
As of December 31, 2014: Cumulative		(5.1)	(7.5)	7.1	15.8	19.4	15.0	(9.1)	(14.6)	(7.5)	(6.3)

deficiency (redundancy)										
Cumulative deficiency (redundancy) as a % of property and casualty unpaid loss and loss adjustment expenses originally established - net	(6.7)%	(7.7)%	5.9%	9.5%	10.4%	8.2%	(4.6)%	(12.3)%	(7.1)%	(6.0)%
Re-estimated liability - gross	71.5	90.1	127.1	189.9	206.1	197.7	188.6	104.2	98.8	98.3
Less: re-established reinsurance recoverable	—	—	—	7.4	—	—	—	—	—	—
Re-estimated provision - net	71.5	90.1	127.1	182.5	206.1	197.7	188.6	104.2	98.8	98.3
Cumulative deficiency (redundancy) - gross	(13.0)	(13.0)	6.8	7.8	19.4	14.5	(9.4)	(14.9)	(8.0)	(6.6)
% of property and casualty unpaid loss and loss adjustment expenses originally established - gross	(15.4)%	(12.6)%	5.7%	4.5%	10.4%	7.9%	(4.7)%	(12.5)%	(7.5)%	(6.3)%

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Rollforward of Property and Casualty Unpaid Loss and Loss Adjustment Expenses

Table 4 shows a rollforward of the provision for property and casualty unpaid loss and loss adjustment expenses, net of amounts recoverable from reinsurers. The effect on the Company's net loss during the past two years due to changes in estimates of prior year property and casualty unpaid loss and loss adjustment expenses is shown as the "prior years" contribution to incurred losses. The consolidated financial statements are presented on a calendar year basis for all data. Calendar year results reflect payments and re-estimation of the provision that have been recorded in the consolidated financial statements during the applicable reporting period without regard to the periods in which the original losses were incurred. Calendar year results do not change after the end of the applicable reporting period, even as new information develops.

TABLE 4 Rollforward of property and casualty unpaid loss and loss adjustment expenses
As of December 31 (in millions of dollars)

	2014		2013	
Balance at beginning of period, gross	84.5		103.1	
Less reinsurance recoverable related to property and casualty unpaid loss and loss adjustment expenses	7.9		5.5	
Balance at beginning of period, net	76.6		97.6	
Incurred related to:				
Current year	84.5		81.9	
Prior years	(5.1	)	(1.2	)
Paid related to:				
Current year	(52.5	)	(48.3	)
Prior years	(42.4	)	(53.4	)
Disposal of unpaid loss and loss adjustment expenses related to PIH	(0.4	)	—	
Balance at end of period, net	60.7		76.6	
Plus reinsurance recoverable related to property and casualty unpaid loss and loss adjustment expenses	3.2		7.9	
Balance at end of period, gross	63.9		84.5	

INVESTMENTS

We manage our investments to support the liabilities of our insurance operations, preserve capital, maintain adequate liquidity and maximize after-tax investment returns within acceptable risks. We invest predominantly in high-quality fixed maturities with relatively short durations. The fixed maturities portfolios are managed by a third-party firm. The Investment and Capital Committee of the Board of Directors is responsible for monitoring their performance and compliance with the Company's investment policies and guidelines.

Our investment guidelines stress preservation of capital, liquidity to support payment of our liabilities and diversification of risk. The Investment and Capital Committee of the Board of Directors reviews and approves the investment guidelines at least annually. We are also subject to the applicable state regulations that prescribe the type, quality and concentration of investments that individual insurance companies can make.

For further descriptions of the Company's investments, see our disclosures under the headings "Net Investment Income," "Net Realized Gains," "Investments," "Liquidity and Capital Resources" and "Critical Accounting Estimates and Assumptions" in the MD&A and Note 6, "Investments," and Note 25, "Fair Value of Financial Instruments," to the Consolidated Financial Statements.

REINSURANCE

For most of the non-standard automobile business that we write in the United States, our exposure is generally limited to the minimum statutory liability limits, which are typically not greater than $50,000 per occurrence, depending on the state. We have from time to time, though, entered into different types of reinsurance arrangements as part of the management of our non-standard automobile business. During 2013, we purchased quota-share reinsurance to increase our capacity to underwrite additional insurance risks. For 2014, we entered into an excess of loss reinsurance arrangement to reduce our exposure to losses related to certain catastrophic events which may occur in any of the states in which we write non-standard automobile business.

Reinsurance ceded does not relieve us of our ultimate liability to our insureds in the event that any reinsurer is unable to meet its obligations under its reinsurance contracts. We therefore enter into reinsurance contracts with only those reinsurers which we believe have sufficient financial resources to meet their obligations to us. Reinsurance treaties generally have terms of one year and, as a result, are subject to renegotiation annually.

Because our reinsurance recoverable is generally unsecured, we regularly evaluate the financial condition of our reinsurers and monitor the concentrations of credit risk to minimize our exposure to significant losses as a result of the insolvency of a reinsurer. We believe that the amounts we have recorded as reinsurance recoverable are appropriately established. Estimating our reinsurance recoverable, however, is subject to various uncertainties and the amounts ultimately recoverable may vary from amounts currently recorded. Estimating amounts of reinsurance recoverable is also impacted by the uncertainties involved in the establishment of provisions for unpaid loss and loss adjustment expenses. As our underlying provision develops, the amounts ultimately recoverable may vary from amounts currently recorded.

As of December 31, 2014, we had $3.7 million recoverable from third-party reinsurers. As shown in Table 5 below, at December 31, 2014, 100.0% of the amounts recoverable from third-party reinsurers were due from reinsurers that were rated "A-" or higher by the A.M. Best rating service. We regularly evaluate our reinsurers and their respective amounts recoverable, and an allowance for uncollectible reinsurance is provided, if needed.

TABLE 5 Composition of amounts due from reinsurers by A.M. Best rating

As of December 31, 2014

A+	81.9	%
A-	18.1	%
Total	100.0	%

DEBT

Debt includes Linked Return of Capital ("LROC") preferred units, senior unsecured debentures and subordinated debt, all of which are carried at fair value.

Debt consists of the following instruments:

TABLE 6 Debt

As of December 31 (in millions of dollars)

	2014		2013	
	Principal	Fair Value	Principal	Fair Value
7.5% Senior notes due 2014	—	—	14.4	14.4
LROC preferred units due 2015	13.6	13.6	14.9	14.9
Subordinated debt	90.5	40.7	90.5	28.5
Total	104.1	54.3	119.8	57.8

Further information regarding our debt is discussed within the "Debt" section of MD&A as well as in Note 15, "Debt," to the Consolidated Financial Statements.

REGULATORY ENVIRONMENT

Our insurance subsidiaries are subject to extensive regulation in the states in which they do business. Such regulation pertains to a variety of matters, including, but not limited to, policy forms, premium rate plans, licensing of agents, licenses to transact business, trade practices, claims practices, investments, payment of dividends, transactions with affiliates and solvency. The majority of our insurance is written in states requiring prior approval by regulators before proposed rates for property and casualty policies may be implemented.

Our U.S. insurance subsidiaries are subject to the insurance holding company laws in the jurisdictions in which they conduct business. These regulations require that each U.S insurance company in the holding company system register with the insurance department of its state of domicile and furnish information concerning the operations of companies in the holding company system which may materially affect the operations, management or financial condition of the insurers in the holding company domiciled in that state. We have U.S. insurance subsidiaries that are organized and domiciled under the insurance statutes of Illinois, Minnesota and Florida. The insurance laws in each of these states similarly provide that all transactions among members of a holding company

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system be done at arm’s length and be shown to be fair and reasonable to the regulated insurer. Transactions between insurance company subsidiaries and their parents and affiliates typically must be disclosed to the state regulators, and any material or extraordinary transaction requires prior approval of the applicable state insurance regulator. A change of control of a domestic insurer or of any controlling person requires the prior approval of the state insurance regulator. In general, any person who acquires 10% or more of the outstanding voting securities of the insurer or its parent company is presumed to have acquired control of the domestic insurer. To the best of our knowledge, we are in compliance with the regulations discussed above.

We are a holding company with no business operations of our own. Our ability to meet our debt payment obligations and cover our operating expenses is largely dependent on dividends or other payments from our operating subsidiaries as well as the sale of assets held by the holding company and the issuance of securities to raise capital. Dividends declared and paid by an insurance subsidiary are subject to certain restrictions which may require prior approval by the insurance regulators of the state in which such subsidiary is domiciled. At this time, the U.S. insurance subsidiaries of the Company are restricted from making any dividend payments without regulatory approval pursuant to the domiciliary state insurance regulations. Other transactions between our insurance company subsidiaries and their affiliates generally must be disclosed to state regulators, and prior regulatory approval generally is required before any material or extraordinary transaction may be consummated or any management agreement, services agreement, expense sharing arrangement or other contract providing for the rendering of services on a regular, systematic basis is executed.

Insurance companies are required to report their financial condition and results of operation in accordance with statutory accounting principles prescribed or permitted by state insurance regulators in conjunction with the National Association of Insurance Commissioners (the "NAIC"). State insurance regulators also prescribe the form and content of statutory financial statements, perform periodic financial examinations of insurers, set minimum reserve and loss ratio requirements, establish standards for the types and amounts of investments and require minimum capital and surplus levels. Such statutory capital and surplus requirements reflect risk-based capital ("RBC") standards promulgated by the NAIC. These RBC standards are intended to assess the level of risk inherent in an insurance company's business and consider items such as asset risk, credit risk, underwriting risk and other business risks relevant to its operations. In accordance with RBC formulas, an insurance company's RBC requirements are calculated and compared to its total adjusted capital, as defined by the NAIC, to determine whether regulatory intervention is warranted. In general, insurers reporting surplus as regards policyholders below 200% of the authorized control level, as defined by the NAIC, at December 31 are subject to varying levels of regulatory action, including discontinuation of operations. As of December 31, 2014, surplus as regards policyholders reported by each of our insurance subsidiaries exceeded the 200% threshold.

Our insurance subsidiaries are required under the guaranty fund laws of most states in which they transact business to pay assessments up to prescribed limits to fund policyholder losses or liabilities of insolvent insurance companies. Our insurance subsidiaries also are required to participate in various involuntary pools or assigned risk pools. In most states, the involuntary pool participation of our insurance subsidiaries is in proportion to their voluntary writings of related lines of business in such states.

We operate under licenses issued by various state insurance authorities. These licenses govern, among other things, the types of insurance coverage and agency and claim services that we may offer consumers in these states. Such licenses typically are issued only after we file an appropriate application and satisfy prescribed criteria. We must apply for and obtain the appropriate new licenses before we can implement any plan to expand into a new state or offer a new line of insurance or other new product that requires separate licensing.

The insurance laws of most states in which our insurance subsidiaries operate require insurance companies to file insurance rate schedules and insurance policy forms for review and approval. State insurance regulators have broad discretion in judging whether our rates are adequate, not excessive and not unfairly discriminatory and whether our policy forms comply with law. The speed at which we can change our rates depends, in part, on the method by which the applicable state's rating laws are administered. Generally, state insurance regulators have the authority to disapprove our rates or request changes in our rates. In addition, certain states in which we operate have laws and

regulations that limit an automobile insurance company's ability to cancel or not renew policies.
We are subject to state laws and regulations that require diversification of our investment portfolios and that limit the amount of investments in certain categories. Failure to comply with these laws and regulations would cause non-conforming investments to be treated as non-admitted assets for purposes of measuring statutory surplus and, in some instances, would require divestiture.
The state insurance departments that have jurisdiction over our insurance company subsidiaries may conduct on-site visits and examinations of the insurance companies' affairs, especially as to their financial condition, ability to fulfill their obligations to policyholders, market conduct, claims practices and compliance with other laws and applicable regulations. Typically, these examinations are conducted every three to five years. In addition, if circumstances dictate, regulators are authorized to conduct special or target examinations of insurance companies to address particular concerns or issues. The results of these examinations

can give rise to regulatory orders requiring remedial, injunctive or other corrective action on the part of the company that is the subject of the examination or the assessment of fines or other penalties against that company.

The Gramm-Leach-Bliley Act protects consumers from the unauthorized dissemination of certain personal information. The majority of states have implemented additional regulations to address privacy issues. These laws and regulations apply to all financial institutions, including insurance companies, and require us to maintain appropriate procedures for managing and protecting certain personal information of our customers and to fully disclose our privacy practices to our customers. We may also be exposed to future privacy laws and regulations, which could impose additional costs and impact our results of operations or financial condition.

In July 2010, the Dodd-Frank Act (the "DFA") was enacted into law. Among other things, the DFA forms within the Treasury Department a Federal Insurance Office ("FIO") that is charged with monitoring all aspects of the insurance industry, gathering data, and conducting a study on methods to modernize and improve the insurance regulatory system in the United States. A report on this study that was delivered to Congress in mid-December 2013 concluded that a hybrid approach to regulation, involving a combination of state and federal government action, could improve the U.S. insurance system by attaining uniformity, efficiency and consistency, particularly with respect to solvency and market conduct regulation. A hybrid approach was also recommended to address the perceived need for uniform supervision of insurance companies with national and global activities. FIO recently established the Federal Advisory Committee on Insurance ("FACI") whose mission is to provide recommendations to FIO on issues it monitors for Congress. While the NAIC continues to promote the strengths of the U.S. state-based insurance regulatory system, both FIO/FACI and international standard setting authorities such as the International Association of Insurance Supervisors are actively seeking a role in shaping the future of the U.S. insurance regulatory framework. It is too early to know whether or how these organizations' recommendations might result in changes to the current state-based system of insurance industry regulation or ultimately impact Kingsway’s operations.

Vehicle service agreements are regulated in all states in the United States, and IWS is subject to these regulations. Most states utilize the approach of the Uniform Service Contract Act which was adopted by the NAIC in the early 1990's. Under that scheme, states regulate vehicle service contract companies by requiring them annually to file documentation, together with a copy of the contract of insurance covering their liability under the service contracts, which complies with the particular state's regulatory requirements. IWS is in compliance with the regulations of each state in which it sells vehicle service agreements.

Certain, but not all, states regulate the sale of HVAC and equipment warranty contracts. Trinity is licensed as a service contract provider in those states where it is required.

EMPLOYEES

At December 31, 2014, we employed 546 personnel supporting our continuing operations, of which 536 were full-time employees.

ACCESS TO REPORTS

Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are made available free of charge through our website at www.kingsway-financial.com as soon as reasonably practicable after such material is electronically filed with, or furnished to, the U.S. Securities and Exchange Commission ("SEC").

Item 1A. Risk Factors

Most issuers, including Kingsway, are exposed to numerous risk factors that could cause actual results to differ materially from recent results or anticipated future results. The risks and uncertainties described below are those specific to the Company which we currently believe have the potential to be material, but they may not be the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, prospects, financial condition, results of operations and cash flows could be materially and adversely affected. Investors are advised to consider these factors along with the other information included in this 2014 Annual Report and to consult any further disclosures Kingsway makes on related subjects in its filings with the SEC.

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FINANCIAL RISK

Kingsway is a holding company, and its operating insurance subsidiaries are subject to dividend restrictions and are required to maintain minimum capital and surplus levels, which could limit our operations and have a material adverse effect on our financial condition.

Kingsway is a holding company with assets consisting primarily of the capital stock of its subsidiaries. Our operations are and will continue to be limited by the earnings of our subsidiaries and their ability to pay dividends to us. The payment of dividends by our operating insurance subsidiaries is subject to various statutory and regulatory restrictions imposed by the insurance laws of the domiciliary jurisdiction, including Barbados, of each such subsidiary. As a result of operating losses recorded in recent years, at this time none of our U.S. insurance subsidiaries is able to declare and pay a dividend to the holding company without prior regulatory approval. The Company expects these restrictions to continue. In the case of other subsidiaries not currently subject to these restrictions, these subsidiaries may be limited in their ability to make dividend payments or advance funds to Kingsway in the future because of the need to support their own capital levels. The inability of our subsidiaries to pay dividends to us could have a material adverse effect on our financial condition.

See the "Liquidity and Capital Resources" section of MD&A for a detailed description of the liquidity requirements of the holding company and the regulatory capital requirements of the operating insurance subsidiaries. No assurances can be given that the operating insurance subsidiaries will be able to maintain compliance with these regulatory capital requirements.

We have substantial outstanding debt, which could adversely affect our ability to obtain financing in the future, react to changes in our business and satisfy our obligations.

As of December 31, 2014, we had $104.1 million principal value of outstanding debt, comprised of $13.6 million (C$15.8 million) principal value of LROC preferred units due June 30, 2015 and $90.5 million of subordinated debt, in the form of trust preferred debt instruments, with redemption dates beginning in December, 2032. Because of our substantial outstanding debt:

- our ability to engage in acquisitions without raising additional equity or obtaining additional debt financing could be limited;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements or general corporate purposes and our ability to satisfy our obligations with respect to our debt may be impaired in the future;
- a large portion of our cash flow must be dedicated to the payment of principal and interest on our debt, thereby reducing the funds available to us for other purposes;
- we are exposed to the risk of increased interest rates because our outstanding subordinated debt, representing $90.5 million of principal value, bears interest directly related to the London interbank offered interest rate for three-month U.S. dollar deposits ("LIBOR");
- it may be more difficult for us to satisfy our obligations to our creditors, resulting in possible defaults on, and acceleration of, such debt;
- we may be more vulnerable to general adverse economic and industry conditions;
- we may be at a competitive disadvantage compared to our competitors with proportionately less debt or with comparable debt on more favorable terms and, as a result, they may be better positioned to withstand economic downturns;
- our ability to refinance debt may be limited or the associated costs may increase;
- our flexibility to adjust to changing market conditions and ability to withstand competitive pressures could be limited; and
- we may be prevented from carrying out capital spending that is, among other things, necessary or important to our growth strategy and efforts to improve the operating results of our businesses.

There can be no assurance that we will continue to generate the liquidity necessary to redeem our remaining outstanding debt, including the $13.6 million (C$15.8 million) principal value of LROC preferred units due June 30, 2015.

We have a significant amount of debt maturing within six months.

As of December 31, 2014, we had $13.6 million (C$15.8 million) principal value of LROC preferred units due June 30, 2015. While we currently have sufficient cash resources to satisfy this obligation, we have many uses for our cash resources, including operating expenses, debt service and funding for our subsidiaries.

We have a significant amount of deferred interest payments due within the next twelve months related to our subordinated debt.

We have $90.5 million principal value of subordinated debt outstanding in the form of trust preferred debt instruments. During the first quarter of 2011, we gave notice to our trust preferred trustees of our intention to exercise our voluntary right to defer interest payments for up to 20 quarters pursuant to the contractual terms of our outstanding trust preferred indentures, which permit interest deferral. At December 31, 2014, deferred interest payable of $17.4 million is included in accrued expenses and other liabilities in the consolidated balance sheets. Using the LIBOR in effect at December 31, 2014, we estimate that approximately $22.7 million of deferred interest payments will come due during the period from December 31, 2015 through March 4, 2016. We currently do not have the cash resources necessary to satisfy completely the deferred interest payment obligations. We intend to generate the remaining cash proceeds needed to repay the deferred interest payment obligations by raising additional capital or selling assets.

Increases in interest rates would increase the cost of servicing our debt and could adversely affect our results of operation.

$90.5 million principal value of our outstanding debt bears interest directly related to LIBOR. As a result, increases in LIBOR would increase the cost of servicing our debt and could adversely affect our results of operations. As of December 31, 2014, each one percentage point increase in LIBOR would result in an approximately $1.1 million increase in our annual interest expense.

Our operations are restricted by the terms of our debt indentures, which could limit our ability to plan for or react to market conditions or meet our capital needs.

Our debt indentures contain numerous covenants that limit our ability, among other things, to borrow money, make particular types of restricted payments, sell assets, merge or consolidate, pay dividends or redeem capital stock, and incur liens to secure debt. The covenants under our debt agreements could limit our ability to plan for or react to market conditions or to meet our capital needs. Our ability to comply with the covenants in these agreements may be affected by events beyond our control, and we may have to curtail some of our operations, restructuring and growth plans to maintain compliance. No assurances can be given that we will be able to maintain compliance with these covenants.

If we are not able to comply with the covenants and other requirements contained in the debt indentures, an event of default under the relevant debt instrument could occur. If an event of default does occur, it could trigger a default under our other debt instruments, we could be prohibited from accessing additional borrowings, and the holders of the defaulted debt instrument could declare amounts outstanding with respect to such debt to become immediately due and payable. Upon such an event, our assets and cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments. In addition, such a repayment under an event of default could adversely affect our liquidity and force us to sell assets to repay borrowings.

The Investment and Capital Committee of the Board of Directors closely monitors the debt and capital position and, from time to time, recommends capital initiatives based upon the circumstances of the Company. For capital initiatives undertaken in 2014, see the "Liquidity and Capital Resources" section of MD&A.

We may not be able to realize our investment objectives, which could significantly reduce our earnings and liquidity.

We depend on our investments, particularly our fixed maturities, for a substantial portion of our earnings and liquidity. We currently maintain and intend to continue to maintain investments primarily comprised of fixed maturities. As of December 31, 2014, the fair value of our investments included $56.2 million of fixed maturities. Given the low interest rate environment which exists for fixed maturities, a significant increase in investment yields or an impairment of investments that we own could have a material adverse effect on our business, results of operations and financial condition by reducing the fair value of the investments we own, particularly if we were forced to liquidate investments at a loss. The low interest rate environment for fixed maturities which has existed for years also exposes us to reinvestment risk as these investments mature because the funds may be reinvested at rates lower than those of the maturing investments.

Our ability to achieve our investment objectives is affected by general economic conditions that are beyond our control. General economic conditions can adversely affect the markets for interest rate-sensitive instruments, including the extent and timing of investor participation in such markets, the level and volatility of interest rates and, consequently, the fair value of fixed maturities.

In addition, changing economic conditions can result in increased defaults by the issuers of investments that we own. Interest rates are highly sensitive to many factors, including monetary policies, domestic and international economic and political conditions and other factors beyond our control. General economic conditions, stock market conditions and many other factors can also adversely affect the securities markets and, consequently, the fair value of the investments we own. We may not be able to realize our investment objectives, which could reduce our profitability

significantly.
A difficult economy generally may materially adversely affect our business, results of operations and financial condition.
An adverse change in market conditions leading to instability in the global credit markets presents additional risks and uncertainties for our business. In particular, deterioration in the public debt markets could lead to investment losses and an erosion of capital in our insurance company subsidiaries as a result of a reduction in the fair value of investments.
Depending on market conditions going forward, we could incur substantial realized and unrealized losses in future periods, which could have an adverse impact on our results of operations and financial condition. We could also experience a reduction in capital

in our insurance subsidiaries below levels required by the regulators in the jurisdictions in which they operate. Certain trust accounts and letters of credit for the benefit of related companies and third-parties have been established with collateral on deposit under the terms and conditions of the relevant trust and/or letter of credit agreements. The value of collateral could fall below the levels required under these agreements putting the subsidiary or subsidiaries in breach of the agreements.

Market volatility may also make it more difficult to value certain of our investments if trading becomes less frequent. Disruptions, uncertainty and volatility in the global credit markets may also impact our ability to obtain financing for future acquisitions. If financing is available, it may only be available at an unattractive cost of capital, which would decrease our profitability. There can be no assurance that market conditions will not deteriorate in the near future.

Financial disruption or a prolonged economic downturn may materially and adversely affect our business.

Worldwide financial markets have recently experienced periods of extraordinary disruption and volatility, resulting in heightened credit risk, reduced valuation of investments and decreased economic activity. Moreover, many companies have experienced reduced liquidity and uncertainty as to their ability to raise capital during such periods of market disruption and volatility. In the event that these conditions recur or result in a prolonged economic downturn, our results of operations, financial position and/or liquidity could be materially and adversely affected. These market conditions may affect the Company's ability to access debt and equity capital markets. In addition, as a result of recent financial events, we may face increased regulation. Many of the other risk factors discussed in this Risk Factors section identify risks that result from, or are exacerbated by, financial economic downturn. These include risks related to our investments portfolio, the competitive environment, adequacy of unpaid loss and loss adjustment expenses and regulatory developments.

We have generated net operating loss carryforwards for U.S. income tax purposes, but our ability to use these net operating losses may be limited by our inability to generate future taxable income.

Our U.S. businesses have generated net operating loss ("NOL") carryforwards for U.S. federal income tax purposes of approximately $869.5 million as of December 31, 2014. These losses can be available to reduce income taxes that might otherwise be incurred on future U.S. taxable income. The utilization of these losses would have a positive effect on our cash flow. Our operations, however, remain challenged, and there can be no assurance that we will generate the taxable income in the future necessary to utilize these losses and realize the positive cash flow benefit.

We have generated NOL carryforwards for U.S. income tax purposes, but our ability to preserve and use these NOLs may be limited or impaired by future ownership changes.

Our ability to utilize the NOL carryforwards after an "ownership change" is subject to the rules of Section 382 of the U.S. Internal Revenue Code of 1986, as amended ("Section 382"). An ownership change occurs if, among other things, the shareholders (or specified groups of shareholders) who own or have owned, directly or indirectly, five (5%) percent or more of the value of our shares or are otherwise treated as five (5%) percent shareholders under Section 382 and the regulations promulgated thereunder increase their aggregate percentage ownership of the value of our shares by more than 50 percentage points over the lowest percentage of the value of the shares owned by these shareholders over a three-year rolling period. In the event of an ownership change, Section 382 would impose an annual limitation on the amount of taxable income we may offset with NOL carryforwards. This annual limitation is generally equal to the product of the value of our shares on the date of the ownership change multiplied by the long-term tax-exempt rate in effect on the date of the ownership change. The long-term tax-exempt rate is published monthly by the Internal Revenue Service. Any unused Section 382 annual limitation may be carried over to later years until the applicable expiration date for the respective NOL carryforwards. In the event an ownership change as defined under Section 382 were to occur, our ability to utilize our NOL carryforwards would become substantially limited. The consequence of this limitation would be the potential loss of a significant future cash flow benefit because we would no longer be able to substantially offset future taxable income with NOL carryforwards. There can be no assurance that such ownership change will not occur in the future.

Expiration of our tax benefit preservation plan may increase the probability that we will experience an ownership change as defined under Section 382.

In order to reduce the likelihood that we would experience an ownership change without the approval of our Board of Directors, our shareholders ratified and approved the tax benefit preservation plan agreement (the "Plan"), dated as of

September 28, 2010, between the Company and Computershare Investor Services Inc., as rights agent, for the sole purpose of protecting the NOLs. The Plan expired on September 28, 2013. There can be no assurance that our Board of Directors will recommend to our shareholders that a similar tax benefit preservation plan be approved to replace the expired Plan; furthermore, there can be no assurance that our shareholders would approve any new tax benefit preservation plan were our Board of Directors to present one for shareholder approval. The expiration of the Plan, without a new tax benefit preservation plan, exposes us to certain changes in share ownership which we would not be able to prevent as we would have been able to prevent under the Plan. Such changes in share ownership could trigger an ownership change as defined under Section 382 resulting in restrictions on the use of NOLs in future periods, as discussed above.

COMPLIANCE RISK

If we fail to comply with applicable insurance and securities laws or regulatory requirements, our business, results of operations and financial condition could be adversely affected.

As a publicly traded holding company listed on the Toronto and New York Stock Exchanges and which owns several property and casualty insurance subsidiaries, we are subject to numerous laws and regulations. These laws and regulations delegate regulatory, supervisory and administrative powers to federal, provincial or state regulators. Insurance regulations are generally designed to protect policyholders rather than shareholders and are related to matters including:

- rate-setting;
- risk-based capital and solvency standards;
- restrictions on the amount, type, nature, quality and quantity of investments;
- the maintenance of adequate provisions for unearned premiums and unpaid loss and loss adjustment expenses;
- restrictions on the types of terms that can be included in insurance policies;
- standards for accounting;
- marketing practices;
- claims-settlement practices;
- the examination of insurance companies by regulatory authorities, including periodic financial and market conduct examinations;
- the licensing of insurers and their agents;
- limitations on dividends and transactions with affiliates;
- approval of certain reinsurance transactions; and
- insolvency proceedings.

In light of losses incurred in recent years, Kingsway and its regulated subsidiaries have been subject to intense review and supervision by insurance regulators. Regulators have taken significant steps to protect the policyholders of the companies we own. These steps have included:

- requesting additional capital contributions from Kingsway to its insurance subsidiaries; and
- requiring more frequent reporting, including with respect to capital and liquidity positions.

These and other actions have made it challenging for the Company to continue to maintain focus on the operation and development of its businesses. The Company does not expect these conditions to change in the foreseeable future.

In light of financial performance and a number of material transactions executed during the year, the Company has been asked to respond to questions from and provide information to regulatory bodies overseeing insurance and/or securities laws in Canada and the United States. The Company has cooperated in all respects with these reviews and has responded to information requests on a timely basis.

Any failure to comply with applicable laws or regulations could result in the imposition of fines or significant restrictions on our ability to do business, which could adversely affect our results of operations or financial condition. In addition, any changes in laws or regulations, including the adoption of consumer initiatives regarding rates charged for automobile or other insurance coverage or claims-handling procedures, could materially adversely affect our business, results of operations and financial condition. It is not possible to predict the future impact of changing federal, state and provincial regulation on our operations, and there can be no assurance that laws and regulations enacted in the future will not be more restrictive than existing laws and regulations.

Our business is subject to risks related to litigation and regulatory actions.

We are a defendant in a number of legal actions relating to our insurance and other business operations. We may from time to time be subject to a variety of legal and regulatory actions relating to our current and past business operations, including, but not limited to:

- disputes over coverage or claims adjudication;
- disputes regarding sales practices, disclosure, premium refunds, licensing, regulatory compliance and compensation arrangements;

- disputes with our agents, producers or network providers over compensation and termination of contracts and related claims;

- disputes with taxing authorities regarding our tax liabilities; and
- disputes relating to certain businesses acquired or disposed of by us.

In addition, plaintiffs continue to bring new types of legal actions against insurance and related companies. Current and future court decisions and legislative activity may increase our exposure to these types of claims. Multiparty or class action claims may present additional exposure to substantial economic, non-economic or punitive damage awards. The loss of even one of these claims, if it resulted in a significant award or a judicial ruling that was otherwise detrimental, could create a precedent in our industry that could have a material adverse effect on our results of operations and financial condition. This risk of potential liability may make reasonable settlements of claims more difficult to obtain. We cannot determine with any certainty what new theories of recovery may evolve or what their impact may be on our business.
We may be subject to governmental or administrative investigations and proceedings in the context of our highly regulated businesses. We cannot predict the outcome of these investigations, proceedings and reviews, and cannot assure that such investigations, proceedings or reviews or related litigation or changes in operating policies and practices would not materially adversely affect our results of operations and financial condition. In addition, if we were to experience difficulties with our relationship with a regulatory body in a given jurisdiction, it could have a material adverse effect on our ability to do business in that jurisdiction.
STRATEGIC RISK
The achievement of our strategic objectives is highly dependent on effective change management.
We have restructured our operating insurance subsidiaries, including exiting states and lines of business, placing subsidiaries into voluntary run-off and terminating managing general agent relationships, with the objective of focusing on core lines of business, creating a more effective and efficient operating structure and focusing on profitability. These actions resulted in changes to our structure and business processes. While these changes are expected to bring us benefits in the form of a more agile and focused business, success is dependent on management effectively realizing the intended benefits. Ineffective change management may result in disruptions to the operations of the business or may cause employees to act in a manner which is inconsistent with our objectives. Any of these events could negatively impact our performance. We may not always achieve the expected cost savings and other benefits of our initiatives.
We may experience difficulty continuing to reduce our holding company expenses while at the same time retaining staff given the significant reduction in size and scale of our businesses.
We have divested a number of subsidiaries and significantly reduced our written premium in the insurance subsidiaries we continue to own. At the same time, we have been downsizing our holding company expense base in an attempt to compensate for the reduction in scale. There can be no assurance that our remaining businesses will produce enough cash flow to adequately compensate and retain staff and to service our other holding company obligations, particularly the interest expense burden of our remaining outstanding debt.
The insurance industry and related businesses in which we operate may be subject to periodic negative publicity which may negatively impact our financial results.
Our products and services are ultimately distributed to individual consumers. From time to time, consumer advocacy groups or the media may focus attention on insurance products and services, thereby subjecting our industry to periodic negative publicity. We also may be negatively impacted if participants in one or more of our markets engage in practices resulting in increased public attention to our businesses. Negative publicity may also result in increased regulation and legislative scrutiny of practices in the property and casualty insurance industry as well as increased litigation. These factors may further increase our costs of doing business and adversely affect our profitability by impeding our ability to market our products and services, requiring us to change our products or services, or by increasing the regulatory burdens under which we operate.
The highly competitive environment in which we operate could have an adverse effect on our business, results of operations and financial condition.
The property and casualty markets in which we operate are highly competitive. We compete with major North American and other insurers, many of which have more financial, marketing and management resources than we do.

There may also be other companies of which we are not aware that may be planning to enter the property and casualty insurance industry. Insurers in our markets generally compete on the basis of price, consumer recognition, coverages offered, claims handling, financial stability, customer service and geographic coverage. Although our pricing is influenced to some degree by that of our competitors, we generally believe that it is not in our best interest to compete solely on price. As a result, we are willing to experience from time to time a loss of market share during periods of intense price competition. Our business could be adversely impacted by the loss of business to competitors offering competitive insurance products at lower prices. This competition could affect our ability to attract and retain profitable business.

In our non-standard automobile business, we compete with both large national underwriters and smaller regional companies. Our competitors include other companies that, like us, serve the independent agency market, as well as companies that sell insurance directly to customers. Direct underwriters may have certain competitive advantages over agency underwriters, including increased name recognition, loyalty of the customer base to the insurer rather than to an independent agency and reduced costs to acquire policies.

Additionally, in certain states, government-operated risk plans may provide non-standard automobile insurance products at lower prices than we provide.

From time to time, our markets may also attract competition from new entrants. In some cases, such entrants may, because of inexperience, the desire for new business or for other reasons, price their insurance below the rates that we believe offer acceptable premiums for the related risk. Further, a number of our competitors, including new entrants to our markets, are developing e-business capabilities which may impact the level of business transacted through our more traditional distribution channels or that may affect pricing in the market as a whole.

The vehicle service agreement market in which we compete is comprised of a few large companies, which market service agreements to credit unions on a national basis and have significantly more financial, marketing and management resources than we do, as well as several other companies that are somewhat similar in size to IWS that market service agreements to credit unions either on a regional basis or a less robust national basis. There may also be other companies of which we are not aware that may be planning to enter the vehicle service agreement industry. Competitors in our market generally compete on coverages offered, claims handling, customer service, financial stability and, to a lesser extent, price. Larger competitors of ours benefit from added advantages such as industry endorsements and preferred vendor status. We do not believe that it is in our best interest to compete solely on price. Instead, we focus our marketing on the total value experience to the credit union and its member, with an emphasis on customer service. While we historically have been able to adjust our product offering to remain competitive when competitors have focused on price, our business could be adversely impacted by the loss of business to competitors offering vehicle service agreements at lower prices.

Engaging in acquisitions involves risks, and, if we are unable to effectively manage these risks, our business may be materially harmed.

From time to time we engage in discussions concerning acquisition opportunities and, as a result of such discussions, may enter into acquisition transactions.

Acquisitions entail numerous risks, including the following:

- difficulties in the integration of the acquired business;
- assumption of unknown material liabilities, including deficient provisions for unpaid loss and loss adjustment expenses;
- diversion of management's attention from other business concerns;
- failure to achieve financial or operating objectives; and
- potential loss of policyholders or key employees of acquired companies.

We may not be able to integrate or operate successfully any business, operations, personnel, services or products that we may acquire in the future.

Engaging in new business start-ups involves risks, and, if we are unable to effectively manage these risks, our business may be materially harmed.

From time to time we engage in discussions concerning the formation of a new business venture and, as a result of such discussions, may form and capitalize a new business.

New business start-ups entail numerous risks, including the following:

- identification of appropriate management to run the new business;
- understanding the strategic, competitive and marketplace dynamics of the new business and, perhaps, industry;
- establishment of proper financial and operational controls;
- diversion of management's attention from other business concerns; and
- failure to achieve financial or operating objectives.

We may not be able to operate successfully any business, operations, personnel, services or products that we may organize as a new business start-up in the future.

OPERATIONAL RISK

Our provisions for unpaid loss and loss adjustment expenses may be inadequate, which would result in a reduction in our net income and might adversely affect our financial condition.

Our provisions for unpaid loss and loss adjustment expenses do not represent an exact calculation of our actual liability but are estimates involving actuarial and statistical projections at a given point in time of what we expect to be the cost of the ultimate settlement and administration of reported and IBNR claims. The process for establishing the provision for unpaid loss and loss adjustment expenses reflects the uncertainties and significant judgmental factors inherent in estimating future results of both reported and IBNR claims and, as such, the process is inherently complex and imprecise. These estimates are based upon various factors, including:

- actuarial projections of the cost of settlement and administration of claims reflecting facts and circumstances then known;
- estimates of future trends in claims severity and frequency;
- legal theories of liability;
- variability in claims-handling procedures;
- economic factors such as inflation;
- judicial and legislative trends, actions such as class action lawsuits, and judicial interpretation of coverages or policy exclusions; and
- the level of insurance fraud.

Most or all of these factors are not directly quantifiable, particularly on a prospective basis, and the effects of these and unforeseen factors could negatively impact our ability to accurately assess the risks of the policies that we write. In addition, there may be significant reporting lags between the occurrence of insured events and the time they are actually reported to us and additional lags between the time of reporting and final settlement of claims.

As time passes and more information about the claims becomes known, the estimates are appropriately adjusted upward or downward to reflect this additional information. Because of the elements of uncertainty encompassed in this estimation process, and the extended time it can take to settle many of the more substantial claims, several years of experience may be required before a meaningful comparison can be made between actual losses and the original provision for unpaid loss and loss adjustment expenses.

We cannot assure that we will not have unfavorable development in the future. In addition, we have in the past, and may in the future, acquire other insurance companies. We cannot assure that the provisions for unpaid loss and loss adjustment expenses of the companies that we acquire are or will be adequate.

In addition, government regulators for our insurance subsidiaries could require that we increase our provisions for unpaid loss and loss adjustment expenses if they determine that our provisions are understated. Such an increase to the provision for unpaid loss and loss adjustment expenses for one of our insurance subsidiaries could cause a reduction in its surplus as regards policyholders, which could adversely affect our ability to sell insurance policies.

Our Insurance Services subsidiaries' deferred service fees may be inadequate, which would result in a reduction in our net income and might adversely affect our financial condition.

Our Insurance Services subsidiaries' deferred service fees do not represent an exact calculation but are estimates involving actuarial and statistical projections at a given point in time of what we expect to be the remaining future revenue to be recognized in relation to our remaining future obligations to provide policy administration and claim-handling services. The process for establishing deferred service fees reflects the uncertainties and significant judgmental factors inherent in estimating the length of time and the amount of work related to our future service obligations. If we amortize the deferred service fees too quickly, we could overstate current revenues which may adversely affect future reported operating results.

As time passes and more information about the remaining service obligations becomes known, the estimates are appropriately adjusted upward or downward to reflect this additional information. We cannot assure that we will not have unfavorable re-estimations in the future of our deferred service fees. In addition, we have in the past, and may in the future, acquire companies which record deferred service fees. We cannot assure that the deferred service fees of the companies that we acquire are or will be adequate.

Our reliance on independent agents can impact our ability to maintain business, and it exposes us to credit risk.
We market and distribute our automobile insurance products through a network of independent agents in the United States. As a result, we rely heavily on these agents to attract new business. They typically represent more than one insurance company, which may expose us to competition within the agencies and, therefore, we cannot rely on their commitment to our insurance products. Loss of all or a substantial portion of the business provided by these intermediaries could have a material adverse effect on our business, results of operations and financial condition.
In accordance with industry practice, our customers sometimes pay the premiums for their policies to agents for remittance to us. These premiums are considered paid when received by the agents and thereafter the customer is no longer liable to us for those amounts, whether or not we have actually received the premiums from the agents. Consequently, we assume a degree of risk associated with our reliance on independent agents in connection with the settlement of insurance balances.
Our reliance on credit unions can impact our ability to maintain business.
We market and distribute our vehicle service agreements through a network of credit unions in the United States. As a result, we rely heavily on these credit unions to attract new business. While these distribution arrangements tend to be exclusive between us and each credit union, we have competitors which offer similar products exclusively through credit unions. Loss of all or a substantial portion of our existing credit union relationships could have a material adverse effect on our business, results of operations and financial condition.
Our reliance on a limited number of warranty and maintenance support clients and customers can impact our ability to maintain business.
We market and distribute our warranty products and equipment breakdown and maintenance support services through a limited number of customers and clients across the United States. Loss of all or a substantial portion of our existing customers and clients could have a material adverse effect on our business, results of operations and financial condition.
Our gross premiums written are derived from the non-standard automobile markets. If the demand for insurance in this market declines, our results of operations could be adversely affected.
For the year ended December 31, 2014, 100.0% of the gross premiums written from our Insurance Underwriting segment were attributable to non-standard automobile insurance. The size of the non-standard automobile insurance market can be affected significantly by many factors outside of our control, such as the underwriting capacity and underwriting criteria of standard automobile insurance carriers, and we may be specifically affected by these factors. Additionally, the non-standard automobile insurance market tends to contract during periods of high unemployment as was experienced in the United States throughout 2011 and 2012. To the extent that the non-standard automobile insurance markets are affected adversely for any reason, our gross premiums written will be disproportionately affected due to our substantial reliance on these insurance markets.
We derive the majority of our non-standard automobile insurance gross premiums written from a few geographic areas, which may cause our business to be affected by catastrophic losses or business conditions in these areas.
Certain jurisdictions, specifically Florida, Illinois, Texas, California, Nevada and Colorado, generated 81.4% of our non-standard automobile insurance gross premiums written during 2014.
Our results of operations may, therefore, be adversely affected by any catastrophic losses in these areas. Catastrophic losses can be caused by a wide variety of events, including earthquakes, hurricanes, tropical storms, tornadoes, wind, ice storms, hail, fires, terrorism, riots and explosions, and their incidence and severity are inherently unpredictable. Catastrophic losses are characterized by low frequency but high severity due to aggregation of losses and could result in adverse effects on our results of operations or financial condition. Our results of operations may also be adversely affected by general economic conditions, competition, regulatory actions or other business conditions that affect losses or business conditions in the specific areas in which we conduct most of our business.
If reinsurance rates rise significantly or reinsurance becomes unavailable or reinsurers are unable to pay amounts due to us, we may be adversely affected.
We purchase reinsurance from third-parties in order to reduce our liability on individual risks. Reinsurance does not relieve us of our primary liability to our insureds. A third-party reinsurer's insolvency, inability or unwillingness to make payments under the terms of a reinsurance treaty could have a material adverse effect on our financial condition

or results of operations. As of December 31, 2014, we had $6.9 million recoverable from third-party reinsurers, including reinsurance recoverable related to property and casualty unpaid loss and loss adjustment expenses.

The amount and cost of reinsurance available to our insurance companies are subject, in large part, to prevailing market conditions beyond our control. Our ability to provide insurance at competitive premium rates and coverage limits on a continuing basis depends in part upon the extent to which we can obtain adequate reinsurance in amounts and at rates that will not adversely affect our competitive position. We cannot assure that we will be able to maintain our current reinsurance facilities, which generally are subject to annual renewal. If we are unable to renew any of these facilities upon their expiration or to obtain other reinsurance facilities in adequate amounts and at favorable rates, we may need to modify our underwriting practices or reduce our underwriting commitments.

Disruptions or security failures in our information technology systems could create liability for us and/or limit our ability to effectively monitor, operate and control our operations and adversely impact our reputation, business, financial condition, results of operation and cash flows.

Our information technology systems facilitate our ability to monitor, operate and control our operations. Changes or modifications to our information technology systems could cause disruption to our operations or cause challenges with respect to our compliance with laws, regulations or other applicable standards. For example, delays, higher than expected costs or unsuccessful implementation of new information technology systems could adversely impact our operations. In addition, any disruption in or failure of our information technology systems to operate as expected could, depending on the magnitude of the problem, adversely impact our business, financial condition, results of operation and cash flows, including by limiting our capacity to monitor, operate and control our operations effectively. Failures of our information technology systems could also lead to violations of privacy laws, regulations, trade guidelines or practices related to our customers and employees. If our disaster recovery plans do not work as anticipated, or if the third-party vendors to which we have outsourced certain information technology or other services fail to fulfill their obligations to us, our operations may be adversely impacted. Any of these circumstances could adversely impact our reputation, business, financial condition, results of operation and cash flows.

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

Our results of operation and financial condition depend on our ability to underwrite and set premium rates accurately for a wide variety of risks. Adequate rates are necessary to generate premiums sufficient to pay loss and loss adjustment expenses and other expenses and to earn a profit. To price our products accurately, we must collect and properly analyze a substantial amount of data; develop, test and apply appropriate pricing techniques; closely monitor and timely recognize changes in trends; and project both severity and frequency of losses with reasonable accuracy. Our ability to undertake these efforts successfully, and as a result price our products accurately, is subject to a number of risks and uncertainties, some of which are outside our control, including:

- the availability of reliable data and our ability to properly analyze available data;
- the uncertainties that inherently characterize estimates and assumptions;
- our selection and application of appropriate pricing techniques; and
- changes in applicable legal liability standards and in the civil litigation system generally.

Consequently, we could underprice risks, which would adversely affect our underwriting results, or we could overprice risks, which would reduce our sales volume and competitiveness. In either case, our results of operation could be materially and adversely affected.

Our results of operation may fluctuate as a result of cyclical changes in the property and casualty insurance industry.

Our results of operation are primarily attributable to the property and casualty insurance industry, which as an industry is cyclical in nature and has historically been characterized by soft markets followed by hard markets. A soft market is a period of relatively high levels of price competition, less restrictive underwriting standards and generally low premium rates. A hard market is a period of capital shortages resulting in lack of insurance availability, relatively low levels of competition, more selective underwriting of risks and relatively high premium rates. If we find it necessary to reduce premiums or limit premium increases due to competitive pressures on pricing in a softening market, we may experience a reduction in our premiums written and, therefore, in our earned premium revenues, which could adversely affect our results of operation.

Our results of operation and financial condition could be adversely affected by the results of our voluntary run-off of two of our insurance subsidiaries.

The Company currently has two of its insurance subsidiaries, UCC and Amigo, operating in voluntary run-off. Our success at managing these run-offs is highly dependent upon proper claim-handling and the availability of the necessary liquidity to pay claims when due. As a result, we are dependent in part on our ability to retain the services of appropriately trained and supervised claim-handling personnel. The loss of the services of any of our key claim-handling personnel working in our run-offs, or the inability to identify, hire and retain other highly qualified claim-handling personnel in the future, could adversely affect our results of operations. We are also dependent on the continuing availability of the necessary liquidity, from the sale of securities, collection of reinsurance recoverables and, potentially, capital contributions, to properly settle claims. Our inability to sell securities when needed or to collect outstanding reinsurance recoverables when due could have an adverse effect on our results of operation or financial condition. See the "Liquidity and Capital Resources" section of MD&A for additional detail regarding the voluntary run-offs of UCC and Amigo.

HUMAN RESOURCES RISK

Our business depends upon key employees, and if we are unable to retain the services of these key employees or to attract and retain additional qualified personnel, our business may be adversely affected.

Our success at improving our performance will be dependent in part on our ability to retain the services of our existing key employees and to attract and retain additional qualified personnel in the future. The loss of the services of any of our key employees, or the inability to identify, hire and retain other highly qualified personnel in the future, could adversely affect our results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Leased Properties

Insurance Underwriting leases facilities with an aggregate square footage of approximately 72,544 at four locations in four states. The latest expiration date of the existing leases is in October 2019.

Insurance Services leases facilities with an aggregate square footage of approximately 96,678 at six locations in four states. The latest expiration date of the existing leases is in November 2019.

KAI leases a facility with an aggregate square footage of approximately 23,491 at one location in one state. The expiration date of the existing lease is in November 2019.

The properties described above are in good condition. We consider our office facilities suitable and adequate for our current levels of operations.

Item 3. Legal Proceedings

In connection with its operations in the ordinary course of business, the Company and its subsidiaries are named as defendants in various actions for damages and costs allegedly sustained by the plaintiffs. While it is not possible to estimate the loss, or range of loss, if any, that may be incurred in connection with any of the various proceedings at this time, it is possible that some of the actions may result in losses having a material adverse effect on the Company's financial condition or results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

Part II
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities
Market Information
Our common shares are listed on the Toronto Stock Exchange ("TSX") and the New York Stock Exchange ("NYSE") under the trading symbol "KFS."
The following table sets forth, for the calendar quarters indicated, the high and low sales price for our common shares as reported on the TSX and NYSE.

	TSX		NYSE	
	High - C$	Low - C$	High - US$	Low - US$
2014				
Quarter 4	C$7.30	C$6.05	$6.40	$5.40
Quarter 3	7.55	6.41	6.91	6.00
Quarter 2	7.30	4.82	6.69	4.33
Quarter 1	4.88	4.15	4.32	3.85
2013				
Quarter 4	4.21	2.87	3.96	2.78
Quarter 3	4.02	2.87	3.87	2.76
Quarter 2	4.17	3.15	4.25	3.08
Quarter 1	4.53	3.61	4.42	3.68

Shareholders of Record
As of March 12, 2015, the closing sales price of our common shares as reported by the TSX was C$7.25 per share and as reported by the NYSE was $5.64 per share.
As of March 13, 2015, we had 19,709,706 common shares issued and outstanding, held by approximately 4,200 shareholders of record.
Dividends
The Company has not declared a dividend since the first quarter of 2009. The declaration and payment of dividends is subject to the discretion of our Board of Directors after taking into account many factors, including financial condition, results of operations, anticipated cash needs and other factors deemed relevant by our Board of Directors. For a discussion of our cash resources and needs, see the "Liquidity and Capital Resources" section of MD&A.
We are a holding company and a legal entity separate and distinct from our operating subsidiaries. As a holding company without significant operations of our own, our principal sources of funds are dividends and other payments from our operating subsidiaries. Dividends declared and paid by an insurance subsidiary are subject to certain restrictions which may require prior approval by the insurance regulators of the state in which such subsidiary is domiciled. At this time, none of our U.S. insurance subsidiaries is able to declare and pay a dividend to the holding company without prior regulatory approval. There are no regulatory restrictions on the payment of dividends from the businesses which compromise Insurance Services.
Securities Authorized for Issuance under Equity Compensation Plans
As of December 31, 2014, we had one equity compensation plan under which our shares of common stock have been authorized for issuance to key officers of the Company and its subsidiaries, namely our 2013 Equity Incentive Plan (the "2013 Plan") adopted by the Board of Directors in 2013. The 2013 Plan has been approved by the shareholders of the Company.

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The following summary information is presented with respect to shares of our common stock that may be issued under our equity compensation plans as of December 31, 2014:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan category	(a)	(b)	(c)
Equity compensation plans approved by security holders	611,875	$4.50	40,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	611,875	$4.50	40,000

Recent Sales of Unregistered Securities

During 2014, we did not have any unregistered sales of our equity securities.

Repurchases of Equity Securities

During 2014, we did not have any repurchases of our equity securities.

Item 6. Selected Financial Data

We are a smaller reporting company as defined in Rule 12b-2 of the Exchange Act; therefore, pursuant to Regulation S-K, we are not required to make disclosures under this Item.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Kingsway is a Canadian holding company with operating subsidiaries located in the United States. The Company operates as a merchant bank primarily engaged, through its subsidiaries, in the property and casualty insurance business. Kingsway conducts its business through the following two reportable segments: Insurance Underwriting and Insurance Services.

Effective March 31, 2014, the Company's wholly owned subsidiary, 1347 Property Insurance Holdings, Inc. ("PIH"), formerly known as Maison Insurance Holdings, Inc., completed an initial public offering of its common stock. Upon completion of the transaction, the Company maintained a minority ownership interest in the common shares of PIH. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. Prior to the transaction, PIH was included in the Insurance Underwriting segment. As a result of the disposal of the Company's majority interest in PIH on March 31, 2014, all segmented information has been adjusted to exclude PIH from the Insurance Underwriting segment.

Insurance Underwriting includes the following subsidiaries of the Company: Mendota Insurance Company ("Mendota"), Mendakota Insurance Company ("Mendakota"), Universal Casualty Company ("UCC"), Kingsway Amigo Insurance Company ("Amigo") and Kingsway Reinsurance Corporation. Throughout this 2014 Annual Report, the term "Insurance Underwriting" is used to refer to this segment.

Insurance Underwriting provides non-standard automobile insurance to individuals who do not meet the criteria for coverage by standard automobile insurers and actively conducts business in 15 states. In 2014, production in the following states represented 81.4% of Insurance Underwriting's gross premiums written: Florida (18.9%), Texas (17.7%), Illinois (15.5%), California (10.0%), Colorado (9.7%) and Nevada (9.6%). For the year ended December 31, 2014, non-standard automobile insurance accounted for 100.0% of Insurance Underwriting's gross premiums written.

The Company previously placed Amigo and UCC into voluntary run-off in 2012 and 2011, respectively. Each of Amigo and UCC has entered into a comprehensive run-off plan which has been approved by its respective state of domicile. Kingsway continues to manage Amigo and UCC in a manner consistent with the run-off plans.

Insurance Services includes the following subsidiaries of the Company: Assigned Risk Solutions Ltd. ("ARS"), IWS Acquisition Corporation ("IWS") and Trinity Warranty Solutions LLC ("Trinity"). Throughout this 2014 Annual Report, the term "Insurance Services" is used to refer to this segment.

ARS is a licensed property and casualty agent, full service managing general agent and third-party administrator focused primarily on the assigned risk market. ARS is licensed to administer business in 22 states but generates its revenues primarily by operating in the states of New York and New Jersey.

IWS is a licensed motor vehicle service agreement company and is a provider of after-market vehicle protection services distributed by credit unions in 26 states to their members.

Trinity is a provider of warranty products and maintenance support to consumers and businesses in the heating, ventilation, air conditioning ("HVAC") and refrigeration industry. Trinity distributes its warranty products through original equipment manufacturers, HVAC distributors and commercial and residential contractors. Trinity distributes its maintenance support direct through corporate owners of retail spaces throughout the United States.

NON U.S.-GAAP FINANCIAL MEASURES

Throughout this 2014 Annual Report, we present our operations in the way we believe will be most meaningful, useful and transparent to anyone using this financial information to evaluate our performance. In addition to the U.S. GAAP presentation of net loss, we show certain statutory reporting information and other non-U.S. GAAP financial measures that we believe are relevant in managing our business and drawing comparisons to our peers. These measures are segment operating income (loss), gross premiums written, net premiums written and underwriting ratios.

Following is a list of non-U.S. GAAP measures found throughout this report with their definitions, relationships to U.S. GAAP measures and explanations of their importance to our operations.

Segment Operating Income (Loss)

Segment operating income (loss) represents one measure of the pretax profitability of our segments and is derived by subtracting direct segment expenses from direct segment revenues. Revenues and expenses are presented in the consolidated statements of operations, but are not subtotaled by segment. However, this information is available in total and by segment in Note 24, "Segmented Information," to the Consolidated Financial Statements, regarding reportable segment information. The nearest comparable U.S. GAAP measure is loss from continuing operations before income tax benefit which, in addition to operating income (loss), includes net investment income, net realized gains, other-than-temporary impairment loss, other income not allocated to segments, general and administrative expenses, restructuring expense, interest expense, amortization of intangible assets, contingent consideration (benefit) expense, impairment of asset held for sale, loss on change in fair value of debt, loss on disposal of subsidiary, loss on disposal of asset held for sale, loss on buy-back of debt and equity in net (loss) income of investee. A reconciliation of segment operating income (loss) to loss from continuing operations before income tax benefit for the year ended December 31, 2014 is presented in Table 1 of the "Results of Continuing Operations" section of MD&A.

Gross Premiums Written

While net premiums earned is the related U.S. GAAP measure used in the consolidated statements of operations, gross premiums written is the component of net premiums earned that measures insurance business produced before the impact of ceding reinsurance premiums, but without respect to when those premiums will be recognized as actual revenue. We use this measure as an overall gauge of gross business volume in Insurance Underwriting.

Net Premiums Written

While net premiums earned is the related U.S. GAAP measure used in the consolidated statements of operations, net premiums written is the component of net premiums earned that measures the difference between gross premiums written and the impact of ceding reinsurance premiums, but without respect to when those premiums will be recognized as actual revenue. We use this measure as an indication of retained or net business volume in Insurance Underwriting.

Underwriting Ratios

Kingsway, like many insurance companies, analyzes performance based on underwriting ratios such as loss and loss adjustment expense ratio, expense ratio and combined ratio. The loss and loss adjustment expense ratio is derived by dividing the amount of net loss and loss adjustment expenses incurred by net premiums earned. The expense ratio is derived by dividing the sum of commissions and premium taxes; general and administrative expenses; and policy fee income by net premiums earned. The combined ratio is the sum of the loss and loss adjustment expense ratio and the expense ratio. A combined ratio below 100% demonstrates underwriting profit whereas a combined ratio over 100% demonstrates an underwriting loss.

CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect application of policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from these estimates. Estimates and their underlying assumptions are reviewed on an ongoing basis. Changes in estimates are recorded in the accounting period in which they are determined. The critical accounting estimates and assumptions in the accompanying consolidated financial statements include the provision for unpaid loss and loss adjustment expenses; valuation of fixed maturities and equity investments; valuation of deferred income taxes; valuation of intangible assets; goodwill recoverability; deferred acquisition costs; fair value assumptions for debt obligations; and contingent consideration.

Provision for Unpaid Loss and Loss Adjustment Expenses

A significant degree of judgment is required to determine amounts recorded in the consolidated financial statements for the provision for unpaid loss and loss adjustment expenses. The process for establishing the provision for unpaid loss and loss adjustment expenses reflects the uncertainties and significant judgmental factors inherent in predicting future results of both known and unknown loss events. As such, the process is inherently complex and imprecise and estimates are constantly refined. The process of establishing the provision for unpaid loss and loss adjustment expenses relies on the judgment and opinions of a large number of individuals, including the opinions of the Company's actuaries. Further information regarding estimates used in determining our provision for unpaid loss and loss adjustment expenses is discussed in the “Unpaid Loss and Loss Adjustment Expenses” section of Part I, Item 1 of this Annual Report and Note 14, "Unpaid Loss and Loss Adjustment Expenses," to the Consolidated Financial Statements.

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Factors affecting the provision for unpaid loss and loss adjustment expenses include the continually evolving and changing regulatory and legal environment; actuarial studies; the professional experience and expertise of the Company's claims personnel and independent adjusters retained to handle individual claims; the quality of the data used for projection purposes; existing claims management practices including claims handling and settlement practices; the effect of inflationary trends on future loss settlement costs; court decisions; economic conditions; and public attitudes.

The Company utilizes external actuaries to evaluate the adequacy of our provision for unpaid loss and loss adjustment expenses under the terms of our insurance policies and vehicle service agreements. The provision is evaluated by the Company's actuaries with the results then shared with management, which is responsible for establishing the provision recorded in the consolidated balance sheets.

In the year-end actuarial review process, an analysis of the provision for unpaid loss and loss adjustment expenses is completed for each insurance subsidiary and IWS. Unpaid deferred cost containment expenses and unpaid adjusting and other expenses, which are components of the provision for loss adjustment expenses, and unpaid losses are each separately analyzed by line of business and by accident year utilizing a wide range of actuarial methods. These unpaid losses and loss adjustment expenses are further analyzed by looking separately at case reserves, which are specific reserves established for specific claims, and reserves for losses incurred but not reported ("IBNR").

Because the establishment of the provision for unpaid loss and loss adjustment expenses is an inherently uncertain process involving estimates, current provisions may need to be updated. Adjustments to the provision, both favorable and unfavorable, are reflected in the consolidated statements of operations for the periods in which such estimates are updated. The Company's actuaries develop a range of reasonable estimates and a point estimate of unpaid loss and loss adjustment expenses. The actuarial point estimate is intended to represent the actuaries' best estimate and will not necessarily be at the mid-point of the high and low estimates of the range.

Valuation of Fixed Maturities and Equity Investments

Our equity investments are recorded at fair value using quoted prices from active markets. For fixed maturities, we use observable inputs such as quoted prices in inactive markets, quoted prices in active markets for similar instruments, benchmark interest rates, broker quotes and other relevant inputs. We do not have any investments in our portfolio which require us to use unobservable inputs. Any change in the estimated fair value of our investments could impact the amount of unrealized gain or loss we have recorded, which could change the amount we have recorded for our investments and other comprehensive loss on our consolidated balance sheets.

Gains and losses realized on the disposition of investments are determined on the first-in first-out basis and credited or charged to the consolidated statements of operations. Premium and discount on investments are amortized and accredited using the interest method and charged or credited to net investment income.

The establishment of an other-than-temporary impairment on an investment requires a number of judgments and estimates. We perform a quarterly analysis of the individual investments to determine if declines in market value are other-than-temporary. The analysis includes some or all of the following procedures, as applicable:

- identifying all unrealized loss positions that have existed for at least six months;
- identifying other circumstances which management believes may impact the recoverability of the unrealized loss positions;
- obtaining a valuation analysis from third-party investment managers regarding the intrinsic value of these investments based on their knowledge and experience together with market-based valuation techniques;
- reviewing the trading range of certain investments over the preceding calendar period;
- assessing if declines in market value are other-than-temporary for debt instruments based on the investment grade credit ratings from third-party rating agencies;
- assessing if declines in market value are other-than-temporary for any debt instrument with a non-investment grade credit rating based on the continuity of its debt service record;
-

determining the necessary provision for declines in market value that are considered other-than-temporary based on the analyses performed; and

- assessing the company's ability and intent to hold these investments at least until the investment impairment is recovered.

The risks and uncertainties inherent in the assessment methodology used to determine declines in market value that are other-than-temporary include, but may not be limited to, the following:

- the opinions of professional investment managers could be incorrect;
- the past trading patterns of individual investments may not reflect future valuation trends;

KINGSWAY FINANCIAL SERVICES INC.
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- the credit ratings assigned by independent credit rating agencies may be incorrect due to unforeseen or unknown facts related to a company's financial situation; and
- the debt service pattern of non-investment grade instruments may not reflect future debt service capabilities and may not reflect a company's unknown underlying financial problems.

The Company did not recognize any impairment related to its investments that was considered other-than-temporary for the year ended December 31, 2014. As further discussed in the "Results of Continuing Operations" section below, the Company recorded a write-down for other-than-temporary impairment related to its investment in Atlas Financial Holdings, Inc. ("Atlas") preferred stock of $1.8 million for the year ended December 31, 2013. There were no write-downs related to fixed maturities or other investments for the year ended December 31, 2013.

Valuation of Deferred Income Taxes

The provision for income taxes is calculated based on the expected tax treatment of transactions recorded in our consolidated financial statements. In determining our provision for income taxes, we interpret tax legislation in a variety of jurisdictions and make assumptions about the expected timing of the reversal of deferred income tax assets and liabilities and the valuation of deferred income taxes.

The ultimate realization of the deferred income tax asset balance is dependent upon the generation of future taxable income during the periods in which the Company's temporary differences reverse and become deductible. A valuation allowance is established when it is more likely than not that all or a portion of the deferred income tax asset balance will not be realized. In determining whether a valuation allowance is needed, management considers all available positive and negative evidence affecting specific deferred income tax asset balances, including the Company's past and anticipated future performance, the reversal of deferred income tax liabilities, and the availability of tax planning strategies.

Objective positive evidence is necessary to support a conclusion that a valuation allowance is not needed for all or a portion of a company's deferred income tax asset balances when significant negative evidence exists. Cumulative losses are the most compelling form of negative evidence considered by management in this determination. To the extent a valuation allowance is established in a period, an expense must be recorded within the income tax provision in the consolidated statements of operations. As of December 31, 2014, the Company maintains a valuation allowance of $289.3 million, $282.2 million of which relates to its U.S. deferred income taxes. The largest component of the U.S. deferred income tax asset balance relates to tax loss carryforwards that have arisen as a result of the continued losses of the Company's U.S. operations. Uncertainty over the Company's ability to utilize these losses over the short-term has led the Company to record a valuation allowance.

Future events may result in the valuation allowance being adjusted, which could materially impact our financial position and results of operations. If sufficient positive evidence were to arise in the future indicating that all or a portion of the deferred income tax assets would meet the more likely than not standard, the valuation allowance would be reversed in the period that such a conclusion was reached.

Valuation of Intangible Assets

Intangible assets were initially recoded at their estimated fair values at the date of acquisition. Intangible assets with definite useful lives consist of vehicle service agreements in-force ("VSA in-force"), database, customer-related relationships and non-compete agreement. A discounted cash flow analysis was used to determine the fair value of the VSA in-force asset. The multi-period excess earnings method was used to determine the fair value of the customer-related intangible assets. A form of the income method, known as the "with and without" method, was utilized to determine the fair values of the database and non-compete agreement intangible assets.

Indefinite-lived intangible assets consist of insurance licenses, renewal rights and trade name. Intangible assets with an indefinite life are assessed for impairment annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may not be recoverable. The Company has the option to perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If facts and circumstances indicate that it is more likely than not that the intangible asset is impaired, a fair value-based impairment test would be required. Management must make estimates and assumptions in determining the fair value of indefinite-lived intangible assets that may affect any resulting impairment write-down. This includes assumptions regarding future cash flows and future revenues from the related intangible assets or their reporting units. Management then compares the fair value of the indefinite-lived intangible assets to their respective carrying amounts. If the carrying amount of an intangible asset exceeds the fair value of that intangible asset, an impairment is recorded. Additional information regarding our intangible assets is included in Note 11, "Intangible Assets," to the Consolidated Financial Statements.

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Management's Discussion and Analysis

Goodwill Recoverability

Goodwill is assessed for impairment annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may not be recoverable. The Company has the option to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If facts and circumstances indicate that it is more likely than not that the goodwill is impaired, a fair value-based impairment test would be required. The goodwill impairment test is a two-step process that requires management to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment, if any, by determining an implied fair value of goodwill. The determination of the implied fair value of goodwill of a reporting unit requires management to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the implied fair value of goodwill, which is compared to its corresponding carrying value. For reporting units with a negative book value, qualitative factors are evaluated to determine whether it is necessary to perform the second step of the goodwill impairment test. Additional information regarding our goodwill is included in Note 10, "Goodwill," to the Consolidated Financial Statements.

Deferred Acquisition Costs

Deferred acquisition costs represent the deferral of expenses that we incur related to successful efforts to acquire new business or renew existing business. Acquisition costs, primarily commissions, premium taxes and underwriting and agency expenses related to issuing insurance policies and vehicle service agreements, are deferred and charged against income ratably over the terms of the related insurance policies and vehicle service agreements. Management regularly reviews the categories of acquisition costs that are deferred and assesses the recoverability of this asset. For Insurance Underwriting, a premium deficiency and a corresponding charge to income is recognized if the sum of the expected losses and loss adjustment expenses, unamortized acquisition costs and maintenance costs exceeds related unearned premiums and anticipated net investment income.

Fair Value Assumptions for Debt Obligations

Our Linked Return of Capital ("LROC") preferred units, senior unsecured debentures and subordinated debt are measured and reported at fair value. The fair value of the LROC preferred units is based on quoted market prices, and the fair value of the subordinated debt is calculated by a third-party using a model based on significant market observable inputs. The fair value of the senior unsecured debentures, for which no active market exists, was derived from quoted market prices of similar instruments or other third-party evidence. Any change in the estimated fair value of our debt is reflected in the gain or loss on change in fair value of debt we record in the consolidated statements of operations and in the carrying value for our debt on our consolidated balance sheets.

Contingent Consideration

The consideration for certain of the Company's acquisitions includes future payments to the former owners that are contingent upon the achievement of certain targets over future reporting periods. Liabilities for contingent consideration are measured and reported at fair value at the date of acquisition with subsequent changes reported in the consolidated statements of operations as contingent consideration (benefit) expense. The fair value of contingent consideration liabilities is estimated using valuation models designed to estimate the probability of such contingent payments based on various assumptions. Estimated payments are discounted using present value techniques to arrive at estimated fair value at the balance sheet date. We revalue these contingent consideration liabilities each reporting period. Changes in the fair value of contingent consideration liabilities can result from changes to one or multiple inputs, including adjustments to the discount rates or changes in the assumed achievement or timing of any targets. These fair value measurements are based on significant inputs not observable in the market. Management must use judgment in determining the appropriateness of these assumptions as of the acquisition date and for each subsequent period. Changes in assumptions could have a material impact on the amount of contingent consideration (benefit) expense reported in the consolidated statements of operations and an impact on the payout of contingent consideration liabilities. Additional information regarding our contingent consideration liabilities is included in Note 25, "Fair Value of Financial Instruments," to the Consolidated Financial Statements.

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RESULTS OF CONTINUING OPERATIONS
A reconciliation of total segment operating income (loss) to net loss for the years ended December 31, 2014 and 2013 is presented in Table 1 below:
Table 1 Segment Operating Income (Loss)
For the years ended December 31 (in millions of dollars)

	2014	2013	Change
Segment operating income (loss)			
Insurance Underwriting	1.3	(15.7)	17.0
Insurance Services	4.8	2.2	2.6
Total segment operating income (loss)	6.1	(13.5)	19.6
Net investment income	1.6	2.2	(0.6)
Net realized gains	5.0	3.5	1.5
Other-than-temporary impairment loss	—	(1.8)	1.8
Other income and expenses not allocated to segments, net	(5.3)	(12.3)	7.0
Interest expense	(5.6)	(7.3)	1.7
Amortization of intangible assets	(1.6)	(2.2)	0.6
Contingent consideration benefit (expense)	2.2	(0.8)	3.0
Impairment of asset held for sale	(1.2)	(2.4)	1.2
Loss on change in fair value of debt	(11.0)	(9.1)	(1.9)
Loss on disposal of subsidiary	(1.2)	—	(1.2)
Loss on disposal of asset held for sale	(0.1)	—	(0.1)
Equity in net (loss) income of investee	(0.2)	0.3	(0.5)
Loss from continuing operations before income tax benefit	(11.3)	(43.4)	32.1
Income tax benefit	(0.1)	(0.1)	—
Loss from continuing operations	(11.2)	(43.3)	32.1
Gain on liquidation of subsidiaries, net of taxes	—	7.2	(7.2)
Net loss	(11.2)	(36.1)	24.9

Loss from Continuing Operations, Net Loss and Diluted Loss per Share
For the year ended December 31, 2014, we incurred a loss from continuing operations of $11.2 million ($0.75 per diluted share) compared to $43.3 million ($3.12 per diluted share) for the year ended December 31, 2013. The loss from continuing operations for the year ended December 31, 2014 is primarily attributable to corporate general expenses, interest expense, impairment of asset held for sale, loss on change in fair value of debt and loss on disposal of subsidiary, partially offset by net realized gains and operating income in Insurance Services and Insurance Underwriting. The loss from continuing operations for the year ended December 31, 2013 is attributable to operating losses in Insurance Underwriting, corporate general expenses, interest expense, other-than-temporary impairment loss, impairment of asset held for sale and loss on change in fair value of debt.
For the year ended December 31, 2014, we incurred a net loss of $11.2 million ($0.75 per diluted share) compared to $36.1 million ($2.56 per diluted share) for the year ended December 31, 2013.
Insurance Underwriting
For the year ended December 31, 2014, Insurance Underwriting gross premiums written were $114.0 million compared to $128.6 million for the year ended December 31, 2013, representing a 11.4% decrease. Net premiums written increased 17.1% to $118.0 million for the year ended December 31, 2014 compared with $100.8 million for the year ended December 31, 2013. Net premiums earned increased 8.5% to $113.5 million for the year ended December 31, 2014 compared with $104.6 million for the year ended December 31, 2013.

The decrease in gross premiums written results primarily from a decrease in non-standard and commercial automobile premium volumes at Amigo reflecting the actions begun by the Company during the fourth quarter of 2012 to place Amigo into voluntary run-off. The increase in net premiums written and earned is due to increased premium volumes at Mendota and Mendakota as a result of the termination of their quota share reinsurance agreement effective January 1, 2014, partially offset by decreased premium volumes at Amigo as a result of their run-off plan.

The Insurance Underwriting operating income increased to $1.3 million for the year ended December 31, 2014 compared to a loss of $15.7 million for the year ended December 31, 2013. The increase in operating income is primarily attributed to an increase in net premiums earned in 2014 as compared to 2013.

The Insurance Underwriting loss and loss adjustment expense ratio for 2014 was 69.7% compared to 74.4% in 2013. The decrease in the loss and loss adjustment expense ratio is primarily due to an increase in net premiums earned at Mendota combined with a reduction in loss adjustment expenses as a percent of net premiums earned at Mendota, as well as a decrease in loss and loss adjustment expense at UCC and Amigo due to favorable development on unpaid loss and loss adjustment expenses.

The Insurance Underwriting expense ratio was 29.5% in 2014 compared with 40.7% in 2013. The decrease in the expense ratio is primarily due to an overall reduction in general expenses. The Insurance Underwriting expense ratio includes policy fee income of $8.1 million and $9.0 million, respectively, for the years ended December 31, 2014 and December 31, 2013.

The Insurance Underwriting combined ratio was 99.2% in 2014 compared with 115.1% in 2013, reflecting the dynamics which affected the loss and loss adjustment expense ratio and expense ratio.

Insurance Services

The Insurance Services service fee and commission income increased 10.7% to $54.8 million for the year ended December 31, 2014 compared with $49.5 million for the year ended December 31, 2013. This increase was due to increased service fee and commission income at ARS and Trinity. The Insurance Services operating income was $4.8 million for the year ended December 31, 2014 compared with $2.2 million for the year ended December 31, 2013. The increase in operating income is primarily related to improved operating income at ARS for the year ended December 31, 2014 compared to the same period in 2013.

Net Investment Income

Net investment income decreased to $1.6 million in 2014 compared to $2.2 million in 2013. The decrease is primarily related to less dividend income in 2014 as a result of the Company's sale of its holdings of Atlas preferred stock during the third quarter of 2013. See "Other-Than-Temporary Impairment Loss" section below for further details.

Net Realized Gains

The Company incurred net realized gains of $5.0 million in 2014 compared to $3.5 million in 2013. The net realized gains in 2014 resulted primarily from the liquidation of equity investments in Insurance Underwriting. The net realized gains in 2013 resulted primarily from the sale of Atlas common stock. During 2013, the Company realized a net gain of $2.6 million related to the sale of Atlas common stock. See Note 5, "Dispositions and Liquidations," to the Consolidated Financial Statements, for further details of the Company's Atlas common stock sales.

Other-Than-Temporary Impairment Loss

On July 8, 2013, the Company announced that it had entered into a non-binding letter of intent with Atlas to sell its holdings of Atlas preferred stock for 90% of liquidation value, or $16.2 million. On August 1, 2013, the Company announced that the transaction had closed. As a result, the Company recorded a write-down for other-than-temporary impairment related to its investment in Atlas preferred stock of $1.8 million for the year ended December 31, 2013.

Other Income and Expenses not Allocated to Segments, Net

Other income and expenses not allocated to segments was a net expense of $5.3 million in 2014 compared to $12.3 million in 2013. The decrease in net expense is primarily due to $3.2 million less of general expenses and $2.3 million of income reported in 2014 related to PIH versus $1.1 million of loss reported in 2013 related to PIH. As further discussed in Note 5, "Dispositions and Liquidations," to the Consolidated Financial Statements, effective March 31, 2014, PIH completed an initial public offering of its common stock. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. Prior to the transaction, PIH was included in the Insurance Underwriting segment. As a result of the disposal of the Company's majority interest in PIH on March 31, 2014, all segmented information has been adjusted to exclude PIH from the Insurance Underwriting segment and to include its earnings in other income and expenses not allocated to segments, net.

Interest Expense

Interest expense for 2014 was $5.6 million compared to $7.3 million in 2013. The decrease is attributable to the redemption in February 2014 of the remaining outstanding principal balance on the senior unsecured debentures due February 1, 2014.

Amortization of Intangible Assets

The Company's intangible assets with definite useful lives are amortized over their estimated useful lives. Amortization of intangible assets was $1.6 million in 2014 compared to $2.2 million in 2013. The decrease is primarily attributed to less amortization expense related to the IWS VSA in-force intangible asset in 2014 compared to 2013. The VSA in-force asset is amortized over a seven-year term as the corresponding deferred service fees acquired are earned as revenue.

Contingent Consideration Benefit (Expense)

Contingent consideration benefit was $2.2 million in 2014 compared to expense of $0.8 million in 2013. Contingent consideration liabilities resulting from the acquisitions of IWS and Trinity were estimated at their respective acquisition dates using valuation models designed to estimate the probability of such contingent payments based on various assumptions. The valuation models assume certain achievement of targets, discount rates related to riskiness of the projections used and the time value of money to calculate the net present value of future consideration payments. Each reporting period, the Company reevaluates its contingent consideration liabilities and, if significant, makes adjustments to the recorded liabilities. As a result of the analysis performed in 2014, the Company decreased contingent consideration liabilities by $3.0 million during the fourth quarter of 2014, resulting in a total liability of $3.1 million at December 31, 2014, which is included in accrued expenses and other liabilities on the consolidated balance sheets. See Note 25, "Fair Value of Financial Instruments," to the Consolidated Financial Statements, for further details.

Impairment of Asset Held for Sale

Prior to the fourth quarter of 2014, property consisting of building and land located in Miami, Florida with a carrying value of $5.2 million was classified as held for sale. As a result of declines in the fair value of the property, the Company recorded impairment write-downs of $1.2 million and $2.4 million, respectively, related to the asset held for sale during the years ended December 31, 2014 and December 31, 2013.

Loss on Change in Fair Value of Debt

The loss on change in fair value of debt amounted to $11.0 million in 2014 compared to $9.1 million in 2013. The 2014 loss is primarily due to an increase in the fair value of the Company's subordinated debt, whereas the 2013 loss is due to an increase in the fair values of the Company's senior unsecured debentures, subordinated debt and LROC preferred units.

Loss on Disposal of Subsidiary

Effective March 31, 2014, the Company's wholly owned subsidiary, PIH, completed an initial public offering of its common stock. Upon completion of the transaction, the Company maintained a minority ownership interest in the common shares of PIH. As a result of the disposal, the Company recognized a loss of $1.2 million in 2014. See Note 5, "Dispositions and Liquidations," to the Consolidated Financial Statements, for further details.

Loss on Disposal of Asset Held for Sale

During the fourth quarter of 2014, the Company completed a sale and leaseback transaction involving building and land located in Miami, Florida, which was previously recorded as asset held for sale. Net proceeds were $4.3 million after deducting direct costs of the transaction. The Company recognized a loss of $0.1 million equal to the difference between the fair market value and the carrying value of the property at the date of the transaction. See Note 12, "Property and Equipment," to the Consolidated Financial Statements, for further details.

Equity in Net (Loss) Income of Investee

Equity in net loss of investee of $0.2 million for the year ended December 31, 2014 represents the loss related to the Company's investment in 1347 Capital Corp. See Note 7, "Investment in Investee," to the Consolidated Financial

Statements, for further discussion. As discussed further in Note 5, "Dispositions and Liquidations," to the Consolidated Financial Statements, during the second quarter of 2013, the Company discontinued the use of the equity method of accounting for its former investee, Atlas. Prior to discontinuing the use of the equity method of accounting for Atlas, the Company used a reporting lag of three months to report

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its proportionate share of Atlas' results. Accordingly, equity in net income of investee recorded during the first quarter of 2013 of $0.3 million relates to the Company's proportionate share of Atlas' results reported for the three months ended December 31, 2012.

Income Tax Benefit

Income tax benefit for 2014 was $0.1 million compared to $0.1 million in 2013. See Note 17, "Income Taxes," to the Consolidated Financial Statements, for additional detail of the income tax benefit recorded for the years ended December 31, 2014 and 2013, respectively.

INVESTMENTS

Portfolio Composition

All of our investments in fixed maturities and equity investments are classified as available-for-sale and are reported at fair value. At December 31, 2014, we held cash and cash equivalents and investments with a carrying value of $161.1 million. As of December 31, 2014, we held an investments portfolio comprised primarily of fixed maturities issued by the U.S. Government, government agencies and high quality corporate issuers. Investments held by our insurance subsidiaries must comply with applicable domiciliary state regulations that prescribe the type, quality and concentration of investments. Our U.S. operations typically invest in U.S. dollar-denominated instruments to mitigate their exposure to currency rate fluctuations.

Table 2 below summarizes the carrying value of investments, including cash and cash equivalents, at the dates indicated.

TABLE 2 Carrying value of investments, including cash and cash equivalents
As of December 31 (in millions of dollars, except for percentages)

Type of investment	2014	% of Total		2013	% of Total	
Fixed maturities:						
U.S. government, government agencies and authorities	20.8	12.9	%	18.4	11.0	%
Canadian government	4.2	2.6	%	4.1	2.4	%
States, municipalities and political subdivisions	3.4	2.1	%	6.2	3.7	%
Mortgage-backed	5.4	3.4	%	2.0	1.2	%
Asset-backed securities and collateralized mortgage obligations	7.2	4.5	%	4.0	2.4	%
Corporate	15.2	9.4	%	19.5	11.6	%
Total fixed maturities	56.2	34.9	%	54.2	32.3	%
Equity investments:						
Common stock	19.5	12.1	%	7.1	4.2	%
Warrants	0.1	0.1	%	—	—	%
Total equity investments	19.6	12.2	%	7.1	4.2	%
Limited liability investments	7.3	4.5	%	4.4	2.6	%
Other investments	3.6	2.3	%	3.0	1.8	%
Short-term investments	0.4	0.2	%	0.5	0.3	%
Total investments	87.1	54.1	%	69.2	41.2	%
Cash and cash equivalents	74.0	45.9	%	98.6	58.8	%
Total	161.1	100.0	%	167.8	100.0	%

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Liquidity and Cash Flow Risk
Table 3 below summarizes the fair value by contractual maturities of the fixed maturities portfolio, excluding cash and cash equivalents, at December 31, 2014 and 2013.
TABLE 3 Fair value of fixed maturities by contractual maturity date
As of December 31 (in millions of dollars, except for percentages)

	2014	% of Total		2013	% of Total	
Due in less than one year	19.3	34.3	%	14.1	26.0	%
Due in one through five years	30.2	53.7	%	36.6	67.5	%
Due after five through ten years	1.5	2.7	%	1.5	2.8	%
Due after ten years	5.2	9.3	%	2.0	3.7	%
Total	56.2	100.0	%	54.2	100.0	%

At December 31, 2014, 88.0% of fixed maturities, including treasury bills, government bonds and corporate bonds, had contractual maturities of five years or less. Actual maturities may differ from contractual maturities because certain issuers have the right to call or prepay obligations with or without call or prepayment penalties. The Company holds cash and high-grade short-term assets which, along with fixed maturities, management believes are sufficient in amount for the payment of unpaid loss and loss adjustment expenses and other operating subsidiary obligations on a timely basis. In the event that additional cash is required to meet obligations to our policyholders and customers, we believe that the high-quality, liquid investments in the portfolios provide us with sufficient liquidity.
Market Risk
Market risk is the risk that we will incur losses due to adverse changes in interest or currency exchange rates and equity prices. Given our U.S. operations typically invest primarily in U.S. dollar denominated fixed maturity instruments, our primary market risk exposures in the investments portfolio are to changes in interest rates.
Because the investments portfolio is comprised of primarily fixed maturity instruments that are usually held to maturity, periodic changes in interest rate levels generally impact our financial results to the extent that the investments are recorded at market value and reinvestment yields are different than the original yields on maturing instruments. During periods of rising interest rates, the market values of the existing fixed maturities will generally decrease. The reverse is true during periods of declining interest rates.
Credit Risk
Credit risk is defined as the risk of financial loss due to failure of the other party to a financial instrument to discharge an obligation. Credit risk arises from our positions in short-term investments, corporate debt instruments and government bonds.
The Investment and Capital Committee of the Board of Directors is responsible for the oversight of key investment policies and limits. These policies and limits are subject to annual review and approval by the Investment and Capital Committee. The Investment and Capital Committee is also responsible for ensuring that these policies are implemented and that procedures are in place to manage and control credit risk.
Table 4 below summarizes the composition of the fair values of fixed maturities, excluding cash and cash equivalents, at December 31, 2014 and 2013, by rating as assigned by Standard and Poor's ("S&P") or Moody's Investors Service ("Moody's"). Fixed maturities consist of predominantly high-quality instruments in corporate and government bonds with approximately 95.6% of those investments rated 'A' or better at December 31, 2014.

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TABLE 4 Credit ratings of fixed maturities
As of December 31

Rating (S&P/Moody's)	2014		2013	
AAA/Aaa	65.3	%	52.6	%
AA/Aa	8.4		11.4	
A/A	21.9		29.6	
Percentage rated A/A2 or better	95.6	%	93.6	%
BBB/Baa	4.4		6.4	
Total	100.0	%	100.0	%

Other-Than-Temporary Impairment

The Company performs a quarterly analysis of its investment portfolio to determine if declines in market value are other-than-temporary. Further information regarding our detailed analysis and factors considered in establishing an other-than-temporary impairment on an investment is discussed within the "Critical Accounting Estimates and Assumptions" section of MD&A.

As a result of the analysis performed by the Company to determine declines in market value that are other-than-temporary, there were no write-downs for other-than-temporary impairments related to investments for the year ended December 31, 2014.

On July 8, 2013, the Company announced that it had entered into a non-binding letter of intent with its former investee, Atlas, to sell its holdings of Atlas preferred stock for 90.0% of liquidation value, or $16.2 million. On August 1, 2013, the Company announced that the transaction had closed. As a result, the Company recorded a write-down for other-than-temporary impairment related to its investment in Atlas preferred stock of $1.8 million for the year ended December 31, 2013. There were no write-downs related to fixed maturities or other investments for the year ended December 31, 2013.

The length of time an individual investment may be held in an unrealized loss position may vary based on the opinion of the investment manager and their respective analyses related to valuation and to the various credit risks that may prevent us from recapturing the principal investment. In the case of an individual investment with a maturity date where the investment manager determines that there is little or no risk of default prior to the maturity of a holding, we would elect to hold the investment in an unrealized loss position until the price recovers or the investment matures. In situations where facts emerge that might increase the risk associated with recapture of principal, the Company may elect to sell investments at a loss.

At December 31, 2014, the gross unrealized losses for fixed maturities and equity investments amounted to $0.7 million, and there were no unrealized losses attributable to non-investment grade fixed maturities.

At each of December 31, 2014 and December 31, 2013, all unrealized losses on individual investments were considered temporary. Fixed maturities in unrealized loss positions continued to pay interest and were not subject to material changes in their respective debt ratings. We concluded that default risk did not exist at the time and, therefore, the declines in value were considered temporary. As we have the capacity to hold these investments to maturity, no impairment provision was considered necessary.

Limited Liability Investments

The Company owns investments in limited liability companies ("LLCs") and a limited partnership ("LP") that primarily invest in income-producing real estate or real estate related investments. The Company's investments in the LLCs and LP are accounted for under the equity method of accounting and reported as limited liability investments in the consolidated balance sheets. The real estate investments are held on a triple net lease basis whereby the lessee agrees to pay all real estate taxes, building insurance and maintenance. The real estate investments yield between 7.5% - 8% minimum preferred return on invested capital. Table 5 below presents additional information pertaining to the limited liability investments at December 31, 2014 and 2013.

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TABLE 5 Limited liability investments
As of December 31 (in millions of dollars)

	Unfunded Commitment	Carrying Value	
Limited liability investments:	2014	2014	2013
Real estate held through LP	0.4	4.5	4.1
Investments held through LLC	—	2.7	—
Other	—	0.1	0.3
Total	0.4	7.3	4.4

Investment in Investee

During the third quarter of 2014, the Company acquired 63.9% of the outstanding units of 1347 Investors LLC ("1347 Investors"). Because the Company owns more than 50% of the outstanding units, 1347 Investors is included in the Consolidated Financial Statements at December 31, 2014. 1347 Investors has an investment in the common stock and private units of 1347 Capital Corp. which is reflected as investment in investee at December 31, 2014. 1347 Capital Corp. was formed for the purpose of entering into a merger, share exchange, asset acquisition or other similar business combination with one or more businesses or entities.

On July 21, 2014, 1347 Capital Corp. completed an initial public offering of 4.0 million units at a price to the public of $10.00 per unit for total gross proceeds of $40.0 million. Each unit issued in the initial public offering consists of one share of common stock, one right to receive one-tenth of a share of common stock automatically on the consummation of an initial business combination, and one warrant to acquire one-half of one share of common stock at a price of $11.50 per full share of common stock. On July 23, 2014, the option to purchase an additional 0.6 million units that 1347 Capital Corp. had granted to the underwriters for additional gross proceeds of $6.0 million was completed. As a result, 1347 Capital Corp. issued a total of 4.6 million units in its initial public offering, generating total gross proceeds of $46.0 million.

1347 Capital Corp. has eighteen months from the date of the initial public offering, or twenty-four months if 1347 Capital Corp. has entered into a letter of intent or definitive agreement within eighteen months and such business combination has not yet been consummated, to complete a successful business combination. Had a successful business combination been consummated during 2014, and assuming the December 31, 2014 closing stock price for 1347 Capital Corp. common shares, the Company estimates the increase in its shareholders' equity would have been approximately $6.2 million at December 31, 2014. There can be no assurance that 1347 Capital Corp. will complete a successful business combination. In the event 1347 Capital Corp. does not complete a successful business combination, the Company estimates its shareholders' equity would decrease by approximately $2.1 million.

PROPERTY AND CASUALTY UNPAID LOSS AND LOSS ADJUSTMENT EXPENSES

Property and casualty unpaid loss and loss adjustment expenses represent the estimated liabilities for reported loss events, IBNR loss events and the related estimated loss adjustment expenses.

Tables 6 and 7 present distributions, by line of business, of the provision for property and casualty unpaid loss and loss adjustment expenses gross and net of external reinsurance, respectively.

TABLE 6 Provision for property and casualty unpaid loss and loss adjustment expenses - gross
As of December 31 (in millions of dollars)

Line of Business	2014	2013
Non-standard automobile	58.5	75.5
Commercial automobile	4.2	6.7
Other	1.2	2.3
Total	63.9	84.5

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TABLE 7 Provision for property and casualty unpaid loss and loss adjustment expenses - net of reinsurance recoverable
As of December 31 (in millions of dollars)

Line of Business	2014	2013
Non-standard automobile	55.5	67.8
Commercial automobile	4.1	6.4
Other	1.1	2.4
Total	60.7	76.6

Non-Standard Automobile

At December 31, 2014 and 2013, the gross provisions for property and casualty unpaid loss and loss adjustment expenses for our non-standard automobile business were $58.5 million and $75.5 million, respectively. The decrease is primarily due to the continuing voluntary run-offs of Amigo and UCC.

Commercial Automobile

At December 31, 2014 and 2013, the gross provisions for property and casualty unpaid loss and loss adjustment expenses for our commercial automobile business were $4.2 million and $6.7 million, respectively. This decrease is due to the continuing voluntary run-offs of Amigo and UCC.

Information with respect to development of our provision for prior years' property and casualty unpaid loss and loss adjustment expenses is presented in Table 8.

TABLE 8 Increase (decrease) in prior years' provision for property and casualty unpaid loss and loss adjustment expenses by line of business and accident year
For the year ended December 31, 2014 (in millions of dollars)

Accident Year	Non-standard Automobile	Commercial Automobile	Other	Total
2009 & prior	(2.6)	(0.1)	(0.8)	(3.5)
2010	(0.7)	(0.4)	—	(1.1)
2011	(2.0)	(0.1)	—	(2.1)
2012	0.6	(0.2)	—	0.4
2013	1.4	(0.2)	—	1.2
Total	(3.3)	(1.0)	(0.8)	(5.1)

For the year ended December 31, 2013 (in millions of dollars)

Accident Year	Non-standard Automobile	Commercial Automobile	Other	Total
2008 & prior	1.3	(0.5)	(0.6)	0.2
2009	0.6	2.1	(0.1)	2.6
2010	0.1	(0.7)	(0.1)	(0.7)
2011	(1.4)	(0.7)	—	(2.1)
2012	0.4	(1.6)	—	(1.2)
Total	1.0	(1.4)	(0.8)	(1.2)

The net movements in prior years' provisions for property and casualty unpaid loss and loss adjustment expenses, net of reinsurance, was a decrease of $5.1 million and $1.2 million, respectively, for the years ended December 31, 2014 and 2013. Table 8 identifies the relative contribution of the increases (decreases) in the provisions for property and casualty unpaid loss and loss adjustment expenses attributable to the respective lines of business and accident years.

The favorable development in 2014 was primarily related to the decrease in property and casualty unpaid loss and loss adjustment expenses at Amigo and UCC. In 2013, the majority of the favorable development is attributable to a decrease in property and casualty unpaid loss and loss adjustment expenses at UCC. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

LIQUIDITY AND CAPITAL RESOURCES

The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. The liquidity requirements of the Company and its subsidiaries have been met primarily by funds generated from operations, disposal of discontinued operations, investment maturities and income and other returns received on investments. Cash provided from these sources is used primarily for loss and loss adjustment expense payments, debt servicing and other operating expenses. The timing and amount of payments for loss and loss adjustment expenses may differ materially from our provisions for unpaid loss and loss adjustment expenses, which may create increased liquidity requirements.

Cash Flows

During 2014, the net cash used in operating activities as reported on the consolidated statements of cash flows was \$14.6 million. This use of cash can be explained primarily by the net loss of \$11.2 million; the decrease in unearned premiums reserve of \$12.1 million as a result of the disposal of PIH; and the decrease in the provision for unpaid loss and loss adjustment expenses of \$20.8 million; partially offset by the loss on change in fair value of debt of \$11.0 million; the decrease in reinsurance recoverable of \$6.7 million; and the decrease in prepaid reinsurance premiums of \$6.8 million as a result of the termination of the quota share reinsurance agreement at Mendota and Mendakota effective January 1, 2014.

During 2014, the net cash used in investing activities as reported on the consolidated statements of cash flows was \$16.7 million. This use of cash was driven primarily by the purchases of fixed maturities, equity investments, limited liability investments and other investments in excess of proceeds from sales and maturities of fixed maturities, equity investments and other investments as well as from the sale of property.

During 2014, the net cash provided by financing activities as reported on the consolidated statements of cash flows was \$6.8 million. This source of cash is attributed to the net proceeds received from the Company's private placement of \$6.3 million and exercise of warrants of \$14.8 million, as further discussed in Note 22, "Shareholders' Equity," to the Consolidated Financial Statements, offset by the redemption of \$14.4 million of par value of senior unsecured debentures due February 1, 2014.

In summary, as reported on the consolidated statements of cash flows, the Company's net decrease in cash and cash equivalents during 2014 was \$24.6 million.

The Company's Insurance Underwriting subsidiaries fund their obligations primarily through premium and investment income and maturities in the investments portfolios. The Company's Insurance Services subsidiaries fund their obligations primarily through service fee and commission income. As a holding company, Kingsway funds its obligations, which primarily consist of interest payments on debt as well as holding company operating expenses, primarily through the sale of subsidiaries and other assets; issuance of debt and equity securities; and receipt of dividends from its non-insurance subsidiaries. On the other hand, the insurance subsidiaries require regulatory approval for the return of capital and, in certain circumstances, prior to the payment of dividends. At December 31, 2014, the U.S. insurance subsidiaries of the Company were restricted from making any dividend payments without regulatory approval pursuant to the domiciliary state insurance regulations.

On February 3, 2014, the Company closed on its previously announced private placement totaling \$6.6 million, as further discussed in Note 22, "Shareholders' Equity," to the Consolidated Financial Statements. At closing, the Company received gross proceeds of \$6.6 million, resulting from the sale and issuance of 262,876 units for a purchase price of \$25.00 per unit. Net proceeds to the Company were \$6.3 million after deducting expenses.

On August 18, 2014, the Company announced its intention to redeem its outstanding Series A Warrants, which were issued pursuant to the September 2013 rights offering. Refer to Note 22, "Shareholders' Equity," to the Consolidated

Financial Statements for further discussion of the rights offering. Holders of Series A Warrants could exercise their outstanding Series A Warrants at $4.50 per common share. Any Series A Warrants that remained unexercised after September 19, 2014 were automatically redeemed by the Company at the redemption price of $0.25 per Series A Warrant. During 2014, Series A Warrants to purchase 3,279,945 shares of common stock were exercised, resulting in cash proceeds of $14.8 million. The 845 Series A Warrants that remained unexercised were redeemed by the Company at the redemption price of $0.25.

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Debt Buy-backs

The Company launched a debt buy-back initiative during 2009, pursuant to which it has retired a substantial amount of its outstanding debt. No debt repurchases were made during 2014. During 2013, the Company purchased for $0.6 million, including accrued interest, $0.6 million of par value of its senior unsecured debentures due February 1, 2014 with a carrying value of $0.6 million, including accrued interest, recording a loss of $0.0 million. The Company subsequently canceled the acquired debentures. For further detail related to the Company's debt, see "Debt" below and Note 15, "Debt," to the Consolidated Financial Statements.

Regulatory Capital

In the United States, a risk based capital ("RBC") formula is used by the National Association of Insurance Commissioners (the "NAIC") to identify property and casualty insurance companies that may not be adequately capitalized. In general, insurers reporting surplus as regards policyholders below 200% of the authorized control level, as defined by the NAIC, at December 31 are subject to varying levels of regulatory action, including discontinuation of operations. As of December 31, 2014, surplus as regards policyholders reported by each of our insurance subsidiaries exceeded the 200% threshold.

During the fourth quarter of 2012, the Company began taking steps to place all of Amigo into voluntary run-off. As of December 31, 2012, Amigo’s RBC was 157%. In April 2013, Kingsway filed a comprehensive run-off plan with the Florida Office of Insurance Regulation, which outlines plans for Amigo's run-off. Amigo remains in compliance with that plan. As of December 31, 2014, Amigo's RBC was 285%.

Kingsway previously placed UCC into voluntary run-off in early 2011. At the time it was placed into voluntary run-off, UCC's RBC was 160%. UCC entered into a comprehensive run-off plan approved by the Illinois Department of Insurance in June 2011. UCC remains in compliance with that plan. As of December 31, 2014, UCC's RBC was 3,626%.

Our reinsurance subsidiary, which is domiciled in Barbados, is required by the regulator in Barbados to maintain minimum capital levels. As of December 31, 2014, the capital maintained by Kingsway Reinsurance Corporation was in excess of the regulatory capital requirements in Barbados.

On June 7, 2013, the Company received notification from the NYSE of the Company's non-compliance with certain NYSE standards for continued listing of its common shares. Specifically, Kingsway was below the NYSE's continued listing criteria because its average total market capitalization over a recent 30 consecutive trading day period was less than $50 million at the same time that reported shareholders' equity was below $50 million. Under the NYSE's continued listing criteria, a NYSE-listed company must maintain average market capitalization of not less than $50 million over a 30 consecutive trading day period or reported shareholders' equity of not less than $50 million.

On May 29, 2014, the Company received notification from the NYSE that the Company is now back in compliance with NYSE's continued listing standards. This is primarily the result of the achievement of compliance with NYSE's minimum market capitalization requirements. The Company is subject to a twelve-month follow-up review period during which the Company's continued compliance with NYSE's continued listing standards will be monitored, as well as NYSE's normal continued listing monitoring.

DEBT

U.S. Senior Note Offering

On January 29, 2004, the Company's subsidiary, Kingsway America Inc. ("KAI") completed the sale of $100.0 million 7.50% senior notes due 2014. In March 2004, an additional $25.0 million of these senior notes were issued. Interest payments were made on February 1 and August 1 of each year. The notes were fully and unconditionally guaranteed by the Company. The notes were redeemable at KAI's option in whole at any time or in part from time to time on or after February 1, 2009 subject to the conditions stated in the trust indenture.

Pursuant to the debt buy-back initiative previously mentioned, KAI repurchased and retired most of the originally issued par value. On October 15, 2013, the Company completed a partial, early redemption of its senior unsecured debentures due February 1, 2014. The Company used the proceeds from the September 2013 rights offering to partially redeem the senior unsecured debentures due February 1, 2014. The partial early redemption was completed in the amount of $12.0 million at par plus accrued interest of $0.2 million. In February 2014, the Company repaid the $14.4 million remaining amount outstanding on its senior unsecured debentures due February 1, 2014.

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LROC Preferred Units

On July 14, 2005, Kingsway Linked Return of Capital Trust ("KLROC Trust") completed its public offering of C$78.0 million of 5.00% LROC preferred units due June 30, 2015 of which the Company was a promoter. KLROC Trust's net proceeds of the public offering was C$74.1 million.

Beginning in 2009, KFS Capital LLC ("KFS Capital"), an affiliate of the Company, began purchasing LROC preferred units. On June 9, 2010, KFS Capital commenced the take-over bid ("the KLROC Offer") to acquire up to 750,000 LROC preferred units at a price per unit of C$17.50 in cash. On July 9, 2010, KFS Capital increased the size and price of its previously announced KLROC Offer to 1,500,000 units at a price per unit of C$20.00 in cash. The KLROC Offer expired on July 23, 2010, and 1,525,150 units were tendered, of which 1,500,000 were purchased on a pro-rata basis. The tender was paid for using available cash.

As a result of these acquisitions, the Company beneficially owns and controls 2,333,715 units, representing 74.8% of the issued and outstanding LROC preferred units. At December 31, 2014 and 2013, the Company's outstanding obligation is C$15.8 million.

Subordinated Debt

Between December 4, 2002 and December 16, 2003, six subsidiary trusts of the Company issued $90.5 million of 30-year capital securities to third-parties in separate private transactions. In each instance, a corresponding floating rate junior subordinated deferrable interest debenture was then issued by KAI to the trust in exchange for the proceeds from the private sale. The floating rate debentures bear interest at the rate of the London interbank offered interest rate for three-month U.S. dollar deposits ("LIBOR"), plus spreads ranging from 3.85% to 4.20%, but until dates ranging from December 4, 2007 to January 8, 2009, the interest rates will not exceed 12.45% to 12.75%. The Company has the right to call each of these securities at par value any time after five years from their issuance until their maturity. During the first quarter of 2011, the Company gave notice to its trustees of its intention to exercise its voluntary right to defer interest payments for up to 20 quarters, pursuant to the contractual terms of its outstanding indentures, which permit interest deferral. This action does not constitute a default under the Company's indentures or any of its other debt indentures. At December 31, 2014 and 2013, deferred interest payable of $17.4 million and $12.8 million, respectively, is included in accrued expenses and other liabilities in the consolidated balance sheets.

CERTAIN PAYMENTS PROJECTED BY PERIOD

Table 9 summarizes certain payments projected by period, including debt maturities, interest payments on outstanding debt, the provision for unpaid loss and loss adjustment expenses and future minimum payments under operating leases. Interest payments in Table 9 related to the subordinated debt reflect the interest deferral described in the "Subordinated Debt" section above and assume LIBOR remains constant throughout the projection period.

Our provision for unpaid loss and loss adjustment expenses does not have contractual payment dates. In Table 9 below, we have included a projection of when we expect our unpaid loss and loss adjustment expenses to be paid, based on historical payment patterns. The exact timing of the payment of unpaid loss and loss adjustment expenses cannot be predicted with certainty. We maintain an investments portfolio with varying maturities and a substantial amount in short-term investments to provide adequate cash flows for the projected payments in Table 9. The unpaid loss and loss adjustment expenses in Table 9 have not been reduced by amounts recoverable from reinsurers.

TABLE 9 Certain payments projected by period
As of December 31, 2014 (in millions of dollars)

	2015	2016	2017	2018	2019	Thereafter	Total
Subordinated debt	—	—	—	—	—	90.5	90.5
LROC preferred units	13.6	—	—	—	—	—	13.6
Total debt	13.6	—	—	—	—	90.5	104.1
Interest payments on outstanding debt	3.6	24.0	4.0	4.0	4.0	53.2	92.8
Unpaid loss and loss adjustment expenses	41.8	14.4	6.1	2.6	1.1	0.9	66.9
Future minimum lease payments	3.6	2.8	2.3	1.6	1.4	—	11.7

Total	62.6	41.2	12.4	8.2	6.5	144.6	275.5

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OFF-BALANCE SHEET ARRANGEMENTS
As of December 31, 2014 and 2013, the Company does not engage in any off-balance sheet financing arrangements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined in Rule 12b-2 of the Exchange Act; therefore, pursuant to Regulation S-K, we are not required to make disclosures under this Item.

Item 8. Financial Statements and Supplementary Data.

Index to the Consolidated Financial Statements of
Kingsway Financial Services Inc.

KINGSWAY FINANCIAL SERVICES INC.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
Kingsway Financial Services Inc.
Itasca, Illinois

We have audited the accompanying consolidated balance sheets of Kingsway Financial Services Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive loss, shareholders' equity, and cash flows for the years then ended. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedules listed in the accompanying index. These consolidated financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedules. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Kingsway Financial Services Inc. at December 31, 2014 and 2013, and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ BDO USA LLP
Grand Rapids, Michigan
March 13, 2015

KINGSWAY FINANCIAL SERVICES INC.

Consolidated Balance Sheets
(in thousands, except per share data)

	December 31, 2014	December 31, 2013
Assets		
Investments:		
Fixed maturities, at fair value (amortized cost of $56,000 and $53,455, respectively)	$56,195	$54,151
Equity investments, at fair value (cost of $16,579 and $3,554, respectively)	19,618	7,137
Limited liability investments	7,294	4,406
Other investments, at cost which approximates fair value	3,576	3,000
Short-term investments, at cost which approximates fair value	400	501
Total investments	87,083	69,195
Cash and cash equivalents	74,026	98,589
Investment in investee	2,115	—
Accrued investment income	141	614
Premiums receivable, net of allowance for doubtful accounts of $1,889 and $2,123, respectively	28,885	32,035
Service fee receivable, net of allowance for doubtful accounts of $247 and $0, respectively	19,970	19,012
Other receivables, net of allowance for doubtful accounts of $806 and $1,062, respectively	5,402	4,097
Reinsurance recoverable	3,652	10,335
Prepaid reinsurance premiums	8	6,816
Deferred acquisition costs, net	12,197	12,392
Income taxes recoverable	223	—
Property and equipment, net of accumulated depreciation of $17,290 and $15,848, respectively	6,169	1,662
Goodwill	10,588	10,588
Intangible assets, net of accumulated amortization of $20,203 and $18,583, respectively	47,298	48,918
Other assets	3,965	4,039
Asset held for sale	—	6,347
Total Assets	$301,722	$324,639
Liabilities and Shareholders' Equity		
Liabilities:		
Unpaid loss and loss adjustment expenses:		
Property and casualty	$63,895	$84,534
Vehicle service agreements	2,975	3,128
Total unpaid loss and loss adjustment expenses	66,870	87,662
Unearned premiums	36,432	48,577
Reinsurance payable	525	1,033
LROC preferred units, at fair value	13,618	14,854
Senior unsecured debentures, at fair value	—	14,356
Subordinated debt, at fair value	40,659	28,471
Deferred income tax liability	5,386	4,173

Deferred service fees	49,454	48,788
Income taxes payable	—	2,984
Accrued expenses and other liabilities	40,582	36,821
Total Liabilities	253,526	287,719
Class A preferred stock, no par value; unlimited number authorized; 262,876 and zero issued and outstanding at December 31, 2014 and December 31, 2013, respectively	6,330	—
Shareholders' Equity:		
Common stock, no par value; unlimited number authorized; 19,709,706 and 16,429,761 issued and outstanding at December 31, 2014 and December 31, 2013, respectively	—	—
Additional paid-in capital	340,844	324,803
Accumulated deficit	(312,050)	(298,930)
Accumulated other comprehensive income	8,670	9,601
Shareholders' equity attributable to common shareholders	37,464	35,474
Noncontrolling interests in consolidated subsidiaries	4,402	1,446
Total Shareholders' Equity	41,866	36,920
Total Liabilities and Shareholders' Equity	$301,722	$324,639

See accompanying notes to Consolidated Financial Statements.

KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Operations
(in thousands, except per share data)

	Years ended December 31, 2014	2013
Revenues:		
Net premiums earned	$117,593	$109,608
Service fee and commission income	54,848	49,543
Net investment income	1,616	2,186
Net realized gains	5,041	3,505
Other-than-temporary impairment loss	—	(1,800)
Other income	8,920	9,236
Total revenues	188,018	172,278
Expenses:		
Loss and loss adjustment expenses	86,227	87,553
Commissions and premium taxes	23,238	23,134
Cost of services sold	3,880	1,843
General and administrative expenses	67,233	79,812
Restructuring expense	(13)	1,861
Interest expense	5,645	7,263
Amortization of intangible assets	1,620	2,186
Contingent consideration (benefit) expense	(2,223)	785
Impairment of asset held for sale	1,180	2,390
Total expenses	186,787	206,827
Income (loss) from continuing operations before loss on change in fair value of debt, loss on disposal of subsidiary, loss on disposal of asset held for sale, loss on buy-back of debt, equity in net (loss) income of investee and income tax benefit	1,231	(34,549)
Loss on change in fair value of debt	(10,953)	(9,060)
Loss on disposal of subsidiary	(1,244)	—
Loss on disposal of asset held for sale	(125)	—
Loss on buy-back of debt	—	(24)
Equity in net (loss) income of investee	(190)	255
Loss from continuing operations before income tax benefit	(11,281)	(43,378)
Income tax benefit	(57)	(67)
Loss from continuing operations	(11,224)	(43,311)
Gain on liquidation of subsidiaries, net of taxes	—	7,227
Net loss	(11,224)	(36,084)
Less: net income attributable to noncontrolling interests in consolidated subsidiaries	1,596	777
Net loss attributable to Kingsway	(12,820)	(36,861)
Less: dividends on preferred stock	300	—
Net loss attributable to common shareholders	$(13,120)	$(36,861)
Loss per share - continuing operations:		
Basic:	$(0.75)	$(3.12)
Diluted:	$(0.75)	$(3.12)
Loss per share – net loss attributable to common shareholders:		
Basic:	$(0.75)	$(2.61)

Diluted:	$(0.75)	$(2.61)
Weighted average shares outstanding (in ‘000s):		
Basic:	17,398	14,111
Diluted:	17,398	14,111

See accompanying notes to Consolidated Financial Statements.

KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Comprehensive Loss
(in thousands)

	Years ended December 31, 2014	2013
Net loss	$(11,224)	$(36,084)
Other comprehensive loss, net of taxes(1):		
Unrealized (losses) gains on fixed maturities and equity investments:		
Unrealized (losses) gains arising during the period	(2,597)	936
Reclassification adjustment for amounts included in net loss	1,552	424
Foreign currency translation adjustments	(31)	10
Equity in other comprehensive income of investee	—	642
Recognition of currency translation gain on liquidation of subsidiaries	—	(7,227)
Other comprehensive loss	(1,076)	(5,215)
Comprehensive loss	$(12,300)	$(41,299)
Less: comprehensive income attributable to noncontrolling interests in consolidated subsidiaries	1,451	723
Comprehensive loss attributable to common shareholders	$(13,751)	$(42,022)

(1) Net of income tax benefit of $0 in 2014 and 2013

See accompanying notes to Consolidated Financial Statements.

KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Shareholders' Equity
(in thousands, except per share data)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Shareholders' Equity Attributable to Common Shareholders	Noncontrolling Interests in Consolidated Subsidiaries	Total Shareholders' Equity
	Shares	Amount						
Balance, January 1, 2013	13,148,971	$—	$312,378	$(262,069)	$ 14,762	$ 65,071	$ 343	$ 65,414
Net (loss) income	—	—	—	(36,861)	—	(36,861)	777	(36,084)
Other comprehensive loss	—	—	—	—	(5,161)	(5,161)	(54)	(5,215)
Common stock and warrants issued at $4.00 per unit	3,280,790	—	12,100	—	—	12,100	—	12,100
Issuance of IWS common stock to minority shareholder	—	—	—	—	—	—	380	380
Forfeited options	—	—	(199)	—	—	(199)	—	(199)
Stock-based compensation	—	—	524	—	—	524	—	524
Balance, December 31, 2013	16,429,761	$—	$324,803	$(298,930)	$ 9,601	$ 35,474	$ 1,446	$ 36,920
Net (loss) income	—	—	—	(12,820)	—	(12,820)	1,596	(11,224)
Other comprehensive loss	—	—	—	—	(931)	(931)	(145)	(1,076)
Exercise of warrants	3,279,945	—	14,803	—	—	14,803	—	14,803
Preferred stock dividends	—	—	—	(300)		(300)	—	(300)
Consolidation of 1347 Investors LLC	—	—	—	—	—	—	1,505	1,505
Forfeited options	—	—	(1)	—	—	(1)	—	(1)
Stock-based compensation	—	—	1,239	—	—	1,239	—	1,239
	19,709,706	$—	$340,844	$(312,050)	$ 8,670	$ 37,464	$ 4,402	$ 41,866

Balance,
December 31,
2014

See accompanying notes to Consolidated Financial Statements.

KINGSWAY FINANCIAL SERVICES INC.

Consolidated Statements of Cash Flows
(in thousands)

	Years ended December 31, 2014	2013
Cash provided by (used in):		
Operating activities:		
Net loss	$(11,224)	$(36,084)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gain on liquidation of subsidiaries, net of taxes	—	(7,227)
Equity in net loss (income) of investee	190	(255)
Equity in net income of limited liability investments	(184)	(118)
Depreciation and amortization	1,787	3,838
Contingent consideration (benefit) expense	(2,223)	785
Stock-based compensation expense, net of forfeitures	1,238	325
Net realized gains	(5,041)	(3,505)
Loss on change in fair value of debt	10,953	9,060
Deferred income taxes	1,389	435
Other than temporary impairment loss	—	1,800
Amortization of fixed maturities premiums and discounts	618	2,551
Loss on disposal of subsidiary	1,244	—
Loss on disposal of asset held for sale	125	—
Impairment of asset held for sale	1,180	2,390
Realized loss on buy-back of debt	—	24
Changes in operating assets and liabilities:		
Premiums and service fee receivable	2,192	(276)
Other receivables, net	(1,305)	653
Reinsurance recoverable	6,683	(1,778)
Prepaid reinsurance premiums	6,808	500
Deferred acquisition costs, net	195	1,710
Income taxes recoverable	(223)	—
Unpaid loss and loss adjustment expenses	(20,792)	(18,902)
Unearned premiums	(12,145)	3,530
Reinsurance payable	(508)	(3,923)
Deferred service fees	666	(199)
Other, net	3,753	2,852
Net cash used in operating activities	(14,624)	(41,814)
Investing activities:		
Proceeds from sales and maturities of fixed maturities	27,655	40,211
Proceeds from sales of equity investments	8,047	30,526
Proceeds from sales of other investments	3,000	—
Proceeds from sale of investment in investee	—	13,638
Purchase of fixed maturities	(36,902)	(16,692)
Purchase of equity investments	(14,462)	(1,586)
Net acquisition of limited liability investments	(2,703)	(2,749)
Purchase of other investments	(3,600)	(906)
Net purchases of short-term investments	(102)	(237)
Acquisition of investee	(2,305)	—
Acquisition of business, net of cash acquired	—	(1,052)
Net disposals (purchases) of property and equipment and intangible assets	4,656	(1,126)

Net cash (used in) provided by investing activities	(16,716)	60,027
Financing activities:		
Proceeds from issuance of preferred stock, net	6,330	—
Proceeds from issuance of common stock, net	—	12,100
Proceeds from exercise of warrants	14,803	—
Redemption of senior unsecured debentures	(14,356)	(12,537)
Net cash provided by (used in) financing activities	6,777	(437)
Net (decrease) increase in cash and cash equivalents	(24,563)	17,776
Cash and cash equivalents at beginning of period	98,589	80,813
Cash and cash equivalents at end of period	$74,026	$98,589
Supplemental disclosures of cash flows information:		
Cash paid (received) during the year for:		
Interest	$5,288	$5,145
Income taxes	$(736)	$(674)

See accompanying notes to Consolidated Financial Statements.

KINGSWAY FINANCIAL SERVICES INC.
Notes to Consolidated Financial Statements

NOTE 1 BUSINESS
Kingsway Financial Services Inc. (the "Company" or "Kingsway") was incorporated under the Business Corporations Act (Ontario) on September 19, 1989. Kingsway is a Canadian holding company with operating subsidiaries located in the United States. The Company operates as a merchant bank primarily engaged, through its subsidiaries, in the property and casualty insurance business.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(a) Principles of consolidation:
The accompanying information in the 2014 Annual Report has been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").
Certain prior year amounts have been reclassified to conform to current year presentation. Such reclassifications had no impact on previously reported net loss or total shareholders' equity.
Subsidiaries
The Company's consolidated financial statements include the assets, liabilities, shareholders' equity, revenue, expenses and cash flows of the holding company and its subsidiaries and have been prepared on the basis of U.S. GAAP. A subsidiary is an entity which is controlled, directly or indirectly, through ownership of more than 50% of the outstanding voting rights, or where the Company has the power to govern the financial and operating policies so as to obtain benefits from its activities. Assessment of control is based on the substance of the relationship between the Company and the entity and includes consideration of both existing voting rights and, if applicable, potential voting rights that are currently exercisable and convertible. The operating results of subsidiaries that have been disposed of are included up to the date control ceased and any difference between the fair value of the consideration received and the carrying value of the subsidiary are recognized in the consolidated statements of operations. All intercompany balances and transactions are eliminated in full.
The consolidated financial statements are prepared as of December 31, 2014 based on individual company financial statements at the same date. Accounting policies of subsidiaries have been aligned where necessary to ensure consistency with those of Kingsway. The consolidated financial statements include the following subsidiaries, all of which are owned, directly or indirectly: 1347 Advisors LLC ("1347 Advisors"); 1347 Capital LLC ("1347 Capital"); 1347 Investors LLC ("1347 Investors"); Appco Finance Corporation; American Country Underwriting Agency Inc.; ARM Holdings, Inc.; Assigned Risk Solutions Ltd. ("ARS"); Boston General Agency, Inc.; Congress General Agency, Inc.; Hamilton Risk Management Company; Insurance Management Services Inc.; Itasca Investors LLC; IWS Acquisition Corporation ("IWS"); KAI Advantage Auto, Inc.; KFS Capital LLC ("KFS Capital"); Kingsway America II Inc.; Kingsway America Inc. ("KAI"); Kingsway America Agency Inc.; Kingsway Amigo Insurance Company ("Amigo"); Kingsway General Insurance Company; Kingsway LGIC Holdings, LLC; Kingsway Linked Return of Capital Trust ("KLROC Trust"); Kingsway Reinsurance Corporation; Market Solutions Insurance Agency LLC; Mattoni Insurance Brokerage, Inc.; Mendakota Insurance Company ("Mendakota"); Mendota Insurance Agency, Inc.; Mendota Insurance Company ("Mendota"); MIC Insurance Agency Inc.; Trinity Warranty Solutions LLC ("Trinity"); and Universal Casualty Company ("UCC").
Noncontrolling interests
The Company has noncontrolling interests attributable to its subsidiaries, 1347 Investors, IWS and KLROC Trust. A noncontrolling interest arises where the Company owns less than 100% of the voting rights and economic interests in a subsidiary and is initially recognized at the proportionate share of the identifiable net assets of the subsidiary at the acquisition date and is subsequently adjusted for the noncontrolling interest's share of the acquiree's net income

(losses) and changes in capital. The effects of transactions with noncontrolling interests are recorded in shareholders' equity where there is no change of control.

(b) Use of estimates:

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect application of policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from these estimates. Estimates and their underlying assumptions are reviewed on an ongoing basis. Changes in estimates are recorded in the accounting period in which they are determined. The critical accounting estimates and assumptions in the accompanying consolidated financial statements include the provision for unpaid loss and loss adjustment expenses, valuation of fixed maturities and equity investments, valuation of deferred income taxes, valuation of intangible assets, goodwill recoverability, deferred acquisition costs, fair value assumptions for debt obligations and contingent consideration.

KINGSWAY FINANCIAL SERVICES INC.
Notes to Consolidated Financial Statements

(c)Foreign currency translation:

The consolidated financial statements have been presented in U.S. dollars because the Company's principal investments and cash flows are denominated in U.S. dollars. The Company's functional currency is the U.S. dollar since the substantial majority of its operations is conducted in the U.S. Assets and liabilities of subsidiaries with non-U.S. dollar functional currencies are translated to U.S. dollars at period-end exchange rates, while revenue and expenses are translated at average monthly rates and shareholders' equity is translated at the rates in effect at dates of capital transactions. The net unrealized gains or losses which result from the translation of non-U.S. subsidiaries financial statements are recognized in accumulated other comprehensive income. Such currency translation gains or losses are recognized in the consolidated statements of operations upon the sale of a foreign subsidiary.

Transactions settled in foreign currencies are translated to functional currencies at the exchange rate prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated to functional currency at the closing exchange rate at the period end date. These foreign exchange gains or losses arising from translation are recognized in the consolidated statements of operations.

The unrealized foreign currency translation gains and losses arising from available-for-sale financial assets are recognized in other comprehensive loss until realized, at which date they are reclassified to the consolidated statements of operations. Unrealized foreign currency translation gains and losses on certain interest bearing debt obligations carried at fair value are included in the consolidated statements of operations.

(d) Business combinations:

The acquisition method of accounting is used to account for the acquisition of subsidiaries or other businesses. The results of acquired subsidiaries or other businesses are included in the consolidated statements of operations from the date of acquisition. The cost of an acquisition is measured as the fair value of the assets received, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any noncontrolling interest. The excess of the cost of an acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized in the consolidated statements of operations. Noncontrolling interests in the net assets of consolidated entities are reported separately in shareholders' equity.

(e) Investments:

Investments in fixed maturities and equity investments in common stocks are classified as available-for-sale and reported at fair value. Unrealized gains and losses are included in accumulated other comprehensive income, net of tax, until sold or until an other-than-temporary impairment is recognized, at which point cumulative unrealized gains or losses are transferred to the consolidated statements of operations.

Limited liability investments include investments in limited liability companies and a limited partnership in which the Company's interests are not deemed minor and, therefore, are accounted for under the equity method of accounting. Other investments include mortgage and collateral loans and are reported at their unpaid principal balance. Short-term investments, which consist of investments with original maturities between three months and one year, are reported at cost which approximates fair value.

Realized gains and losses on sales, determined on a first-in first-out basis, are included in net realized gains.

Dividends and interest income are included in net investment income. Investment income is recorded as it accrues. Income from limited liability investments is recognized based on the Company's share of the earnings of the limited liability entities and is included in net investment income.

The Company accounts for all financial instruments using trade date accounting.

The Company conducts a quarterly review to identify and evaluate investments that show objective indications of possible impairment. Impairment is charged to the consolidated statements of operations if the fair value of an instrument falls below its cost/amortized cost and the decline is considered other-than-temporary. Factors considered in determining whether a loss is other-than-temporary include the length of time and extent to which fair value has been below cost; the financial condition and near-term prospects of the issuer; and the Company's ability and intent to hold investments for a period of time sufficient to allow for any anticipated recovery.

KINGSWAY FINANCIAL SERVICES INC.
Notes to Consolidated Financial Statements

(f) Cash and cash equivalents:

Cash and cash equivalents include cash and investments with original maturities of three months or less that are readily convertible into cash.

(g) Investment in investee:

The investment in common stock and private units of the Company's investee, 1347 Capital Corp. is accounted for under the equity method of accounting and reported as investment in investee in the consolidated balance sheets at December 31, 2014. Investment in investee is comprised of investments in entities where the Company has the ability to exercise significant influence but not control. Significant influence is presumed to exist when the Company owns, directly or indirectly, between 20% and 50% of the outstanding voting rights of the investee. Assessment of significant influence is based on the substance of the relationship between the Company and the investee and includes consideration of both existing voting rights and, if applicable, potential voting rights that are currently exercisable and convertible. These investments are reported as investment in investee in the consolidated balance sheets, with the Company's share of income (loss) and other comprehensive income (loss) of the investee reported in the corresponding line in the consolidated statements of operations and consolidated statements of comprehensive loss, respectively. Under the equity method of accounting, an investment in investee is initially recognized at cost and adjusted thereafter for the post-acquisition change in the Company's share of net assets of the investee.

At each reporting date, and more frequently when conditions warrant, management assesses its investment in investee for potential impairment. If management's assessment indicates that there is objective evidence of impairment, the investee is written down to its recoverable amount, which is determined as the higher of its fair value less costs to sell and its value in use. Write-downs to reflect other-than-temporary impairments in value are included in other-than-temporary impairment loss in the consolidated statements of operations.

The most recently available financial statements of the investee are used in applying the equity method. Adjustments are made for the effects of significant transactions or events that occur between the date of the investee's financial statements and the date of the Company's consolidated financial statements.

(h) Premiums and service fee receivables:

Premiums and service fee receivables include balances due and uncollected and installment premiums not yet due from agents and insureds. Premiums receivable are reported net of an estimated allowance for doubtful accounts.

(i) Reinsurance:

Reinsurance premiums, losses, and loss adjustment expenses are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Premiums and losses ceded to other companies have been reported as a reduction of premium revenue and incurred loss and loss adjustment expenses. Commissions paid to the Company by reinsurers on business ceded have been accounted for as a reduction of the related policy acquisition costs. Reinsurance recoverable is recorded for that portion of paid and unpaid losses and loss adjustment expenses that are ceded to other companies. Prepaid reinsurance premiums are recorded for unearned premiums that have been ceded to other companies.

(j) Deferred acquisition costs, net:

The Company defers commissions, premium taxes and other underwriting and agency expenses that are directly related to successful efforts to acquire new or existing insurance policies and vehicle service agreements to the extent they are considered recoverable. Costs deferred on property and casualty insurance products are amortized over the period in which premiums are earned. Costs deferred on vehicle service agreements are amortized as the related revenues are earned. The method followed in determining the deferred acquisition costs limits the deferral to its realizable value by giving consideration to estimated future loss and loss adjustment expenses to be incurred as revenues are earned. Changes in estimates, if any, are recorded in the accounting period in which they are determined.

Anticipated investment income is included in determining the realizable value of the deferred acquisition costs. The Company's deferred acquisition costs are reported net of ceding commissions.

(k) Property and equipment:

Property and equipment are reported in the consolidated financial statements at cost. Depreciation of property and equipment has been provided using the straight-line method over the estimated useful lives of such assets. Repairs and maintenance are recognized in operations during the period incurred. Land is not depreciated. The Company estimates useful life to be thirty-nine years for buildings; three to six years for leasehold improvements; three to ten years for furniture and equipment; three to five years for computer hardware; and five years for automobiles.

(l) Goodwill and intangible assets:

When the Company acquires a subsidiary or other business where it exerts significant influence, the fair value of the net tangible and intangible assets acquired is determined and compared to the amount paid for the subsidiary or business acquired. Any excess of the amount paid over the fair value of those net assets is considered to be goodwill. Goodwill is tested for impairment annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may not be recoverable, to ensure that its fair value is greater than or equal to the carrying value. Any excess of carrying value over fair value is charged to the consolidated statements of operations in the period in which the impairment is determined.

The Company has the option to assess goodwill for impairment by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If facts and circumstances indicate that it is more likely than not that the goodwill is impaired, a fair value-based impairment test would be required. The goodwill impairment test is a two-step process that requires management to make judgments in determining what assumptions to use in the calculation. In the first step, the fair value of the reporting unit is compared to its book value including goodwill. If the fair value of the reporting unit is in excess of its book value, the related goodwill is not impaired and no further analysis is necessary. If the fair value of the reporting unit is less than its book value, there is an indication of potential impairment and a second step is performed. When required, the second step of testing involves calculating the implied fair value of goodwill for the reporting unit. The implied fair value of goodwill is determined in the same manner as goodwill recognized in a business combination, which is the excess of the fair value of the reporting unit determined in step one over the fair value of its net assets and identifiable intangible assets as if the reporting unit had been acquired. If the carrying value of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. For reporting units with a negative book value, qualitative factors are evaluated to determine whether it is necessary to perform the second step of the goodwill impairment test.

When the Company acquires a subsidiary or other business where it exerts significant influence or acquires certain assets, intangible assets may be acquired, which are recorded at their fair value at the time of the acquisition. An intangible asset with a definite useful life is amortized in the consolidated statements of operations over its estimated useful life. The Company writes down the value of an intangible asset with a definite useful life when the undiscounted cash flows are not expected to allow for full recovery of the carrying value.

Intangible assets with indefinite useful lives are not subject to amortization and are tested for impairment annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may not be recoverable, to ensure that fair values are greater than or equal to carrying values. Any excess of carrying value over fair value is charged to the consolidated statements of operations in the period in which the impairment is determined.

(m) Unpaid loss and loss adjustment expenses:

Unpaid loss and loss adjustment expenses represent the estimated liabilities for reported loss events, incurred but not yet reported loss events and the related estimated loss adjustment expenses, including investigation. Unpaid loss and loss adjustment expenses are determined using case-basis evaluations and statistical analyses, including industry loss data, and represent estimates of the ultimate cost of all claims incurred through the balance sheet date. Although considerable variability is inherent in such estimates, management believes that the liability for unpaid loss and loss adjustment expenses is adequate. The estimates are continually reviewed and adjusted as necessary, and such adjustments are included in current operations and accounted for as changes in estimates.

(n) Debt:

The Company's Linked Return of Capital ("LROC") preferred units, senior unsecured debentures and subordinated debt are measured and reported at fair value. The fair value of the LROC preferred units is based on quoted market prices, and the fair value of the subordinated debt is estimated using an internal model based on significant market observable inputs. The fair value of the senior unsecured debentures, for which no active market exists, was derived from quoted market prices of similar instruments or other third-party evidence. Changes in fair value are reported in the consolidated statements of operations as loss on change in fair value of debt.

(o) Contingent consideration:

The consideration for certain of the Company's acquisitions includes future payments to the former owners that are contingent upon the achievement of certain targets over future reporting periods. Liabilities for contingent consideration are measured and reported at fair value at the date of acquisition and are included in accrued expenses and other liabilities in the consolidated balance sheets. Changes in the fair value of contingent consideration liabilities can result from changes to one or multiple inputs, including adjustments to the discount rates or changes in the assumed achievement or timing of any targets. These fair value measurements are based on significant inputs not observable in the market. Changes in assumptions could have an impact on the payout of contingent consideration liabilities. Changes in fair value are reported in the consolidated statements of operations as contingent consideration (benefit) expense.

(p) Income taxes:

The Company and its non-U.S. subsidiaries file separate foreign income tax returns. Kingsway America II Inc. and its eligible U.S. subsidiaries file a U.S. consolidated federal income tax return ("KAI Tax Group"). The method of allocating federal income taxes among the companies in the KAI Tax Group is subject to written agreement, approved by each company's Board of Directors. The allocation is made primarily on a separate return basis, with current credit for any net operating losses or other items utilized in the consolidated federal income tax return. The Company's U.S. subsidiaries which are not included in the KAI Tax Group file separate federal income tax returns.

The Company follows the asset and liability method of accounting for income taxes, whereby deferred income tax assets and liabilities are recognized for (i) the differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases and (ii) loss and tax credit carryforwards. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment. Future tax benefits are recognized to the extent that realization of such benefits is more likely than not and a valuation allowance is established for any portion of a deferred tax asset that management believes will not be realized. Current federal income taxes are charged or credited to operations based upon amounts estimated to be payable or recoverable as a result of taxable operations for the current year. The Company reports a liability for unrecognized tax benefits resulting from uncertain tax positions taken, or expected to be taken, in an income tax return. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax benefit.

(q) Revenue recognition:

Premium revenue and unearned premiums

Premium revenue is recognized on a pro rata basis over the terms of the respective policy contracts. Unearned premiums represent the portion of premiums written that are applicable to the unexpired terms of policies in force. Service charges on installment premiums are recognized as income upon receipt of related installment payments and are reflected in other income. Revenue from policy fees is deferred and recognized over the terms of the respective policy contracts, with revenue reflected in other income.

The reinsurers' share of unearned premiums is recognized as amounts recoverable using principles consistent with the Company's method for determining the unearned premium liability.

Service fee and commission income and deferred service fees

Service fee and commission income represents policy and claim service fees, vehicle service agreement fees and warranty product and maintenance support fees based on terms of various agreements with insurance partners, state agencies, credit unions, consumers and businesses.

Policy and claim service fees are earned over the period of the administration of the related policies and claims. This earning pattern is based on actuarial data and historical experience.

Vehicle service agreement fees include the administrative fees from the sale of vehicle service agreements as well as the fees to administer future claims. The administrative fee component is recognized in proportion to the costs incurred in acquiring and administering the vehicle service agreements. The claims fee component is earned over the life of the vehicle service agreements based on the greater of expected claims or actual claims experience.

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Warranty product and maintenance support fees include the fees from the sale of warranty contracts for certain new and used heating, ventilation, air conditioning ("HVAC") and refrigeration equipment as well as the fees collected to administer equipment breakdown and maintenance support services. Warranty product and maintenance support fees are earned at the time the warranty product sales and equipment breakdown and maintenance support transactions are completed or services are rendered.
The assumptions and methodologies used are continually reviewed and any adjustments are reflected in the consolidated statements of operations in the period in which the adjustments are made.
(r) Cost of services sold:
Cost of services sold is comprised of direct costs incurred to generate maintenance support fee revenue. Cost of services sold includes payments to third-party contractors who service equipment breakdowns and perform maintenance support.
(s) Stock-based compensation:
The Company has a stock-based compensation plan for key officers of the Company. The Company uses the fair-value method of accounting for stock-based compensation awards granted to employees. Expense is recognized on a straight-line basis over the service period during which awards are expected to vest, with a corresponding increase to additional paid-in capital. The Company determines the fair value of stock options on their grant date using the Black-Scholes option pricing model. When these stock options are exercised, the amount of proceeds together with the amount recorded in additional paid-in capital is recorded in shareholders' equity.
(t) Fair value of financial instruments:
The fair values of the Company's investments in fixed maturities and equity investments, LROC preferred units, senior unsecured debentures, subordinated debt and contingent consideration are estimated using a fair value hierarchy to categorize the inputs it uses in valuation techniques. The fair value of the Company's investment in investee is based on quoted market prices. Fair values for other investments approximate their unpaid principal balance. The carrying amounts reported in the consolidated balance sheets approximate fair values for cash, short-term investments and certain other assets and other liabilities because of their short-term nature.
NOTE 3 RECENTLY ISSUED ACCOUNTING STANDARDS
(a) Adoption of New Accounting Standards:
In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists ("ASU 2013-11"). ASU 2013-11 amends Accounting Standards Codification Topic 740, Income Taxes, to provide guidance and reduce diversity in practice on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. Effective January 1, 2014, the Company adopted ASU 2013-11. Except for the new disclosure requirements, the adoption of the standard did not have an impact on the consolidated financial statements.
(b) Accounting Standards Not Yet Adopted:
In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The core principle of ASU 2014-09 is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016 and early adoption is not permitted. Insurance contracts are not within the scope of ASU 2014-09, therefore this standard would not apply to the Company's Insurance Underwriting segment. The Company is currently evaluating the impact of the adoption of ASU 2014-09 on its consolidated financial statements.

NOTE 4 ACQUISITION

Trinity Warranty Solutions LLC:

Effective May 22, 2013, the Company's subsidiary, Trinity, acquired certain intangible assets and liabilities of Trinity Warranty Corp. for total consideration consisting of approximately $1.1 million in cash and future contingent payments. The consolidated

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statements of operations include the earnings of Trinity from the date of acquisition. As further discussed in Note 24, "Segmented Information," Trinity is included in the Insurance Services segment. At the time that the Company entered into the transaction, the Company determined that the acquisition did not meet the definition of a material transaction requiring disclosure on Form 8-K. No supplemental proforma revenue and earnings information for the year ended December 31, 2013 related to the acquisition has been included in this Note 4, as the impact is immaterial.

Trinity is based in Illinois and is a provider of warranty products and maintenance support to consumers and businesses in the HVAC and refrigeration industry. The acquisition allows the Company to expand into and benefit from the institutional knowledge of administering warranty products and providing maintenance support to the HVAC and refrigeration industry.

This acquisition was accounted for as a business combination using the acquisition method of accounting. The purchase price was allocated to the assets purchased and liabilities assumed based upon their estimated fair values at the date of acquisition. During the fourth quarter of 2013, the Company completed its fair value analysis on the assets acquired and liabilities assumed. Goodwill of $1.1 million was recognized in addition to $0.5 million of a separately identifiable intangible asset for customer-related relationships. Refer to Note 11, "Intangible Assets," for further disclosure of the intangible asset related to this acquisition. The fair value analysis performed included $0.6 million related to the present value of future contingent payments. The maximum the Company can pay in future contingent payments is $2.4 million, on an undiscounted basis. The contingent payments are payable annually beginning in 2014 through 2023 and are subject to the achievement of certain targets and may be adjusted in future periods based on actual performance achieved. No contingent payment was made in 2014. During 2014, the Company adjusted the fair value of the contingent consideration liability. See Note 25, "Fair Value of Financial Instruments," for further details. As of December 31, 2014, the recorded value of the contingent earn-out agreement is $0.3 million, which is included in accrued expenses and other liabilities in the consolidated balance sheets.
The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition.
(in thousands)

	May 22, 2013
Intangible asset - finite-lived	$520
Goodwill	1,104
Total assets	1,624
Accrued expenses and other liabilities	572
Total liabilities	572
Purchase price	$1,052

NOTE 5 DISPOSITIONS AND LIQUIDATIONS
(a) Dispositions
1347 Property Insurance Holdings, Inc.:
Effective March 31, 2014, the Company's wholly owned subsidiary, 1347 Property Insurance Holdings, Inc. ("PIH"), formerly known as Maison Insurance Holdings, Inc., completed an initial public offering of its common stock. Total consideration to the Company as a result of this transaction was $7.7 million, consisting of a 28.7% interest in the common shares of PIH. As a result of the disposal, the Company recognized a loss of $1.2 million during the first

quarter of 2014. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. At March 31, 2014, the Company's investment in the common stock of PIH was reported as investment in investee in the consolidated balance sheets.

During the second quarter of 2014, PIH announced the closing and settlement of an underwritten public offering of 2,875,000 shares of its common stock at a price to the public of $8.00 per share. As a result of the issuance of additional shares of common stock, the Company's approximate voting percentage in PIH was reduced to 15.7% at June 30, 2014. As a result of this change in ownership and other qualitative factors, the Company determined that its investment in the common stock of PIH no longer qualified for the equity method of accounting. During the fourth quarter of 2014, the Company purchased additional shares of PIH which increased the Company's approximate voting percentage in PIH to 16.9% at December 31, 2014. The Company's investment in

PIH common stock is included in equity investments and reported at its fair value of $8.5 million in the consolidated balance sheets at December 31, 2014.

Investment in Atlas Financial Holdings, Inc.:

The Company formerly held an investment in the preferred and restricted voting common stock of Atlas Financial Holdings, Inc. ("Atlas") that was previously recorded as investment in investee in the consolidated balance sheets. On February 12, 2013, the Company executed an underwriting agreement to sell 2,625,000 shares of Atlas common stock. The shares were being offered as part of Atlas' United States initial public offering at a price per share of $5.85. During the first quarter of 2013, the Company received net proceeds of $13.6 million and recognized a loss of $1.7 million, which is included in net realized gains in the consolidated statements of operations, resulting from commissions and other expenses incurred as part of the sale. As a result of this sale, the Company's approximate voting percentage in Atlas was reduced to 16.5%. As a result of this change in ownership and other qualitative factors, the Company determined that its investment in the common stock of Atlas no longer qualified for the equity method of accounting. Prior to discontinuing the use of the equity method of accounting for Atlas, the Company used a reporting lag of three months to report its proportionate share of Atlas' results.

Equity in net income of investee related to Atlas was zero and $0.3 million for the years ended December 31, 2014 and 2013, respectively. The Company also recognized an increase to shareholders' equity attributable to common shareholders of zero and $0.6 million for the years ended December 31, 2014 and 2013, respectively, for the Company's pro rata share of Atlas' accumulated other comprehensive income.

During the fourth quarter of 2013, the Company further reduced its investment in the common stock of Atlas. The Company's investment in Atlas common stock at December 31, 2014 is included in equity investments and reported at its fair value of $2.2 million in the consolidated balance sheets.

(b) Liquidations

During 2013, the Company's subsidiaries, Kingsway Reinsurance (Bermuda) Ltd. ("KRL") and Kingsway 2007 General Partnership ("2007 GP"), were liquidated. As a result of the liquidations of these subsidiaries, the Company realized a net after-tax gain of $7.2 million for the year ended December 31, 2013. This gain represents the foreign exchange gain previously recorded in accumulated other comprehensive income and now recognized in the statements of operations as a result of the liquidations of KRL and 2007 GP. Summarized financial information for liquidation of subsidiaries is shown below:

(in thousands)	Years ended December 31,	
	2014	2013
Liquidations:		
Gain on liquidations before income taxes	$—	$7,227
Income tax benefit	—	—
Gain on liquidation of subsidiaries, net of taxes	$—	$7,227

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NOTE 6 INVESTMENTS
The amortized cost, gross unrealized gains and losses, and estimated fair value of the Company's investments in fixed maturities and equity investments at December 31, 2014 and December 31, 2013 are summarized in the tables shown below:

(in thousands)	December 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed maturities:				
U.S. government, government agencies and authorities	$20,436	$333	$10	$20,759
Canadian government	4,519	—	277	4,242
States, municipalities and political subdivisions	3,358	61	—	3,419
Mortgage-backed	5,330	37	15	5,352
Asset-backed securities and collateralized mortgage obligations	7,221	3	10	7,214
Corporate	15,136	103	30	15,209
Total fixed maturities	56,000	537	342	56,195
Equity investments:				
Common stock	16,450	3,360	284	19,526
Warrants	129	—	37	92
Total equity investments	16,579	3,360	321	19,618
Total fixed maturities and equity investments	$72,579	$3,897	$663	$75,813

(in thousands)	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed maturities:				
U.S. government, government agencies and authorities	$17,777	$591	$30	$18,338
Canadian government	4,235	—	153	4,082
States, municipalities and political subdivisions	6,126	105	—	6,231
Mortgage-backed	1,993	15	2	2,006
Asset-backed securities and collateralized mortgage obligations	3,996	1	3	3,994
Corporate	19,328	183	11	19,500
Total fixed maturities	53,455	895	199	54,151
Equity investments:				
Common stock	3,554	3,623	40	7,137
Total fixed maturities and equity investments	$57,009	$4,518	$239	$61,288

The table below summarizes the Company's fixed maturities at December 31, 2014 by contractual maturity periods. Actual results may differ as issuers may have the right to call or prepay obligations, with or without penalties, prior to the contractual maturity of these obligations.

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(in thousands)	December 31, 2014	
	Amortized Cost	Estimated Fair Value
Due in one year or less	$19,509	$19,256
Due after one year through five years	29,742	30,166
Due after five years through ten years	1,536	1,540
Due after ten years	5,213	5,233
Total	$56,000	$56,195

The following tables highlight the aggregate unrealized loss position, by security type, of fixed maturities and equity investments in unrealized loss positions as of December 31, 2014 and December 31, 2013. The tables segregate the holdings based on the period of time the investments have been continuously held in unrealized loss positions.

(in thousands)					December 31, 2014	
	Less than 12 Months		Greater than 12 Months		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Fixed maturities:						
U.S. government, government agencies and authorities	$12,784	$10	$473	$—	$13,257	$10
Canadian government	—	—	4,242	277	4,242	277
States, municipalities and political subdivisions	250	—	—	—	250	—
Mortgage-backed	2,816	15	—	—	2,816	15
Asset-backed securities and collateralized mortgage obligations	5,097	10	—	—	5,097	10
Corporate	6,226	20	—	10	6,226	30
Total fixed maturities	27,173	55	4,715	287	31,888	342
Equity investments:						
Common stock	4,164	284	—	—	4,164	284
Warrants	92	37	—	—	92	37
Total equity investments	4,256	321	—	—	4,256	321
Total	$31,429	$376	$4,715	$287	$36,144	$663

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(in thousands)					December 31, 2013	
	Less than 12 Months		Greater than 12 Months		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Fixed maturities:						
U.S. government, government agencies and authorities	$4,008	$30	$—	$—	$4,008	$30
Canadian government	—	—	4,082	153	4,082	153
Mortgage-backed	919	2	—	—	919	2
Asset-backed securities and collateralized mortgage obligations	3,474	3	—	—	3,474	3
Corporate	408	1	—	10	408	11
Total fixed maturities	8,809	36	4,082	163	12,891	199
Equity investments:						
Common stock	969	35	1	5	970	40
Total	$9,778	$71	$4,083	$168	$13,861	$239

Fixed maturities and equity investments contain approximately 71 and 27 individual investments that were in unrealized loss positions as of December 31, 2014 and 2013, respectively.

The establishment of an other-than-temporary impairment on an investment requires a number of judgments and estimates. The Company performs a quarterly analysis of the individual investments to determine if declines in market value are other-than-temporary. The analysis includes some or all of the following procedures as deemed appropriate by the Company:

- identifying all unrealized loss positions that have existed for at least six months;
- identifying other circumstances which management believes may impact the recoverability of the unrealized loss positions;
- obtaining a valuation analysis from third-party investment managers regarding the intrinsic value of these investments based on their knowledge and experience together with market-based valuation techniques;
- reviewing the trading range of certain investments over the preceding calendar period;
- assessing if declines in market value are other-than-temporary for debt instruments based on the investment grade credit ratings from third-party rating agencies;
- assessing if declines in market value are other-than-temporary for any debt instrument with a non-investment grade credit rating based on the continuity of its debt service record;
- determining the necessary provision for declines in market value that are considered other-than-temporary based on the analyses performed; and
- assessing the Company's ability and intent to hold these investments at least until the investment impairment is recovered.

The risks and uncertainties inherent in the assessment methodology used to determine declines in market value that are other-than-temporary include, but may not be limited to, the following:

- the opinions of professional investment managers could be incorrect;
- the past trading patterns of individual investments may not reflect future valuation trends;
- the credit ratings assigned by independent credit rating agencies may be incorrect due to unforeseen or unknown facts related to a company's financial situation; and

- the debt service pattern of non-investment grade instruments may not reflect future debt service capabilities and may not reflect a company's unknown underlying financial problems.

As a result of the analysis performed by the Company to determine declines in market value that are other-than-temporary, there were no write-downs for other-than-temporary impairments related to investments for the year ended December 31, 2014.

On July 8, 2013, the Company announced that it had entered into a non-binding letter of intent with its former investee, Atlas, to sell its holdings of Atlas preferred stock for 90.0% of liquidation value, or $16.2 million. On August 1, 2013, the Company announced that the transaction had closed. As a result, the Company recorded a write-down for other-than-temporary impairment

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related to its investment in Atlas preferred stock of $1.8 million for the year ended December 31, 2013. There were no write-downs related to fixed maturities or other investments for the year ended December 31, 2013.
There were no other-than-temporary losses recognized in other comprehensive loss for the years ended December 31, 2014 and 2013.
The Company has reviewed currently available information regarding investments with estimated fair values that are less than their carrying amounts and believes that these unrealized losses are not other-than-temporary and are primarily due to temporary market and sector-related factors rather than to issuer-specific factors. The Company does not intend to sell those investments, and it is not likely that it will be required to sell those investments before recovery of its amortized cost.
The Company does not have any exposure to subprime mortgage-backed investments.
Limited liability investments include investments in limited liability companies and a limited partnership that primarily invest in income-producing real estate or real estate related investments. The Company's interests in these investments are not deemed minor and, therefore, are accounted for under the equity method of accounting. As of December 31, 2014 and December 31, 2013, the carrying value of limited liability investments totaled $7.3 million and $4.4 million, respectively. At December 31, 2014, the Company has unfunded commitments totaling $0.4 million to fund limited liability investments.
Other investments include mortgage and collateral loans and are reported at their unpaid principal balance. As of December 31, 2014 and December 31, 2013, the carrying value of other investments totaled $3.6 million and $3.0 million, respectively.
Gross realized gains and losses on fixed maturities, equity investments and limited liability investments for the years ended December 31, 2014 and 2013 were as follows:

(in thousands)	Years ended December 31,	
	2014	2013
Gross realized gains	$5,474	$5,258
Gross realized losses	(433)	(36)
Total	$5,041	$5,222

Gross realized losses for the year ended December 31, 2013 reported in the preceding table excludes the realized loss of $1.7 million on the sale of Atlas common stock recorded during the first quarter of 2013. At the time this loss was incurred, the Atlas common stock was classified as investment in investee. Refer to Note 5, "Dispositions and Liquidations," for further discussion.
Net investment income for the years ended December 31, 2014 and 2013, respectively, is comprised as follows:

(in thousands)	Years ended December 31,	
	2014	2013
Investment income		
Interest from fixed maturities	$1,084	$1,249
Dividends	203	621
Income from limited liability investments	184	118
Other	372	411
Gross investment income	1,843	2,399
Investment expenses	(227)	(213)
Net investment income	$1,616	$2,186

NOTE 7 INVESTMENT IN INVESTEE

Investment in investee includes the Company's investment in the common stock and private units of 1347 Capital Corp. and is accounted for under the equity method. 1347 Capital Corp. was formed for the purpose of entering into a merger, share exchange, asset acquisition or other similar business combination with one or more businesses or entities. The carrying value, estimated fair value and approximate equity percentage for the Company's investment in 1347 Capital Corp. at December 31, 2014 were as follows:

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(in thousands, except for percentages)	December 31, 2014		
	Equity percentage	Estimated Fair Value	Carrying value
1347 Capital Corp.	22.7 %	$13,038	$2,115

Equity in net loss of investee related to 1347 Capital Corp. was $0.2 million and zero for the years ended December 31, 2014 and 2013, respectively.

The Company formerly held an investment in Atlas that was recorded as investment in investee in the consolidated balance sheets. Equity in net income of investee related to Atlas was zero and $0.3 million for the years ended December 31, 2014 and 2013, respectively. Refer to Note 5, "Dispositions and Liquidations," for discussion of the Company's disposition of its investment in Atlas.

NOTE 8 REINSURANCE

As is customary in the insurance industry, the Company reinsures portions of certain insurance policies it writes, thereby providing a greater diversification of risk and minimizing exposure on larger risks. The Company remains contingently at risk with respect to any reinsurance ceded and would incur an additional loss if an assuming company were unable to meet its obligation under the reinsurance treaty.

The Company monitors the financial condition of its reinsurers to minimize its exposure to significant losses from reinsurer insolvencies. Letters of credit are maintained for any unauthorized reinsurer to cover ceded unearned premium and ceded unpaid loss and loss adjustment expenses balances.

For most of the non-standard automobile business, the liability is limited to the minimum statutory liability limits, which are typically not greater than $50,000 per occurrence, depending on the state. The Company's reinsurance includes excess of loss reinsurance to reduce its exposure to individual losses as well as losses related to catastrophic events which may simultaneously affect many of our policyholders. During 2013, the Company purchased quota-share reinsurance to increase its capacity to underwrite additional insurance risks. During 2014, the Company entered into an excess of loss reinsurance arrangement to reduce its exposure to losses related to certain catastrophic events which may occur in any of the states in which the Company writes non-standard automobile business.

Ceded premiums, loss and loss adjustments expenses, and commissions as of and for the years ended December 31, 2014 and 2013 are summarized as follows:

(in thousands)	Years ended December 31,	
	2014	2013
Ceded premiums written	$(3,695)	$31,031
Ceded premiums earned	1,104	33,015
Ceded loss and loss adjustment expenses	655	16,275
Ceded unpaid loss and loss adjustment expenses	3,203	7,942
Ceded unearned premiums	533	5,333
Ceding commissions	5	6,350

The maximum amount of return commission, which would have been due to reinsurers if they or the Company had canceled all of the Company's reinsurance, with the return of the unearned premium, is as follows at December 31, 2014:

		December 31, 2014
	Unearned Premium Reserve	Commission Equity

Assumed	$5,881	$997
Ceded	8	—
Net	$5,873	$997

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The amounts of assumed premiums written were $20.1 million and $19.6 million for the years ended December 31, 2014 and 2013, respectively. The amounts of assumed premiums earned were $19.9 million and $19.4 million for the years ended December 31, 2014 and 2013, respectively.

NOTE 9 DEFERRED ACQUISITION COSTS

Policy acquisition costs consist primarily of commissions, premium taxes, and underwriting and agency expenses, net of ceding commission income, incurred related to successful efforts to acquire new or renewal insurance contracts and vehicle service agreements. Acquisition costs deferred on both property and casualty insurance products and vehicle service agreements are amortized over the period in which the related revenues are earned.

The components of deferred acquisition costs and the related amortization expense as of and for the years ended December 31, 2014 and 2013, respectively, are comprised as follows:

(in thousands)	Years ended December 31,	
	2014	2013
Balance at January 1, net	$12,392	$14,102
Additions	26,627	29,541
Amortization	(25,779)	(31,251)
Acquisition costs disposed of during the year related to PIH	(1,043)	—
Balance at December 31, net	$12,197	$12,392

NOTE 10 GOODWILL

Goodwill was $10.6 million at each of December 31, 2014 and 2013, respectively. The Company's goodwill at December 31, 2014 and 2013 is attributable to the Insurance Services reportable segment.

Goodwill is assessed for impairment annually as of December 31, or more frequently if events or circumstances indicate that the carrying value may not be recoverable. The Company tested goodwill for recoverability at December 31, 2014 and 2013. Based on the assessment performed, no goodwill impairments were recognized in 2014 or 2013.

NOTE 11 INTANGIBLE ASSETS

Intangible assets are comprised as follows:

(in thousands)	December 31, 2014		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible assets subject to amortization			
Database	$4,918	$1,045	$3,873
Vehicle service agreements in-force	3,680	2,975	705
Customer-related relationships	3,611	695	2,916
Non-compete agreement	70	50	20
Intangible assets not subject to amortization			
Renewal rights	46,756	15,438	31,318
Insurance licenses	7,803	—	7,803
Trade name	663	—	663
Total	$67,501	$20,203	$47,298

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(in thousands)	December 31, 2013		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible assets subject to amortization			
Database	$4,918	$554	$4,364
Vehicle service agreements in-force	3,680	2,220	1,460
Customer-related relationships	3,611	344	3,267
Non-compete agreement	70	27	43
Intangible assets not subject to amortization			
Renewal rights	46,756	15,438	31,318
Insurance licenses	7,803	—	7,803
Trade name	663	—	663
Total	$67,501	$18,583	$48,918

The Company's intangible assets with definite useful lives are amortized either based on the pattern in which the economic benefits of the intangible asset are expected to be consumed or using the straight-line method over their estimated useful lives, which range from three to fifteen years. Amortization of intangible assets was $1.6 million and $2.2 million for the years ended December 31, 2014 and 2013, respectively. The estimated aggregate future amortization expense of all intangible assets is $1.2 million for 2015, $1.2 million for 2016, $1.0 million for 2017, $1.0 million for 2018 and $0.8 million for 2019.

During 2013, the Company recorded $0.5 million of a separately identifiable intangible asset for acquired customer-related relationships as part of the acquisition of intangible assets and liabilities of Trinity Warranty Corp. Refer to Note 4, "Acquisition," for further discussion related to the acquisition. The customer-related relationships intangible asset is being amortized over ten years based on the pattern in which the economic benefits of the intangible asset are expected to be consumed.

The insurance licenses, renewal rights and trade name intangible assets have indefinite useful lives and are not amortized. The renewal rights intangible assets, recognized related to the acquisitions of Northeast Alliance Insurance Agency, LLC ("NEA") and ARS, were originally being amortized on a straight-line basis over 10 to 15 years. As a result of the acquisition of ARS during 2010, the Company determined that it was necessary to re-examine the useful lives assigned to the renewal rights intangible assets due to the fact that NEA and ARS service the assigned risk business in the states of New York and New Jersey and operate in the New York voluntary markets where there is limited competition for the renewal rights. As a result of the review performed, the Company determined that there were no legal, regulatory, contractual, competitive, economic, or other factors limiting the useful life of the renewal rights intangible assets; therefore, effective January 1, 2011, the renewal rights intangible assets were deemed to have indefinite useful lives and are no longer being amortized. The renewal rights had accumulated amortization of $15.4 million at December 31, 2010.

All intangible assets with indefinite useful lives are reviewed annually by the Company for impairment. No impairment charges were taken on intangible assets in 2014 or 2013.

NOTE 12 PROPERTY AND EQUIPMENT

Property and equipment are comprised as follows:

(in thousands)	December 31, 2014		
	Cost	Accumulated Depreciation	Carrying Value
Land	$1,984	$—	$1,984

Building	4,565	1,539	3,026
Leasehold improvements	527	325	202
Furniture and equipment	3,378	2,941	437
Computer hardware	12,986	12,466	520
Automobiles	19	19	—
Total	$23,459	$17,290	$6,169

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(in thousands)			December 31, 2013
	Cost	Accumulated Depreciation	Carrying Value
Leasehold improvements	$482	$266	$216
Furniture and equipment	4,051	3,412	639
Computer hardware	12,947	12,140	807
Automobiles	30	30	—
Total	$17,510	$15,848	$1,662

On October 2, 2014, the Company completed a sale and leaseback transaction involving building and land located in Miami, Florida, which was previously recorded as asset held for sale. Net proceeds were $4.3 million after deducting direct costs of the transaction. The Company recognized a loss of $0.1 million equal to the difference between the fair market value and the carrying value of the property at the date of the transaction. This transaction is accounted for as a financing because it does not qualify for sales recognition under the sale-leaseback accounting guidance due to the Company's continuing involvement with the property. As a result, at the date of the transaction, land and building with a carrying value of $5.2 million was reclassified from asset held for sale to property and equipment in the consolidated balance sheets, and the building is being depreciated over its estimated useful life. At December 31, 2014, the carrying value of the land and building was $5.0 million. See Note 16, "Finance Lease Obligation Liability," for further discussion.

NOTE 13 ASSET HELD FOR SALE

Prior to the fourth quarter of 2014, property consisting of building and land located in Miami, Florida with a carrying value of $5.2 million was classified as held for sale. As a result of declines in the fair value of the property, the Company recorded write-downs of $1.2 million and $2.4 million, respectively, related to the asset held for sale during the years ended December 31, 2014 and 2013. On October 2, 2014, the Company closed on the sale of the property. See Note 12, "Property and Equipment," for further details.

NOTE 14 UNPAID LOSS AND LOSS ADJUSTMENT EXPENSES

The establishment of the provision for unpaid loss and loss adjustment expenses is based on known facts and interpretation of circumstances and is therefore a complex and dynamic process influenced by a large variety of factors. These factors include the Company's experience with similar cases and historical trends involving loss payment patterns, pending levels of unpaid loss and loss adjustment expenses, product mix or concentration, loss severity and loss frequency patterns.

Other factors include the continually evolving and changing regulatory and legal environment; actuarial studies; professional experience and expertise of the Company's claims departments' personnel and independent adjusters retained to handle individual claims; the quality of the data used for projection purposes; existing claims management practices including claims-handling and settlement practices; the effect of inflationary trends on future loss settlement costs; court decisions; economic conditions; and public attitudes.

Consequently, the process of determining the provision necessarily involves risks that the actual results will deviate, perhaps materially, from the best estimates made.

The Company's evaluation of the adequacy of unpaid loss and loss adjustment expenses includes a re-estimation of the liability for unpaid loss and loss adjustment expenses relating to each preceding financial year compared to the liability that was previously established.

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(a) Property and Casualty

The results of this comparison and the changes in the provision for property and casualty unpaid loss and loss adjustment expenses, net of amounts recoverable from reinsurers, as of December 31, 2014 and December 31, 2013 were as follows:

	December 31,	
(in thousands)	2014	2013
Balance at beginning of period, gross	$84,534	$103,116
Less reinsurance recoverable related to property and casualty unpaid loss and loss adjustment expenses	7,942	5,478
Balance at beginning of period, net	76,592	97,638
Incurred related to:		
Current year	84,577	81,906
Prior years	(5,123)	(1,180)
Paid related to:		
Current year	(52,521)	(48,346)
Prior years	(42,428)	(53,426)
Disposal of unpaid loss and loss adjustment expenses related to PIH	(405)	—
Balance at end of period, net	60,692	76,592
Plus reinsurance recoverable related to property and casualty unpaid loss and loss adjustment expenses	3,203	7,942
Balance at end of period, gross	$63,895	$84,534

The Company reported favorable development on property and casualty unpaid loss and loss adjustment expenses of $5.1 million in 2014 compared to $1.2 million in 2013. The favorable development in 2014 was primarily related to a decrease in property and casualty unpaid loss and loss adjustment expenses at Amigo and UCC. The favorable development in 2013 was primarily related to a decrease in property and casualty unpaid loss and loss adjustment expenses at UCC. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

(b) Vehicle Service Agreements

The results of the comparison and the changes in the provision for vehicle service agreement unpaid loss and loss adjustment expenses as of December 31, 2014 and December 31, 2013 were as follows:

	December 31,	
(in thousands)	2014	2013
Balance at beginning of period	$3,128	$3,448
Incurred related to:		
Current year	6,773	6,827
Prior years	—	—
Paid related to:		
Current year	(6,866)	(7,066)
Prior years	(60)	(81)
Balance at end of period	$2,975	$3,128

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NOTE 15 DEBT

Debt consists of the following instruments:

(in thousands)				December 31,
	2014		2013	
	Principal	Fair Value	Principal	Fair Value
7.5% senior notes due 2014	$—	$—	$14,356	$14,356
LROC preferred units due 2015	13,618	13,618	14,854	14,854
Subordinated debt	90,500	40,659	90,500	28,471
Total	$104,118	$54,277	$119,710	$57,681

Subordinated debt mentioned above consists of the following trust preferred debt instruments:

Issuer	Principal (in thousands)	Issue date	Interest	Redemption date
Kingsway CT Statutory Trust I	$15,000	12/4/2002	annual interest rate equal to LIBOR, plus 4.00% payable quarterly	12/4/2032
Kingsway CT Statutory Trust II	$17,500	5/15/2003	annual interest rate equal to LIBOR, plus 4.10% payable quarterly	5/15/2033
Kingsway CT Statutory Trust III	$20,000	10/29/2003	annual interest rate equal to LIBOR, plus 3.95% payable quarterly	10/29/2033
Kingsway DE Statutory Trust III	$15,000	5/23/2003	annual interest rate equal to LIBOR, plus 4.20% payable quarterly	5/23/2033
Kingsway DE Statutory Trust IV	$10,000	9/30/2003	annual interest rate equal to LIBOR, plus 3.85% payable quarterly	9/30/2033
Kingsway DE Statutory Trust VI	$13,000	1/8/2004	annual interest rate equal to LIBOR, plus 4.00% payable quarterly	1/8/2034

(a) Senior unsecured debentures:

On January 29, 2004, KAI completed the sale of $100.0 million 7.50% senior notes due 2014. The notes were fully and unconditionally guaranteed by the Company. In March 2004, an additional $25.0 million of these senior notes were issued. The notes were redeemable at KAI's option in whole at any time or in part from time to time on or after February 1, 2009, subject to the conditions stated in the trust indenture. Interest paid during the years ended December 31, 2014 and 2013 was $0.5 million and $2.2 million, respectively.

During 2013, the Company purchased for $0.6 million, including accrued interest, $0.6 million of par value of its senior unsecured debentures due February 1, 2014 with a carrying value of $0.6 million, including accrued interest, recording a loss of $0.0 million. The Company subsequently canceled the acquired debentures. During the fourth quarter of 2013, the Company completed a partial, early redemption of its senior unsecured debentures due February 1, 2014. The partial early redemption was completed in the amount of $12.0 million at par plus accrued interest of $0.2 million. In February 2014, the Company repaid the $14.4 million remaining amount outstanding on its senior unsecured debentures due February 1, 2014.

(b) LROC preferred units:

On July 14, 2005, KLROC Trust completed its public offering of C$78.0 million of 5.0% LROC preferred units due June 30, 2015 of which the Company was a promoter. KLROC Trust's net proceeds of the public offering was C$74.1 million.

Beginning in 2009, KFS Capital began purchasing LROC preferred units. On June 9, 2010, KFS Capital commenced the take-over bid ("the KLROC Offer") to acquire up to 750,000 LROC preferred units at a price per unit of C$17.50 in cash. On July 9, 2010, KFS Capital increased the size and price of its previously announced KLROC Offer to 1,500,000 units at a price per unit of C$20.00 in cash. The KLROC Offer expired on July 23, 2010, and 1,525,150 units were tendered, of which 1,500,000 were purchased on a pro-rata basis. The tender was paid for using available cash.

As a result of these acquisitions, the Company beneficially owns and controls 2,333,715 units, representing 74.8% of the issued and outstanding LROC preferred units. At December 31, 2014 and 2013, the Company's outstanding obligation is C$15.8 million.

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(c) Subordinated debt:

Between December 4, 2002 and December 16, 2003, six subsidiary trusts of the Company issued $90.5 million of 30-year capital securities to third-parties in separate private transactions. In each instance, a corresponding floating rate junior subordinated deferrable interest debenture was then issued by KAI to the trust in exchange for the proceeds from the private sale. The floating rate debentures bear interest at the rate of the London interbank offered interest rate for three-month U.S. dollar deposits ("LIBOR"), plus spreads ranging from 3.85% to 4.20%, but until dates ranging from December 4, 2007 to January 8, 2009, the interest rates will not exceed 12.45% to 12.75%. At December 31, 2014, the interest rates ranged from 4.11% to 4.44%. The Company has the right to call each of these securities at par value anytime after five years from their issuance until their maturity.

During the first quarter of 2011, the Company gave notice to its trustees of its intention to exercise its voluntary right to defer interest payments for up to 20 quarters, pursuant to the contractual terms of its outstanding indentures, which permit interest deferral. This action does not constitute a default under the Company's indentures or any of its other debt indentures. At December 31, 2014 and 2013, deferred interest payable of $17.4 million and $12.8 million, respectively, is included in accrued expenses and other liabilities in the consolidated balance sheets.

NOTE 16 FINANCE LEASE OBLIGATION LIABILITY

As described in Note 12, "Property and Equipment," on October 2, 2014, the Company completed a sale and leaseback transaction involving building and land located in Miami, Florida. The transaction does not qualify for sales recognition and is accounted for as a financing due to the Company's continuing involvement with the property as a result of nonrecourse financing provided to the buyer in the form of prepaid rent. A finance lease obligation liability equal to the selling price of the property was established at the date of the transaction. During the five-year lease term, the Company will record interest expense on the finance lease obligation at its incremental borrowing rate and will increase the finance lease obligation liability by the same amount. At the end of the lease term, the Company will no longer have continuing involvement with the property and will then recognize the sale of the property as well as the gain that will result from removing the net book value of the land and building and finance lease obligation liability from the consolidated balance sheets. At December 31, 2014, finance lease obligation liability of $4.7 million is included in accrued expenses and other liabilities in the consolidated balance sheets.

NOTE 17 INCOME TAXES

Income tax benefit consists of the following:

(in thousands)	Years ended December 31, 2014	2013
Current income tax benefit	$(1,446)	$(502)
Deferred income tax expense	1,389	435
Income tax benefit	$(57)	$(67)

Income tax benefit varies from the amount that would result by applying the applicable United States corporate income tax rate of 34% to loss from continuing operations before income tax benefit. The following table summarizes the differences:

(in thousands)	Years ended December 31, 2014	2013
Income tax benefit at United States statutory income tax rate	$(3,836)	$(14,748)
Valuation allowance	4,165	15,884
Non-taxable dividend income	(1,669)	(2,182)

Change in unrecognized tax benefits	(1,256)	175
Indefinite life intangibles	1,132	1,119
Foreign operations subject to different tax rates	514	272
Prior year tax	(341)	(708)
Other	1,234	121
Income tax benefit for continuing operations	$(57)	$(67)

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The tax effects of temporary differences that give rise to significant portions of the deferred income tax assets and liabilities are presented as follows:

(in thousands)	December 31, 2014	2013
Deferred income tax assets:		
Losses carried forward	$302,759	$298,358
Unpaid loss and loss adjustment expenses and unearned premiums	5,693	6,507
Deferred revenue	1,914	2,274
Intangible assets	1,820	1,767
Foreign exchange adjustment on note payable	1,449	3,421
Debt issuance costs	1,004	1,052
Depreciable assets	98	1,194
Other	1,101	2,316
Valuation allowance	(289,337)	(284,276)
Deferred income tax assets	$26,501	$32,613
Deferred income tax liabilities:		
Fair value of debt	$(16,946)	$(21,090)
Investments	(5,436)	(7,305)
Indefinite life intangibles	(5,304)	(4,173)
Deferred acquisition costs	(4,147)	(4,213)
Other	(54)	(5)
Deferred income tax liabilities	(31,887)	(36,786)
Net deferred income tax liabilities	$(5,386)	$(4,173)

The Company maintains a valuation allowance for its gross deferred income tax assets of $289.3 million (U.S. operations - $282.2 million; Other - $7.1 million) and $284.3 million (U.S. operations - $279.0 million; Other - $5.3 million) at December 31, 2014 and December 31, 2013, respectively. The Company's businesses have generated substantial operating losses during the last several years. These losses can be available to reduce income taxes that might otherwise be incurred on future taxable income. The Company's operations, however, remain challenged, and, as a result, it is uncertain whether the Company will generate the taxable income necessary to utilize these losses or other reversing temporary differences. This uncertainty has caused management to place a full valuation allowance on its December 31, 2014 and December 31, 2013 net deferred income tax assets. The Company carries a deferred income tax liability of $5.4 million and $4.2 million at December 31, 2014 and December 31, 2013, respectively, of which $5.3 million and $4.2 million, respectively, relates to indefinite life intangible assets.

Amounts, originating dates and expiration dates of the U.S. operating loss carryforwards are as follows:

Year of net operating loss	Expiration date	Net operating loss (in thousands)
2000	2020	$485
2001	2021	186
2006	2026	24,077
2007	2027	62,308
2008	2028	55,917
2009	2029	515,335
2010	2030	92,095

2011	2031	45,311
2012	2032	34,305
2013	2033	32,924
2014	2034	6,568

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The U.S. operating loss carryforward amounts disclosed above contain consolidated and separate company operating loss carryforwards, the most significant of which is the KAI Tax Group operating loss carryforward of approximately $863.0 million. In addition, there are operating loss carryforwards relating to the operations in Barbados in the amount of $85.3 million, which losses will expire by 2023, and operating loss carry forwards relating to operations in Canada in the amount of $21.1 million, which losses will expire by 2034.

A reconciliation of the beginning and ending unrecognized tax benefits is as follows:

(in thousands)	December 31,	
	2014	2013
Unrecognized tax benefits - beginning of year	$3,201	$3,026
Gross additions - current year tax positions	—	—
Gross additions - prior year tax positions	—	175
Gross reductions - prior year tax positions	(1,256)	—
Gross reductions - settlements with taxing authorities	(1,945)	—
Impact due to expiration of statute of limitations	—	—
Unrecognized tax benefits - end of year	$—	$3,201

The amount of unrecognized tax benefits that, if recognized as of December 31, 2014, would affect the Company's effective tax rate was a benefit of $1.3 million.

The Company classifies interest and penalty accruals related to unrecognized tax benefits as income tax (benefit) expense. During the years ended December 31, 2014 and 2013, the Company recognized a benefit of $1.3 million and an expense of $0.2 million, respectively, in interest and penalty (benefit) expense. At December 31, 2014 and December 31, 2013, the Company had an accrual of zero and $1.4 million, respectively, for the payment of interest and penalties.

The federal income tax returns of the Company's U.S. operations for the years through 2010 are closed for Internal Revenue Service ("IRS") examination. In January 2015, the IRS notified the KAI Tax Group that it intended to audit the KAI Tax Group 2012 federal income tax return. The audit has not yet commenced. The Company's other U.S. operations federal income tax returns are not currently under examination by the IRS for any open tax years. The federal income tax returns of the Company's Canadian operations for the years through 2009 are closed for Canada Revenue Agency ("CRA") examination. The Company's Canadian operations federal income tax returns are not currently under examination by the CRA for any open tax years.

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NOTE 18 LOSS FROM CONTINUING OPERATIONS PER SHARE

The following table sets forth the reconciliation of numerators and denominators for the basic and diluted loss from continuing operations per share computation for the years ended December 31, 2014 and 2013:

(in thousands, except per share data)	Years ended December 31, 2014	Years ended December 31, 2013
Numerator:		
Loss from continuing operations	$(11,224)	$(43,311)
Less: net income attributable to noncontrolling interests	(1,596)	(777)
Less: dividends on preferred stock	(300)	—
Loss from continuing operations attributable to common shareholders	$(13,120)	$(44,088)
Denominator:		
Weighted average basic shares		
Weighted average common shares outstanding	17,398	14,111
Weighted average diluted shares		
Weighted average common shares outstanding	17,398	14,111
Effect of potentially dilutive securities	—	—
Total weighted average diluted shares	17,398	14,111
Basic loss from continuing operations per common share	$(0.75)	$(3.12)
Diluted loss from continuing operations per common share	$(0.75)	$(3.12)

Loss from continuing operations per share is based on the weighted-average number of shares outstanding. Diluted weighted-average shares is calculated by adjusting basic weighted-average shares outstanding by all potentially dilutive securities. Potentially dilutive securities consist of stock options, unvested restricted stock awards, warrants and convertible preferred stock. Since the Company is reporting a loss from continuing operations for the years ended December 31, 2014 and 2013, all potentially dilutive securities outstanding were excluded from the calculation of both basic and diluted loss from continuing operations per share since their inclusion would have been anti-dilutive.

NOTE 19 STOCK-BASED COMPENSATION

(a) Stock Options

On May 13, 2013, the Company's shareholders approved the 2013 Equity Incentive Plan ("2013 Plan"). The 2013 Plan replaced the Company's previous Amended and Restated Stock Option Plan ("Prior Plan"), with respect to the granting of future equity awards. Under the 2013 Plan, the Company may grant new stock options ("New Stock Options") to purchase up to an additional 300,000 common shares to key employees selected by the Company. During the year ended December 31, 2014, the Company granted 260,000 New Stock Options to employees of the Company.

On May 13, 2013, the Company's shareholders also approved the Option Exchange Program whereby the outstanding stock options under the Prior Plan held by current employees will be canceled and replaced with stock options granted under the 2013 Plan ("Replacement Options"). The maximum number of common shares available to be granted as Replacement Options is 355,625. Each stock option outstanding under the Prior Plan that is not exchanged for a Replacement Option shall remain outstanding in accordance with the terms of the Prior Plan and the applicable award agreement. Under the Prior Plan, the options vest evenly over a three or four-year period and are exercisable for periods not exceeding 10 years. During the year ended December 31, 2014, the Company granted 351,875 Replacement Options to employees of the Company.

The exercise price of Replacement Options and New Stock Options (collectively, the "Stock Options") is equal to $4.50. The Stock Options were fully vested and exercisable at the date of grant and are exercisable for a period of four years.

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The following table summarizes the stock option activity during the year ended December 31, 2014:

	Number of Options Outstanding	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2013	355,625	C$ 18.35		$—
Granted	611,875	$ 4.50		
Exchanged and Cancelled	(351,875)	C$ 18.12		
Expired	(1,875)	C$ 40.12		
Forfeited	(1,875)	C$ 40.12		
Outstanding at December 31, 2014	611,875	$ 4.50	3.2	$642
Exercisable at December 31, 2014	611,875	$ 4.50	3.2	$642

The aggregate intrinsic value of stock options outstanding and exercisable is the difference between the December 31, 2014 market price for the Company's common shares and the exercise price of the options, multiplied by the number of options where the fair value exceeds the exercise price.

The following tables summarize information about stock options outstanding as of December 31, 2014 and December 31, 2013:

December 31, 2014

Exercise Price	Date of Grant	Expiry Date	Remaining Contractual Life (Years)	Number Outstanding	Number Exercisable
$4.50	28-Mar-14	28-Mar-18	3.2	611,875	611,875
		Total:	3.2	611,875	611,875

December 31, 2013

Exercise Price	Date of Grant	Expiry Date	Remaining Contractual Life (Years)	Number Outstanding	Number Exercisable
$ 18.00	29-Sep-10	29-Sep-15	1.7	100,000	75,000
$ 18.00	6-Jan-10	6-Jan-15	1.0	250,000	187,500
C$40.12	5-Mar-09	5-Mar-14	0.2	5,625	5,625
		Total:	1.2	355,625	268,125

At December 31, 2014 and December 31, 2013, the number of options exercisable was 611,875 and 268,125, respectively, with weighted average prices of $4.50 and C$18.46, respectively.

The Company uses the Black-Scholes option pricing model to estimate the fair value of each option on the date of grant. The assumptions used in the Black-Scholes pricing model for options granted or exchanged during the year ended December 31, 2014 were as follows:

	Year ended December 31, 2014
Risk-free interest rate	0.06% - 1.4%
Dividend yield	—
Expected volatility	0.4 %
Expected term (in years)	0.78 - 4

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(b) Restricted Stock Awards

Under the 2013 Plan, the Company made grants of restricted common stock ("Restricted Stock") to certain officers of the Company. The aggregate number of common shares available for Restricted Stock awards is 1,972,345. The Restricted Stock vests after a ten-year period and is subject to the officer's continued employment through the vesting date. The Restricted Stock is amortized on a straight-line basis over the ten-year requisite service period. Total unamortized compensation expense related to unvested awards at December 31, 2014 was $7.5 million. The grant-date fair value of Restricted Stock awards was determined using the closing price of Kingsway common stock on the date of grant. The following table summarizes the activity related to unvested Restricted Stock for the year ended December 31, 2014:

	Restricted stock awards	Weighted-average grant date fair value (per share)
Unvested at December 31, 2013	—	$—
Granted	1,972,345	4.14
Unvested at December 31, 2014	1,972,345	$4.14

Total stock-based compensation expense, net of forfeitures, was $1.2 million and $0.3 million for the years ended December 31, 2014 and 2013, respectively.

(c) Employee Share Purchase Plan

The Company has an employee share purchase plan ("ESPP Plan") whereby qualifying employees could choose each year to have up to 5% of their annual base earnings withheld to purchase the Company's common shares. In 2014, the ESPP Plan was amended and restated to allow qualifying employees to be eligible for matching Company contributions. The Company matches 100% of the employee contribution amount, and the contributions vest immediately. All contributions are used by the plan administrator to purchase common shares in the open market. The Company's contribution is expensed as paid and for the year ended December 31, 2014 totaled $0.1 million.

NOTE 20 EMPLOYEE BENEFIT PLAN

The Company maintains a defined contribution plan in the United States for all of its qualified employees. Qualifying employees can choose to voluntarily contribute up to 60% of their annual earnings subject to an overall limitation of $17,500 in 2014 and 2013, respectively. The Company matches an amount equal to 50% of each participant's contribution, limited to contributions up to 5% of a participant's earnings.

The contributions for the plan vest based on years of service with 100% vesting after five years of service. The Company's contribution is expensed as paid and for the years ended December 31, 2014 and 2013 totaled $0.6 million and $0.6 million, respectively. All Company obligations to the plans were fully funded as of December 31, 2014.

NOTE 21 RESTRUCTURING

On September 17, 2012, the Company announced that it was restructuring its Insurance Underwriting and Insurance Services segments. As part of the restructuring, the Company intended to streamline its non-standard property and casualty insurance business operations. Specific to Insurance Underwriting, during the fourth quarter of 2012, the Company began taking steps to place all of Amigo into voluntary run-off. Amigo has entered into a comprehensive run-off plan which has been approved by the Florida Office of Insurance Regulation ("OIR"). Kingsway continues to manage Amigo in a manner consistent with its filed run-off plan.

As part of the restructuring, the Company reduced staffing levels to be consistent with placing Amigo into run-off. The Company estimated that Insurance Underwriting would incur approximately $2.0 million in cash severance expenses due to reductions-in-force as part of the restructuring during the period beginning with the announcement through the end of 2013. As of December 31, 2014, the Company has paid $2.0 million related to severance incurred as part of the restructuring. At December 31, 2014, the remaining severance liability related to the restructuring is zero.

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Changes in the restructuring liability, which is included in accrued expenses and other liabilities in the consolidated balance sheets, and the related restructuring expense for the years ended December 31, 2014 and December 31, 2013 is as follows:

(in thousands)	December 31, 2014			
	Restructuring liability, beginning of period	Restructuring expense	Cash payments	Restructuring liability, end of period
Insurance Underwriting:				
Severance	$236	$(74)	$(162)	$—
Lease abandonment	654	65	(367)	352
Total Insurance Underwriting	890	(9)	(529)	352
Insurance Services:				
Lease abandonment	94	(4)	(49)	41
Total Insurance Services	94	(4)	(49)	41
Severance expense not allocated to segments	146	—	(146)	—
Total	$1,130	$(13)	$(724)	$393

(in thousands)	December 31, 2013			
	Restructuring liability, beginning of period	Restructuring expense	Cash payments	Restructuring liability, end of period
Insurance Underwriting:				
Severance	$214	$1,428	$(1,406)	$236
Lease abandonment	1,207	187	(740)	654
Total Insurance Underwriting	1,421	1,615	(2,146)	890
Insurance Services:				
Lease abandonment	—	100	(6)	94
Total Insurance Services	—	100	(6)	94
Severance expense not allocated to segments	—	146	—	146
Total	$1,421	$1,861	$(2,152)	$1,130

NOTE 22 SHAREHOLDERS' EQUITY

(a) Preferred Shares

On May 13, 2013, the Company's shareholders approved an amendment to the Company's Articles of Incorporation to create an unlimited number of zero par value class A preferred shares. The Company's Board of Directors will have the ability to fix the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of preferred shares. The preferred shares will have priority over the common shares. There were 262,876 and zero shares of Class A preferred stock outstanding at December 31, 2014 and 2013, respectively.

On February 3, 2014, the Company closed on its previously announced private placement totaling $6.6 million. At closing, the Company received gross proceeds of $6.6 million, resulting from the sale and issuance of 262,876 units for a purchase price of $25.00 per unit. Net proceeds to the Company were $6.3 million after deducting expenses. Each unit consists of one class A convertible preferred share, series 1 (the "Preferred Shares"), and 6.25 common share class C purchase warrants. Each Preferred Share is convertible into 6.25 common shares at a conversion price of $4.00 per common share any time at the option of the holder prior to April 1, 2021. The maximum number of common shares issuable upon conversion of the Preferred Shares is 1,642,975 common shares. Each warrant will entitle the subscriber to purchase one common share of Kingsway at a price of $5.00 per common share at any time after September 16, 2016 and prior to expiry on September 15, 2023.

The Preferred Shares are not entitled to vote. The holders of the Preferred Shares are entitled to receive fixed, cumulative, preferential cash dividends at a rate of $1.25 per Preferred Share per year. The cash dividend rate shall be revised to $1.875 per Preferred Share per year if the dividend accumulates for a period greater than 30 consecutive months from the date of the most recent dividend payment. On and after February 3, 2016, the Company may redeem all or any part of the then outstanding Preferred Shares for the price of $28.75 per Preferred Share, plus accrued but unpaid dividends thereon, whether or not declared, up to and including the date specified for redemption. The Company will redeem any Preferred Shares not previously converted into common shares, and which remain outstanding on April 1, 2021, for the price of $25.00 per Preferred Share, plus accrued but unpaid dividends, whether or not declared, up to and including the date specified for redemption. At December 31, 2014, accrued dividends of $0.3 million were included in accrued expenses and other liabilities in the consolidated balance sheets.

In accordance with FASB ASC Topic 480-10-S99-3A, SEC Staff Announcement: Classification and Measurement of Redeemable Securities, redemption features which are not solely within the control of the issuer are required to be presented outside of permanent equity on the consolidated balance sheets. As described above, the holder has the option to convert the Preferred Shares at any time; however, if not converted, they are required to be redeemed on April 1, 2021. As such, the Preferred Shares are presented in temporary or mezzanine equity on the consolidated balance sheets.

On July 8, 2014, the holders of the Company's series B warrants approved certain amendments to the terms of the Series B Warrant Agreement dated September 16, 2013. The Series B Warrant Agreement Amendments permitted the Company to issue up to 1,642,975 additional Series B Warrants and complete the Series C Warrant Exchange. Under the Series C Warrant Exchange, each class C purchase warrant was automatically exchanged for a Series B Warrant.

(b) Common Shares

The Company is authorized to issue an unlimited number of zero par value common stock. There were 19,709,706 and 16,429,761 shares of common stock outstanding at December 31, 2014 and 2013, respectively.

There were no dividends declared during the years ended December 31, 2014 and 2013.

On May 30, 2013, the Company announced that it had filed a registration statement for a proposed rights offering relating to transferable subscription rights to purchase up to approximately $13.1 million of its shares of common stock (the "Common Shares") and warrants to purchase Common Shares. The rights offering was made in the United States pursuant to a registration statement on Form S-1 that was previously filed with the Securities and Exchange Commission and became effective on July 24, 2013. On September 16, 2013, the transaction closed. Subscription rights to purchase 3,280,790 units were exercised, resulting in gross proceeds to the Company of $13.1 million. Net proceeds to the Company were $12.1 million after deducting commissions and other offering expenses.

Under the rights offering, each shareholder of record as of August 9, 2013 (the "Record Date") received, at no charge, one subscription right for each Common Share owned on the Record Date (the "Subscription Right"). Four Subscription Rights entitled the holder to purchase one unit (a "Unit") consisting of one Common Share, one Series A Warrant (a "Series A Warrant") and one Series B Warrant (a "Series B Warrant", and together with the Series A Warrants, the "Warrants"). Each Warrant entitled the holder to purchase one Common Share. The subscription price was $4.00 per Unit. The exercise prices per Common Share for each Series A Warrant is $4.50 and for each Series B Warrant is $5.00. Each Series A Warrant is redeemable by the Company and has a term of seven years from its date of issuance. Each Series B Warrant is non-redeemable and has a term of ten years from its date of issuance. The Company may redeem the Series A Warrants at a price of $0.25 per Warrant if, and only if, the closing price of the Common Shares equals or exceeds $6.00 per Common Share for twenty consecutive trading days on the New York Stock Exchange or such other market or exchange as the Common Shares of the Company trade on or are quoted at the time of redemption; but in any event, no earlier than the first anniversary date of issuance. Subject to applicable securities laws, the Warrants may be exercised at any time starting on the first day of the thirty-seventh month after the date of issuance until any time on or before the seventh anniversary after the date of issuance for the Series A Warrants and the tenth anniversary after the date of issuance for the Series B Warrants. Holders who fully exercise their Subscription Rights will be entitled to subscribe for an additional amount of Units, if any, that are not purchased by other shareholders or their transferees through the exercise of their basic subscription privileges, in an amount equal to up to five Units for each Unit for which such holder was otherwise entitled to subscribe.

On August 18, 2014, the Company announced its intention to redeem its outstanding Series A Warrants, which were issued pursuant to the rights offering. Holders of Series A Warrants could exercise their outstanding Series A Warrants at $4.50 per common share. Any Series A Warrants that remained unexercised after September 19, 2014 were automatically redeemed by the Company at the redemption price of $0.25 per Series A Warrant. During the year ended December 31, 2014, Series A Warrants to purchase 3,279,945 shares of common stock were exercised, resulting in cash proceeds of $14.8 million. The 845 Series A Warrants that remained unexercised were redeemed by the Company at the redemption price of $0.25.

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The following table summarizes information about warrants outstanding at December 31, 2014:

December 31, 2014				
Exercise Price	Date of Issue	Expiry Date	Remaining Contractual Life (Years)	Number Outstanding
$5.00	16-Sep-13	15-Sep-23	8.7	3,280,790
$5.00	3-Feb-14	15-Sep-23	8.7	1,642,975
		Total:	8.7	4,923,765

NOTE 23 ACCUMULATED OTHER COMPREHENSIVE INCOME

The table below details the change in the balance of each component of accumulated other comprehensive income, net of tax, for the years ended December 31, 2014 and 2013 as relates to shareholders' equity attributable to common shareholders on the consolidated balance sheets. On the other hand, the consolidated statements of comprehensive loss present the components of other comprehensive loss, net of tax, only for the years ended December 31, 2014 and 2013 and inclusive of the components attributable to noncontrolling interests in consolidated subsidiaries.

(in thousands)	Unrealized Gains (Losses) on Fixed Maturities and Equity Investments	Foreign Currency Translation Adjustments	Equity in Other Comprehensive Income (Loss) of Investee	Total Accumulated Other Comprehensive Income
Balance, January 1, 2013	$14,194	$1,210	$(642)	$14,762
Other comprehensive income before reclassifications	965	35	642	1,642
Amounts reclassified from accumulated other comprehensive income	424	(7,227)	—	(6,803)
Net current-period other comprehensive income (loss)	1,389	(7,192)	642	(5,161)
Balance, December 31, 2013	$15,583	$(5,982)	$—	$9,601
Other comprehensive (loss) income before reclassifications	(2,513)	30	—	(2,483)
Amounts reclassified from accumulated other comprehensive income	1,552	—	—	1,552
Net current-period other comprehensive (loss) income	(961)	30	—	(931)
Balance, December 31, 2014	$14,622	$(5,952)	$—	$8,670

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Components of accumulated other comprehensive income were reclassified to the following lines of the consolidated statements of operations for the years ended December 31, 2014 and 2013:

	Years ended December 31,	
	2014	2013
Reclassification of accumulated other comprehensive income from unrealized (losses) gains on fixed maturities and equity investments to:		
Net realized losses	$(1,552)	$(424)
Other-than-temporary impairment loss	—	—
Loss from continuing operations before income tax benefit	(1,552)	(424)
Income tax benefit	—	—
Net loss	(1,552)	(424)
Reclassification of accumulated other comprehensive income from foreign currency translation adjustments to:		
Gain on liquidation of subsidiaries, net of tax	—	7,227
Net income	—	7,227
Total reclassification from accumulated other comprehensive income to net loss	$(1,552)	$6,803

NOTE 24 SEGMENTED INFORMATION

The Company operates as a merchant bank primarily engaged, through its subsidiaries, in the property and casualty insurance business. The Company conducts its business through the following two reportable segments: Insurance Underwriting and Insurance Services.

Insurance Underwriting Segment

Effective March 31, 2014, the Company's wholly owned subsidiary, PIH, completed an initial public offering of its common stock. Upon completion of the transaction, the Company maintained a minority ownership interest in the common shares of PIH. The earnings of PIH are included in the consolidated statements of operations through the March 31, 2014 transaction date. Prior to the transaction, PIH was included in the Insurance Underwriting segment. As a result of the disposal of the Company's majority interest in PIH on March 31, 2014, all segmented information has been adjusted to exclude PIH from the Insurance Underwriting segment.

Insurance Underwriting includes the following subsidiaries of the Company: Mendota, Mendakota, UCC, Amigo and Kingsway Reinsurance Corporation (collectively, "Insurance Underwriting"). In September 2013, KRL, formerly included in Insurance Underwriting, was liquidated. Insurance Underwriting principally offers personal automobile insurance to drivers who do not meet the criteria for coverage by standard automobile insurers and actively conducts business in 15 states.

The Company previously placed Amigo and UCC into voluntary run-off in 2012 and 2011, respectively. Each of Amigo and UCC has entered into a comprehensive run-off plan which has been approved by its respective state of domicile. Kingsway continues to manage Amigo and UCC in a manner consistent with the run-off plans.

Insurance Services Segment

Insurance Services includes the following subsidiaries of the Company: ARS, IWS and Trinity (collectively, "Insurance Services").

ARS is a licensed property and casualty agent, full service managing general agent and third-party administrator focused primarily on the assigned risk market. ARS is licensed to administer business in 22 states but generates its revenues primarily by operating in the states of New York and New Jersey.

IWS is a licensed motor vehicle service agreement company and is a provider of after-market vehicle protection services distributed by credit unions in 26 states to their members.

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Trinity is a provider of warranty products and maintenance support to consumers and businesses in the HVAC and refrigeration industry. Trinity distributes its warranty products through original equipment manufacturers, HVAC distributors and commercial and residential contractors. Trinity distributes its maintenance support directly through corporate owners of retail spaces throughout the United States.

Results for the Company's reportable segments are based on the Company's internal financial reporting systems and are consistent with those followed in the preparation of the Consolidated Financial Statements. The following tables provide financial data used by management. Segment assets are not allocated for management use and, therefore, are not included in the segment disclosures below.

Revenues by reportable segment reconciled to consolidated revenues for the years ended December 31, 2014 and 2013 were:

(in thousands)	Years ended December 31,	
	2014	2013
Revenues:		
Insurance Underwriting:		
Net premiums earned	$113,479	$104,625
Other income	8,478	9,149
Total Insurance Underwriting	121,957	113,774
Insurance Services:		
Service fee and commission income	54,848	49,543
Other income	432	326
Total Insurance Services	55,280	49,869
Total segment revenues	177,237	163,643
Net premiums earned not allocated to segments	4,114	4,983
Net investment income	1,616	2,186
Net realized gains	5,041	3,505
Other-than-temporary impairment loss	—	(1,800)
Other income (loss) not allocated to segments	10	(239)
Total revenues	$188,018	$172,278

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The operating income (loss) of each segment in the following table is before income taxes and includes revenues and direct segment costs.
Segment operating income (loss) reconciled to the consolidated loss from continuing operations for the years ended December 31, 2014 and 2013 were:

(in thousands)	Years ended December 31,	
	2014	2013
Segment operating income (loss)		
Insurance Underwriting	$1,290	$(15,651)
Insurance Services	4,809	2,161
Total segment operating income (loss)	6,099	(13,490)
Net investment income	1,616	2,186
Net realized gains	5,041	3,505
Other-than-temporary impairment loss	—	(1,800)
Other income and expenses not allocated to segments, net	(5,303)	(12,326)
Interest expense	(5,645)	(7,263)
Amortization of intangible assets	(1,620)	(2,186)
Contingent consideration benefit (expense)	2,223	(785)
Impairment of asset held for sale	(1,180)	(2,390)
Loss on change in fair value of debt	(10,953)	(9,060)
Loss on disposal of subsidiary	(1,244)	—
Loss on disposal of asset held for sale	(125)	—
Loss on buy-back of debt	—	(24)
Equity in net (loss) income of investee	(190)	255
Loss from continuing operations before income tax benefit	$(11,281)	$(43,378)
Income tax benefit	(57)	(67)
Loss from continuing operations	$(11,224)	$(43,311)

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Net premiums earned by line of business for the years ended December 31, 2014 and 2013 were:

(in thousands)	Years ended December 31,	
	2014	2013
Insurance Underwriting:		
Private passenger auto liability	$76,031	$71,236
Auto physical damage	37,448	32,634
Total non-standard automobile	113,479	103,870
Commercial auto liability	—	755
Total Insurance Underwriting	113,479	104,625
Net premiums earned not allocated to segments:		
Allied lines	1,944	3,539
Homeowners	2,159	1,436
Other	11	8
Total net premiums earned not allocated to segments	4,114	4,983
Total net premiums earned	$117,593	$109,608

NOTE 25 FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value amounts represent estimates of the consideration that would currently be agreed upon between knowledgeable, willing parties who are under no compulsion to act. Fair value is best evidenced by quoted bid or ask price, as appropriate, in an active market. Where bid or ask prices are not available, such as in an illiquid or inactive market, the closing price of the most recent transaction of that instrument subject to appropriate adjustments as required is used. Where quoted market prices are not available, the quoted prices of similar financial instruments or valuation models with observable market-based inputs are used to estimate the fair value. These valuation models may use multiple observable market inputs, including observable interest rates, foreign exchange rates, index levels, credit spreads, equity prices, counterparty credit quality, corresponding market volatility levels and option volatilities. Minimal management judgment is required for fair values calculated using quoted market prices or observable market inputs for models. Greater subjectivity is required when making valuation adjustments for financial instruments in inactive markets or when using models where observable parameters do not exist. Also, the calculation of estimated fair value is based on market conditions at a specific point in time and may not be reflective of future fair values. For the Company's financial instruments carried at cost or amortized cost, the book value is not adjusted to reflect increases or decreases in fair value due to market fluctuations, including those due to interest rate changes, as it is the Company's intention to hold them until there is a recovery of fair value, which may be to maturity.

The Company classifies its investments in fixed maturities and equity investments as available-for-sale and reports these investments at fair value. The Company's LROC preferred units, senior unsecured debentures, subordinated debt and contingent consideration liabilities are measured and reported at fair value.

Fixed maturities and equity investments - Fair values of fixed maturities for which no active market exists are derived from quoted market prices of similar instruments or other third-party evidence. Fair values of equity investments are considered to approximate quoted market values based on the latest bid prices in active markets.

Debt - The fair value of the LROC preferred units is based on quoted market prices, and the fair value of the subordinated debt is calculated by a third-party using a model based on significant market observable inputs. The fair value of senior unsecured debentures, for which no active market exists, was derived from quoted market prices of similar instruments or other third-party evidence.

Contingent consideration - The consideration for certain of the Company's acquisitions includes future payments to the former owners that are contingent upon the achievement of certain targets over future reporting periods. Liabilities for contingent consideration are measured and reported at fair value and are included in accrued expenses and other liabilities in the consolidated balance sheets. The fair value of contingent consideration liabilities is estimated using internal models without relevant observable market inputs. Estimated payments are discounted using present value techniques to arrive at estimated fair value. Contingent consideration liabilities are revalued each reporting period. Changes in the fair value of contingent consideration liabilities can

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result from changes to one or multiple inputs, including adjustments to the discount rates or changes in the assumed achievement or timing of any targets. Changes in assumptions could have an impact on the payout of contingent consideration liabilities. Changes in fair value are reported in the consolidated statements of operations as contingent consideration (benefit) expense. As a result of the analysis performed in 2014, the Company decreased contingent consideration liabilities by $3.0 million during the fourth quarter of 2014, resulting in a total liability of $3.1 million at December 31, 2014, which is included in accrued expenses and other liabilities on the consolidated balance sheets. The maximum the Company can pay in future contingent payments is $13.5 million, on an undiscounted basis.

The Company employs a fair value hierarchy to categorize the inputs it uses in valuation techniques to measure the fair value. The extent of use of quoted market prices (Level 1), valuation models using observable market information (Level 2) and internal models without observable market information (Level 3) in the valuation of the Company's financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2014 and December 31, 2013 was as follows:

(in thousands)		December 31, 2014		
		Fair Value Measurements at the End of the Reporting Period Using		
	Total	Quoted Prices in Active Markets for Identical Assets(Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring fair value measurements				
Assets:				
Fixed maturities:				
U.S. government, government agencies and authorities	$20,759	$—	$20,759	$—
Canadian government	4,242	—	4,242	—
States, municipalities and political subdivisions	3,419	—	3,419	—
Mortgage-backed	5,352	—	5,352	—
Asset-backed securities and collateralized mortgage obligations	7,214	—	7,214	—
Corporate	15,209	—	15,209	—
Total fixed maturities	56,195	—	56,195	—
Equity investments:				
Common stock	19,526	19,526	—	—
Warrants	92	92	—	—
Total equity investments	19,618	19,618	—	—
Other investments	3,576	—	3,576	—
Short-term investments	400	—	400	—
Total assets	$79,789	$19,618	$60,171	$—

Liabilities:				
LROC preferred units	$13,618	$13,618	$—	$—
Subordinated debt	40,659	—	40,659	—
Contingent consideration	3,121	—	—	3,121
Total liabilities	$57,398	$13,618	$40,659	$3,121

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(in thousands)		December 31, 2013		
		Fair Value Measurements at the End of the Reporting Period Using		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring fair value measurements				
Assets:				
Fixed maturities:				
U.S. government, government agencies and authorities	$18,338	$—	$18,338	$—
Canadian government	4,082	—	4,082	—
States, municipalities and political subdivisions	6,231	—	6,231	—
Mortgage-backed	2,006	—	2,006	—
Asset-backed securities and collateralized mortgage obligations	3,994	—	3,994	—
Corporate	19,500	—	19,500	—
Total fixed maturities	54,151	—	54,151	—
Equity investments	7,137	7,137	—	—
Other investments	3,000	—	3,000	—
Short-term investments	501	—	501	—
Total assets	$64,789	$7,137	$57,652	$—
Liabilities:				
LROC preferred units	$14,854	$14,854	$—	$—
Senior unsecured debentures	14,356	—	14,356	—
Subordinated debt	28,471	—	28,471	—
Contingent consideration	5,344	—	—	5,344
Total liabilities	$63,025	$14,854	$42,827	$5,344

The following table provides a reconciliation of the fair value of recurring Level 3 fair value measurements for the years ended December 31, 2014 and December 31, 2013:

(in thousands)	Years ended December 31,	
	2014	2013
Liabilities:		
Contingent consideration:		
Beginning balance	$5,344	$3,987
Issuance of contingent consideration in connection with acquisitions	—	572

Change in fair value of contingent consideration included in net loss	(2,223)	785
Ending balance	$3,121	$5,344

NOTE 26 RELATED PARTY TRANSACTIONS

Related party transactions, including services provided to or received by the Company's subsidiaries, are carried out in the normal course of operations and are measured in part by the amount of consideration paid or received as established and agreed by the parties. Management believes that consideration paid for such services in each case approximates fair value. Except where disclosed elsewhere in these Consolidated Financial Statements, the following is a summary of related party transactions.

On February 11, 2014, the Company's subsidiary, 1347 Advisors entered into a Management Services Agreement ("MSA") with PIH which provides for certain services, including forecasting, analysis of capital structure and reinsurance programs, consultation in future restructuring or capital raising transactions, and consultation in corporate development initiatives, that 1347 Advisors will provide to PIH unless and until 1347 Advisors and PIH agree to terminate the services. On February 24, 2015, the Company announced that it had entered into a definitive agreement with PIH to terminate the MSA. See Note 30, "Subsequent Event," for further details.

On March 7, 2014, the Company's subsidiary, 1347 Capital appointed Gordon G. Pratt, CEO of Fund Management Group ("FMG"), as Chairman of 1347 Capital. At December 31, 2014, the Company has a note receivable of $1.5 million outstanding from FMG which is included in other receivables in the consolidated balance sheets.

On March 26, 2014, the Company entered into a Performance Share Grant Agreement with PIH, whereby the Company will be entitled to receive up to an aggregate of 375,000 shares of PIH common stock upon achievement of certain milestones for PIH’s stock price. Pursuant to the terms of the Performance Share Grant Agreement, if at any time the last sales price of PIH’s common stock equals or exceeds: (i) $12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period, the Company will receive 125,000 shares of PIH common stock; (ii) $15.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period, the Company will receive 125,000 shares of PIH common stock (in addition to the 125,000 shares of common stock earned pursuant to clause (i) herein); and (iii) $18.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period, the Company will receive 125,000 shares of PIH common stock (in addition to the 250,000 shares of common stock earned pursuant to clauses (i) and (ii) herein). The shares of common stock granted to the Company will have a valuation equal to the last sales price of PIH common stock on the day prior to such grant. No shares were received by the Company under the Performance Share Grant Agreement as of December 31, 2014.

During the second quarter of 2014, the Company made an investment in Itasca Golf Investors, LLC ("Itasca Golf") which is included in limited liability investments on the consolidated balance sheets. On August 28, 2014, the Company entered into a $0.5 million line of credit with Itasca Golf. On August 29, 2014, the Company advanced $0.5 million to Itasca Golf under the line of credit which is included in other receivables on the consolidated balance sheets. The line of credit bears interest at 3% and matures on August 28, 2016.

NOTE 27 COMMITMENTS AND CONTINGENT LIABILITIES

(a) Legal proceedings:

In connection with its operations in the ordinary course of business, the Company and its subsidiaries are named as defendants in various actions for damages and costs allegedly sustained by the plaintiffs. While it is not possible to estimate the loss, or range of loss, if any, that may be incurred in connection with any of the various proceedings at this time, it is possible that individual actions may result in losses having material adverse effects on the Company's financial condition or results of operations.

(b) Commitment:

The Company has entered into subscription agreements to commit up to $6.0 million of capital to allow for participation in limited liability investments which invest principally in income-producing real estate. At December 31, 2014, the unfunded commitment was $0.4 million.

(c) Collateral pledged:

Fixed maturities and short-term investments with an estimated fair value of $12.9 million and $14.2 million were on deposit with state and provincial regulatory authorities at December 31, 2014 and 2013, respectively. Also, from time to time, the Company pledges investments to third-parties to collateralize liabilities incurred under its policies of insurance. The amount of such pledged investments was $17.5 million and $24.4 million at December 31, 2014 and 2013, respectively. Collateral pledging transactions are conducted under terms that are common and customary to standard collateral pledging and are subject to the Company's standard risk management controls.

(d) Future minimum lease payments:

The Company leases certain office space under non-cancelable leases, with initial terms typically ranging from three to ten years, along with options that permit renewals for additional periods. The Company also leases certain equipment under non-cancelable operating leases, with initial terms typically ranging from three to five years. Minimum rent is expensed on a straight-line basis over the term of the lease. Future minimum annual lease payments under operating leases for office space and equipment for the next five years and thereafter are:

(in thousands)	
2015	$3,592
2016	2,821
2017	2,323
2018	1,625
2019	1,357
Thereafter	—

NOTE 28 REGULATORY CAPITAL REQUIREMENTS AND RATIOS

In the United States, a risk-based capital ("RBC") formula is used by the National Association of Insurance Commissioners (the "NAIC") to identify property and casualty insurance companies that may not be adequately capitalized. In general, insurers reporting surplus as regards policyholders below 200% of the authorized control level, as defined by the NAIC, at December 31 are subject to varying levels of regulatory action, including discontinuation of operations. As of December 31, 2014, surplus as regards policyholders reported by each of our insurance subsidiaries exceeded the 200% threshold.

During the fourth quarter of 2012, the Company began taking steps to place all of Amigo into voluntary run-off. In April 2013, Kingsway filed a comprehensive run-off plan with the OIR, which outlines plans for Amigo's run-off. Amigo remains in compliance with that plan. As of December 31, 2014, Amigo's RBC was 285%.

The Company previously placed UCC into voluntary run-off in early 2011. At the time it was placed into voluntary run-off, UCC's RBC was 160%. UCC entered into a comprehensive run-off plan approved by the Illinois Department of Insurance in June 2011. UCC remains in compliance with that plan. As of December 31, 2014, UCC's RBC was 3,626%.

The Company's reinsurance subsidiary, which is domiciled in Barbados, is required by the regulator in Barbados to maintain minimum capital levels. As of December 31, 2014, the capital maintained by Kingsway Reinsurance Corporation was in excess of the regulatory capital requirements in Barbados.

NOTE 29 STATUTORY INFORMATION AND POLICIES

The Company's insurance subsidiaries prepare statutory basis financial statements in accordance with accounting practices prescribed or permitted by the Departments of Insurance in states in which they are domiciled. "Prescribed" statutory accounting practices include state laws, regulations and general administrative rules, as well as a variety of publications of the NAIC. "Permitted" statutory accounting practices encompass all accounting practices that are not prescribed. Such practices may differ from state to state; may differ from company to company within a state; and may change in the future.

The Company's insurance subsidiaries are required to report results of operations and financial position to insurance regulatory authorities based upon statutory accounting practices. In converting from statutory to U.S. GAAP, typical adjustments include deferral of acquisition costs, the inclusion of statutory non-admitted assets in the balance sheets, the inclusion of net unrealized holding gains or losses related to fixed maturities in shareholders’ equity, and the inclusion of changes in deferred tax assets and liabilities in net loss.

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Statutory capital and surplus and statutory net income (loss) for the Company's insurance subsidiaries are:

(in thousands)	December 31,	
	2014	2013
Combined net income (loss), statutory basis	$2,725	$(3,575)
Combined capital and surplus, statutory basis	$39,042	$40,647

The Company’s insurance subsidiaries are required to hold minimum levels of statutory capital and surplus to satisfy regulatory requirements. The minimum statutory capital and surplus, or company action level RBC, necessary to satisfy regulatory requirements for the Company's insurance subsidiaries collectively was $26.2 million at December 31, 2014. Company action level RBC is the level at which an insurance company is required to file a corrective action plan with its regulators and is equal to 200% of the authorized control level RBC.

Dividends paid by insurance subsidiaries are restricted by regulatory requirements of the insurance departments in the subsidiaries' state of domicile. The maximum amount of dividends that can be paid to shareholders by insurance companies without prior approval of the domiciliary state insurance commissioner is generally limited to the greater of (i) 10% of a company's statutory capital and surplus at the end of the previous year or (ii) 100% of the company's net income for the previous year and is generally required to be paid out of an insurance company's unassigned funds. At December 31, 2014, the U.S. insurance subsidiaries of the Company were restricted from making any dividend payments without regulatory approval pursuant to the domiciliary state insurance regulations.

NOTE 30 SUBSEQUENT EVENT

On February 24, 2015, the Company announced that it had entered into a definitive agreement with PIH to terminate the MSA which was put in place on February 11, 2014, prior to the initial public offering of PIH. See Note 26, "Related Party Transactions," for further details regarding the MSA. Pursuant to the transaction, 1347 Advisors received the following consideration: $2.0 million in cash; $3.0 million of 8% preferred stock of PIH, redeemable in five years; a Performance Shares Grant Agreement with PIH, whereby 1347 Advisors will be entitled to receive 100,000 shares of PIH common stock if at any time the last sales price of PIH's common stock equals or exceeds $10.00 per share for any 20 trading days within any 30-trading day period; and warrants to purchase 1,500,000 shares of common stock of PIH with a strike price of $15.00, expiring in seven years. The Company expects to record an estimated pre-tax gain of approximately $6.7 million during the first quarter of 2015 related to this transaction.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management performed an evaluation under the supervision and with the participation of the Company's principal executive officer and the principal financial officer, and completed an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e), as adopted by the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended ("the Exchange Act") as of the end of the period covered by this Annual Report. Disclosure controls and procedures are the controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective.

KINGSWAY FINANCIAL SERVICES INC.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles. All control systems contain inherent limitations, no matter how well designed. As a result, the Company's management acknowledges that its internal controls over financial reporting will not prevent or detect all misstatements due to error or fraud. In addition, management's evaluation of controls can provide only reasonable, not absolute, assurance that all control issues that may result in material misstatements, if any, have been detected.

The Company's management, including the Company's principal executive officer and principal financial officer, evaluated the Company's internal control over financial reporting based on the framework in Internal Control - Integrated Framework (1992 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2014.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the period beginning October 1, 2014, and ending December 31, 2014, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information

None

PART III.

Item 10. Directors, Executive Officers, and Corporate Governance

The information required by this Item is incorporated herein by reference to the Proxy Statement for our 2015 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended December 31, 2014.

We have adopted a code of ethics applicable to our directors, principal executive officer, principal financial officer, and other senior financial personnel ("Code of Ethics for Senior Financial Personnel") which is posted in the "Corporate Governance" section of our website at www.kingsway-financial.com. Any future amendments to the Code of Ethics for Senior Financial Personnel and any grant of waiver from a provision of the code requiring disclosure under applicable SEC rules will be disclosed in the "Corporate Governance" section of our website.

Item 11. Executive Compensation

The information required by this Item is incorporated herein by reference to the Proxy Statement for our 2015 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended December 31, 2014.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information regarding our equity compensation plans is incorporated herein by reference to Item 5 of Part II of this Form 10-K. All other information required by this Item is incorporated herein by reference to the Proxy Statement for our 2015 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended December 31, 2014.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item is incorporated herein by reference to the Proxy Statement for our 2015 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended December 31, 2014.

Item 14. Principal Accounting Fees and Services

The information required by this Item is incorporated herein by reference to the Proxy Statement for our 2015 Annual Meeting of Shareholders, which will be filed with the SEC no later than 120 days after the end of our fiscal year ended December 31, 2014.

Part IV

Item 15. Exhibits, Financial Statement Schedules

(a) Documents filed as part of this Report

(1) Consolidated Financial Statements. See "Index to Consolidated Financial Statements" in Part II, Item 8 of this Form 10-K.

(2) Financial Statement Schedules. The following financial statement schedules are filed as a part hereof along with the related reports of the Independent Registered Public Accounting Firm included in Part II, Item 8. Schedules not listed here have been omitted because they are not applicable or the required information is included in the consolidated financial statements.

Schedule I   Investments Other Than Investments in Related Parties
Schedule II   Financial Information of Registrant (Parent Company)
Schedule III   Supplementary Insurance Information
Schedule IV   Reinsurance Schedule
Schedule VI   Supplemental Information Concerning Property-Casualty Insurance Operations

(3) Exhibits. The exhibits listed in the accompanying "Index to Exhibits" that follow the signature pages of this report are filed or incorporated by reference as part of this Form 10-K.

(b) Exhibits. Included in Item 15(a)(3) above

(c) Financial Statement Schedules. Included in Item 15(a)(2) above

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE I. Investments Other Than Investments in Related Parties

(in thousands)	December 31, 2014		
	Cost or Amortized Cost	Fair Value	Amount Shown on Consolidated Balance Sheet
Fixed maturities:			
U.S. government, government agencies and authorities	$20,436	$20,759	$20,759
Canadian government	4,519	4,242	4,242
States, municipalities and political subdivisions	3,358	3,419	3,419
Mortgage-backed	5,330	5,352	5,352
Asset-backed securities and collateralized mortgage obligations	7,221	7,214	7,214
Corporate	15,136	15,209	15,209
Total fixed maturities	56,000	56,195	56,195
Equity investments:			
Common stock	16,450	19,526	19,526
Warrants	129	92	92
Total equity investments	16,579	19,618	19,618
Limited liability investments	7,294	—	7,294
Other investments	3,576	—	3,576
Short-term investments	400	—	400
Total investments	$83,849	$75,813	$87,083

NOTE 1: Cost approximates fair value for limited liability investments, other investments and short-term investments.

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE II. Financial Information of Registrant (Parent Company)

Parent Company Balance Sheets

(in thousands)	December 31, 2014	December 31, 2013
Assets		
Investments in subsidiaries	$38,599	$29,296
Cash and cash equivalents	6,694	4,562
Other assets	3,251	3,409
Total Assets	$48,544	$37,267
Liabilities and Shareholders' Equity		
Liabilities:		
Accrued expenses and other liabilities	$348	$347
Total Liabilities	348	347
Class A preferred stock	6,330	—
Shareholders' Equity:		
Common stock	—	—
Additional paid-in capital	340,844	324,803
Accumulated deficit	(312,050)	(298,930)
Accumulated other comprehensive income	8,670	9,601
Shareholders' equity attributable to common shareholders	37,464	35,474
Noncontrolling interests in consolidated subsidiaries	4,402	1,446
Total Shareholders' Equity	41,866	36,920
Total Liabilities and Shareholders' Equity	$48,544	$37,267

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE II. Financial Information of Registrant (Parent Company)

Parent Company Statements of Operations

(in thousands)	Years ended December 31,	
	2014	2013
Revenues:		
Net investment income	$7	$35
Other expenses	(298)	(341)
Total revenues	(291)	(306)
Expenses:		
General and administrative expenses	2,796	2,875
Total expenses	2,796	2,875
Loss from continuing operations before income tax benefit and equity in loss of subsidiaries	(3,087)	(3,181)
Income tax benefit	(341)	(710)
Equity in loss of subsidiaries	(8,478)	(33,613)
Net loss	$(11,224)	$(36,084)

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE II. Financial Information of Registrant (Parent Company)

Parent Company Statements of Comprehensive Loss

(in thousands)	Years ended December 31, 2014	2013
Net loss	$(11,224)	$(36,084)
Other comprehensive loss, net of taxes[1]:		
Unrealized (losses) gains on fixed maturities and equity investments:		
Unrealized (losses) gains arising during the period	—	—
Reclassification adjustment for amounts included in net loss	—	—
Foreign currency translation adjustments	(31)	10
Other comprehensive (loss) income - parent only	(31)	10
Equity in other comprehensive loss of subsidiaries and investee	(1,045)	(5,225)
Other comprehensive loss	(1,076)	(5,215)
Comprehensive loss	$(12,300)	$(41,299)

(1) Net of income tax benefit of $0 in 2014 and 2013

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE II. Financial Information of Registrant (Parent Company)

Parent Company Statements of Cash Flows

(in thousands)	Years ended December 31, 2014	2013
Cash provided by (used in):		
Operating activities:		
Net loss	$(11,224)	$(36,084)
Adjustments to reconcile net loss to net cash used in operating activities:		
Equity in net loss of subsidiaries	8,478	33,613
Stock based compensation expense, net of forfeitures	1,238	325
Other, net	(145)	(7,324)
Net cash used in operating activities	(1,653)	(9,470)
Financing activities:		
Proceeds from issuance of preferred stock, net	6,330	—
Proceeds from issuance of common stock, net	—	12,100
Proceeds from issuance of warrants	14,803	—
Capital contributions to subsidiaries	(19,500)	—
Cash dividends received from subsidiaries	2,152	—
Net cash provided by financing activities	3,785	12,100
Net increase in cash and cash equivalents	2,132	2,630
Cash and cash equivalents at beginning of period	4,562	1,932
Cash and cash equivalents at end of period	$6,694	$4,562

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE III. Supplementary Insurance Information

(in thousands)	December 31,			Years ended December 31,				
	Deferred Acquisition Costs	Unpaid Loss and Loss Adjustment Expenses	Unearned Premiums	Net Premiums Earned	Loss and Loss Adjustment Expenses	Amortization of Deferred Acquisition Costs	Other Operating Expenses	Net Premiums Written
2014								
Insurance Underwriting	$6,786	$63,895	$36,432	$113,479	$79,070	$21,713	$19,888	$118,021
Amounts not allocated to segments	—	—	—	4,114	384	881	563	5,357
Total	$6,786	$63,895	$36,432	$117,593	$79,454	$22,594	$20,451	$123,378
2013								
Insurance Underwriting	$5,329	$84,180	$37,573	$104,625	$77,798	$26,752	$24,963	$100,839
Amounts not allocated to segments	1,925	354	11,004	4,983	2,928	1,328	1,891	12,792
Total	$7,254	$84,534	$48,577	$109,608	$80,726	$28,080	$26,854	$113,631

NOTE 1: Net investment income is not allocated to segments, therefore net investment income is not provided in this schedule.

NOTE 2: Amounts not allocated to segments represent balances related to the Company's disposed subsidiary, PIH.
See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE IV. Reinsurance
(in thousands, except for percentages)

	Years ended December 31,				
	Direct Premiums Written	Premiums Ceded to Other Companies	Premiums Assumed from Other Companies	Net Premiums Written	Percentage of Premiums Assumed to Net
2014	$99,540	$(3,695)	$20,143	$123,378	16.3%
2013	$125,077	$31,031	$19,585	$113,631	17.2%

See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SCHEDULE VI. Supplemental Information Concerning Property-Casualty Insurance Operations
(in thousands)

						Loss and Loss Adjustment Expenses Related to				
Affiliation with Registrant (1)	Deferred Acquisition Costs	Unpaid Loss and Loss Adjustment Expenses	Unearned Premiums	Net Earned Premiums	Net Investment Income	Current Year	Prior Years	Amortization of Deferred Acquisition Costs	Paid Loss and Loss Adjustment Expenses	Net Premiums Written
Year ended December 31, 2014										
	$ 6,786	$ 63,895	$ 36,432	$ 117,593	$ 1,281	$ 84,577	$ (5,123)	$ 22,594	$ 94,949	$ 123,378
Year ended December 31, 2013										
	$ 7,254	$ 84,534	$ 48,577	$ 109,608	$ 1,258	$ 81,906	$ (1,180)	$ 28,080	$ 101,772	$ 113,631

(1) Consolidated property-casualty insurance operations
See accompanying report of independent registered accounting firm.

KINGSWAY FINANCIAL SERVICES INC.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KINGSWAY FINANCIAL SERVICES INC.

Date:	March 13, 2015	By:	/s/ Larry G. Swets, Jr.
		Name:	Larry G. Swets, Jr.
		Title:	President, Chief Executive Officer and Director (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Larry G. Swets, Jr. Larry G. Swets, Jr.	President, Chief Executive Officer and Director (principal executive officer)	March 13, 2015
/s/ William A. Hickey, Jr. William A. Hickey, Jr.	Executive Vice President, Chief Operating Officer and Chief Financial Officer (principal financial and accounting officer)	March 13, 2015
/s/ Terence Kavanagh Terence Kavanagh	Chairman of the Board and Director	March 13, 2015
/s/ Gregory Hannon Gregory Hannon	Director	March 13, 2015
/s/ Gary Schaevitz Gary Schaevitz	Director	March 13, 2015
/s/ Joseph Stilwell Joseph Stilwell	Director	March 13, 2015

KINGSWAY FINANCIAL SERVICES INC.

EXHIBIT INDEX

Exhibit	Description
3.1	Certificate of Amendment to the Articles of Incorporation of Kingsway Financial Services Inc. (included as exhibit 3.1 to the Form 10-Q, filed November 7, 2013, and incorporated herein by reference).
3.2	By-law No. 5 of Kingsway Financial Services Inc. (included as exhibit 3.2 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.1	Indenture dated January 28, 2004 among Kingsway America Inc., Kingsway Financial Services Inc. and BNY Midwest Trust Company (included as exhibit 4.1 to the Form F-4, filed May 27, 2004, and incorporated herein by reference).
4.2	Trust Indenture dated July 10, 2007 among Kingsway 2007 General Partnership, Kingsway Financial Services Inc., Kingsway America Inc., and Computershare Trust Company of Canada (included as exhibit 4.2 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.3	Indenture dated December 4, 2002 between Kingsway America Inc. and State Street Bank and Trust Company of Connecticut, National Association (included as exhibit 4.3 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.4	Indenture dated May 15, 2003 between Kingsway America Inc. and U.S. Bank National Association (included as exhibit 4.4 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.5	Indenture dated October 29, 2003 between Kingsway America Inc. and U.S. Bank National Association (included as exhibit 4.5 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.6	Indenture dated May 22, 2003 between Kingsway America Inc., Kingsway Financial Services Inc., and Wilmington Trust Company (included as exhibit 4.6 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.7	Junior Subordinated Indenture dated September 30, 2003 between Kingsway America Inc. and J.P Morgan Chase Bank (included as exhibit 4.7 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.8	Indenture dated December 16, 2003 between Kingsway America Inc., Kingsway Financial Services Inc., and Wilmington Trust Company (included as exhibit 4.8 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
4.9	Excerpt of the Articles of Amendment to the Articles of Incorporation of the Company (included as Exhibit 4.1 to the Form 8-K, filed December 27, 2013, and incorporated herein by reference).
4.10	Form of Common Stock Series C Warrant Agreement (included as exhibit 4.2 to the Form 8-K, filed December 27, 2013, and incorporated herein by reference).
4.11	Amended and Restated Common Stock Series B Warrant Agreement, dated July 8, 2014 (included as Exhibit 4.1 to the Form 8-K, filed July 10, 2014, and incorporated herein by reference).

10.1	Amended and Restated Stock Option Plan of Kingsway Financial Services Inc., dated as of May 2001 and amended most recently as of May 2007 (included as exhibit 10.1 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
10.2	Purchase Agreement, dated January 25, 2010, between The Westaim Corporation and Kingsway Financial Services Inc. (included as exhibit 10.2 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
10.3	Second Amendment to and Assignment and Assumption of Purchase Agreement, dated June 21, 2010, by and among FH Enterprises Inc., JBA Associates Inc., the four individual holders of all of JBA's voting securities, and Kingsway America Inc. (included as exhibit 10.3 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
10.4	Tax Benefit Preservation Plan Agreement, dated as of September 28, 2010, between Kingsway Financial Services Inc. and Computershare Investor Services Inc. (included as exhibit 10.4 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
10.5	Agreement and Plan of Merger, dated December 14, 2010, among JJR VI Acquisition Corp., Atlas Acquisition Corp., Kingsway Financial Services Inc., and American Insurance Acquisition Inc. (included as exhibit 10.5 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).

KINGSWAY FINANCIAL SERVICES INC.

10.6	Operating Agreement of Acadia GP, LLC dated March 16, 2011 (included as exhibit 10.8 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.7	Stock Purchase Agreement dated March 30, 2011 between HRM Acquisition Corp. and Kingsway America Inc. (included as exhibit 10.1 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.8	Senior Promissory Note dated March 30, 2011 issued by HRM Acquisition Corp. to Kingsway America Inc. (included as exhibit 10.2 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.9	Junior Promissory Note dated March 30, 2011 issued by HRM Acquisition Corp to Kingsway America Inc. (included as exhibit 10.3 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.10	Note Purchase Agreement dated March 30, 2011 between HRM Acquisition Corp. and United Property and Casualty Insurance Company (included as exhibit 10.4 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.11	Promissory Note dated March 30, 2011 issued by HRM Acquisition Corp. to United Property and Casualty Insurance Company (included as exhibit 10.5 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.12	Agreement of Limited Partnership dated March 30, 2011 between Acadia GP, LLC (in its capacity as a general partner of Acadia Acquisition Partners, L.P.) and limited partners (including United Property and Casualty Insurance Company) (included as exhibit 10.6 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.13	Intercreditor Agreement dated March 30, 2011 between HRM Acquisition Corp. and Kingsway America Inc. (included as exhibit 10.7 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.14	Subscription and Investment Representation Agreement dated March 30, 2011 (included as exhibit 10.9 to the March 31, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.15	Management Services Agreement between United Insurance Management, L.C. and 1347 Advisors LLC, effective August 29, 2011 (included as exhibit 10.1 to the September 30, 2011 Form 10-Q, filed March 27, 2012, and incorporated herein by reference).
10.16	Kingsway Financial Services Inc. 2013 Equity Incentive Plan (included as Schedule B to the Definitive Proxy Statement on Schedule 14A filed with the SEC on April 11, 2013, and incorporated herein by reference).
10.17	Form of Subscription Agreement (included as Exhibit 10.1 to the Form 8-K, filed December 27, 2013, and incorporated herein by reference).
10.18	Registration Rights Agreement, dated February 3, 2014, by and among the Company and the other parties signatory thereto (included as Exhibit 10.2 to the Form 8-K, filed February 4, 2014, and incorporated herein by reference).

10.19	Kingsway America Inc. Employee Share Purchase Plan (included as Schedule B to the Definitive Proxy Statement on Schedule 14A filed with the SEC on April 30, 2014 and incorporated herein by reference).
14	Kingsway Financial Services Inc. Code of Business Conduct & Ethics (included as exhibit 14 to the Form 10-K, filed March 30, 2012, and incorporated herein by reference).
21	Subsidiaries of Kingsway Financial Services Inc.
23	Consent of BDO USA, LLP
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

KINGSWAY FINANCIAL SERVICES INC.

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase