

Homeowners Choice, Inc.  
Form S-1/A  
July 24, 2008  
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As filed with the Securities and Exchange Commission on July 24, 2008

Registration No. 333-150513

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**Amendment No. 4**

**to**

**FORM S-1**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**HOMEOWNERS CHOICE, INC.**

(Exact name of registrant as specified in its charter)

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<b>Florida</b>	<b>6331</b>	<b>20-5961396</b>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

**145 N.W. Central Park Plaza, Suite 115**

**Port St. Lucie, Florida 34986**

**(772) 204-9394**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**F&L Corp.**

**One Independent Drive, Suite 1300**

**Jacksonville, Florida 32202**

**(904) 359-2000**

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

*Copies to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  :

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  .

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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Title of Each Class of Securities to Be Registered	Proposed	
	Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Units, each Unit consisting of one share of Common Stock, no par value, and one Warrant	\$11,666,676 <sup>(5)</sup>	\$458.50
Shares of Common Stock included as part of the Units		(2)
Warrants included as part of the Units		(2)
Common Stock Underlying Warrants <sup>(3)(4)</sup>	\$ 7,000,000 <sup>(6)</sup>	\$275.10
Total	\$18,666,676	\$733.60 <sup>(7)</sup>

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Section 6(b) and Rule 457(o) of the Securities Act of 1933.

(2) No fee pursuant to Rule 457(g).

(3) Includes offering price attributable to shares issuable upon exercise of warrants that we have agreed to issue to our placement agents.

(4) Pursuant to Rule 416, this registration statement also covers such number of additional shares of common stock to prevent dilution resulting from stock splits, stock dividends and similar transactions pursuant to the terms of the warrants referenced above.

(5) Includes an additional \$1,666,668 of Units that were not registered in the initial Registration Statement filed on April 30, 2008.

(6) Includes an additional \$999,996 of common stock underlying the warrants that were not registered in the initial Registration Statement filed on April 30, 2008.

(7) \$628.80 of this registration fee was previously paid in connection with the filing of the initial Registration Statement on April 30, 2008.

**The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents****Maximum of 1,666,668 Units****Minimum of 1,333,334 Units****Each Unit Consisting of One Share of Common Stock and One Warrant**

Homeowners Choice, Inc. is offering for sale up to 1,666,668 units, with each unit consisting of one share of common stock and one warrant. Two warrants may be exercised to acquire one share of common stock at an exercise price equal to \$9.10 per share. You may exercise your warrants at any time after the closing of this offering and ending five years after the closing of this offering. We may cancel the warrants, in whole or in part, and if in part, by lot, at any time following the six month anniversary of the closing of this offering if the closing price per share of our common stock exceeds \$11.38 for at least ten trading days within any period of twenty consecutive trading days.

Our placement agents, Anderson & Strudwick, Incorporated and GunnAllen Financial, Inc., are selling the units on a minimum/maximum best efforts basis. The placements agents are not required to sell any specific dollar amount of securities but will use their best efforts to sell the securities offered. Our placement agents will receive a fee with respect to such sales. Subscriptions for the units will be deposited into escrow with SunTrust Bank, N.A. until a minimum of 1,333,334 units have been sold. In the event we do not sell a minimum of 1,333,334 units by September 30, 2008, escrowed funds will be promptly returned to investors without interest or deduction. In the event that a minimum of 1,333,334 units are sold by September 30, 2008, we will close on those funds received and promptly issue the units.

Prior to this offering, there has been no public market for our units, common stock or warrants. The initial public offering price of the units is \$7.00 per unit. The shares of common stock and warrants comprising the units are expected to trade separately immediately upon commencement of trading. Our units have been approved for listing on The NASDAQ Global Market under the symbol HCIU. Once the securities comprising the units begin separate trading, the common stock and the warrants will be traded on The NASDAQ Global Market under the symbols HCII and HCIIW, respectively.

**Investing in our common stock involves risks. See Risk Factors on page 10.**

	Price to Public	Placement Agent Fees <sup>(1)</sup>	Proceeds, Before Expenses, to Homeowners Choice <sup>(2)</sup>
Per Unit	\$ 7.00	\$ .49	\$ 6.51
Total if minimum sold	\$ 9,333,338	\$ 653,334	\$ 8,680,004
Total if maximum sold	\$ 11,666,676	\$ 816,667	\$ 10,850,009

<sup>(1)</sup> We have also agreed to issue to our placement agents warrants to purchase that number of shares of our common stock equal to 10% of the number of units sold in the offering. These warrants will have an exercise price equal to 130% of the initial public offering price.

<sup>(2)</sup> We expect total cash expenses for this offering to be approximately \$700,000. Delivery of the units will be made on or about , 2008.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**ANDERSON & STRUDWICK, INCORPORATED**

The date of this prospectus is

**GUNNALLEN FINANCIAL, INC.**

, 2008.

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**PROSPECTUS SUMMARY**

*This summary highlights information that we present more fully in the rest of this prospectus and does not contain all of the information you should consider before investing in our securities. This summary contains forward-looking statements that involve risks and uncertainties, such as statements about our plans, objectives, expectations, assumptions or future events. These statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances or achievements expressed or implied by the forward-looking statements. You should read the entire prospectus carefully, including the Risk Factors section and our consolidated financial statements and related notes. Except as otherwise indicated, the market data and industry statistics in this prospectus are based upon independent industry publications and other publicly available information. Unless the context requires otherwise, as used in this prospectus, the terms HCI, we, us, our, the Company, our company, and similar references refer to Homeowners Choice, Inc. and its subsidiaries.*

**Our Business**

*Overview*

We are a property and casualty insurance holding company. Through our subsidiaries, we currently provide property and casualty homeowners insurance, condominium-owners insurance, and tenants insurance to individuals owning property in Florida. We provide these insurance products at competitive rates, while pursuing profitability using our selective underwriting criteria.

We began operations in June of 2007 by participating in a take-out program through which we assumed insurance policies held by Citizens Property Insurance Corporation ( Citizens ), a Florida state-supported insurer. Since inception, we have assumed, through our insurance subsidiary, Homeowners Choice Property & Casualty Insurance Company, Inc., more than 23,000 property and casualty insurance policies from Citizens representing \$66 million in annualized premiums. Of those policies, approximately 85% are homeowners insurance policies, and the remaining 15% are a combination of policies written for condominium-owners and tenants. As of March 31, 2008, we had total assets of \$57.1 million and stockholders equity of \$18.4 million. Our net income was \$1.0 million for the year ended December 31, 2007 and \$3.9 million for the quarter ended March 31, 2008.

The Florida Residential Property and Casualty Joint Underwriting Association (now known as Citizens) was formed by the Florida legislature in December of 1992 following Hurricane Andrew. The losses resulting from Hurricane Andrew caused several small property insurance companies to become insolvent, while some of the large insurance companies began canceling many of their Florida policies in order to reduce their potential loss exposure in the event of another major hurricane. This left a large number of Florida homeowners without access to property insurance coverage. Citizens mission is to provide residential property insurance coverage to Florida homeowners who cannot obtain private insurance. If an insurance agent is unable to place a policy with a private insurer, the agent can write a policy for Florida residential property through Citizens. Citizens now has over 1.2 million policies in force and has the largest market share of any insurer in the State of Florida, making the State vulnerable to the risk of a catastrophic event. In an effort to reduce this risk, the Florida legislature instituted a depopulation or take-out program to encourage private insurance companies, like ours, to assume policies from Citizens thereby reducing the State s loss exposure.

After thoroughly reviewing the policies that we are eligible to assume from Citizens, we assume only those policies that meet our selective underwriting criteria. Citizens currently retains 16% of the unearned premium for the policies that we assume, as our acquisition cost. Our rates on these policies must be equal to or less than the rates charged by Citizens. If Citizens reduces its rates, we must reduce our rates by the same amount for our assumed policies; however, if Citizens increases its rates, we will not be permitted to automatically increase our

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rates. We must provide coverage to Citizens' policyholders that we assume in this manner for a period of three years, provided that we can cancel a policy in certain circumstances, including for fraud or misrepresentation and non-payment of premiums.

We must have the approval of the insurance agent in order to assume a policy written by such agent from Citizens. We obtain this approval through a limited producer agreement with the agent. In some instances, we must also have the approval of the agent's affiliated insurance company. This typically applies when the agent is affiliated with a large, national insurance company. Currently, the Florida subsidiaries of two large, national insurance companies, Allstate Floridian Insurance Company and State Farm Florida Insurance Company, permit us to assume policies from Citizens that have been written through their agents. We currently have agent consents relating to approximately one-half of Citizens' policies. In an effort to increase the pool of Citizens' policies that we may assume, we are in discussions with other agents and insurance companies to obtain similar approvals.

Historically, the Florida property and casualty insurance market has been dominated by large, national insurance companies, which began writing property and casualty insurance policies in Florida when rates were much lower than they are today. Following Hurricane Andrew, it became apparent that the historical rates charged by these insurance companies were not adequate to cover the risks they assumed. This problem resurfaced following Florida's unusual hurricane activity in 2004 and 2005. Insurance companies that continued to do business in Florida following these events requested rate increases from the Florida Office of Insurance Regulation (OIR). The OIR is typically reluctant to implement large rate increases over a short period in an effort to ensure that property and casualty rates do not become cost prohibitive for Florida homeowners. As a result, many insurers have been unable to implement in a timely manner, rate increases that they believed were sufficient to offset the risks being assumed. Consequently, many insurers are continuing to decrease the number of property and casualty insurance policies they write in Florida.

We currently have a network of over 1,500 independent agents that have entered into limited producer agreements with us. We have also begun writing insurance policies through these agents that are unrelated to the Citizens' take-out program, which we refer to as voluntary policies. As of March 31, 2008, approximately 99% of our policies are assumed from Citizens and approximately 1% of our policies were voluntary policies. Our independent agents typically represent several insurance companies in order to provide various insurance product lines. Because many large, national insurers have significantly decreased the number of homeowners' insurance policies they write in the State of Florida as described above, we believe a significant opportunity exists to increase the number of voluntary policies that we write through their agents. In some cases, however, we must gain the approval of these larger direct writing insurers in order to provide an alternative source to their agents for writing homeowners' policies in Florida. We intend to seek additional voluntary business from the top-producing agents in our independent agent network and will seek approvals from their affiliated insurance companies as required.

### *Our Market and Opportunity*

We believe that the significant decrease in the number of Florida property and casualty insurance policies written by various large, national insurance companies coupled with the Citizens take-out program has provided smaller, domestic insurance companies, such as our insurance subsidiary, with a unique opportunity for growth in the Florida property and casualty insurance market. Unlike many of the large national insurance companies that have found their rates insufficient to offset the potential risk of loss, we have been able to selectively assume policies meeting our underwriting criteria at a rate that we believe is adequate.

According to the OIR June 2007 data, the market for homeowners' insurance, condominium-owners' insurance, and tenants' insurance (i.e., the insurance products offered by our insurance subsidiary) in Florida is 4.7 million policyholders representing annual premiums in excess of \$8 billion. Citizens currently writes approximately 30% of these policies. Large, national insurance companies account for another 45% of these policies.

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Although the Florida property and casualty insurance market is particularly susceptible to risks due to hurricanes, the statistical likelihood of experiencing catastrophic hurricane-related losses is not as great as recent storm activity might suggest. Each year, forecasters predict the number of storms for the year and the number of storms likely to hit the United States. These forecasts refer to all manner of storms ranging from tropical storms to category 5 hurricanes. Moreover, these predictions do not anticipate the number of storms to impact a particular state, such as Florida.

The Saffir/Simpson hurricane scale classifies hurricanes into five categories according to intensity of sustained winds, central barometric pressure and storm surge. The scale is used primarily to measure the potential damage and flooding a hurricane will cause upon landfall. The U.S. National Hurricane Center classifies hurricanes of category 3 and above as major hurricanes. Tropical storms and the lowest two categories, category 1 and category 2 hurricanes, have wind speeds of less than 110 miles per hour and do not present a significant risk of loss. According to the National Hurricane Center, category 1 storms cause no significant damage to building structures, other than unanchored mobile homes. According to the same source, category 2 storms may damage roofing material, poorly constructed doors and windows, and mobile homes. Consequently, we believe only category 3 and above hurricanes present a significant risk of property damage to our insureds.

A NOAA Technical Memorandum published by the National Weather Service National Hurricane Center in April 2007 reveals that between 1951 and 2006 (a span of 55 years), only 11 major storms (a category 3 or greater) struck Florida, five of which occurred during the well-publicized 2004-2005 hurricane season. The following table contains a compilation of the information in the Technical Memorandum regarding the major storms (category 3 or higher) that struck Florida since 1952:

**FLORIDA HURRICANE HISTORY**

**Category 3 or Greater, 1952-2007**

1952 -	None	1966 -	None	1980 -	None	1994 -	None
1953 -	None	1967 -	None	1981 -	None	1995 -	1
1954 -	None	1968 -	None	1982 -	None	1996 -	None
1955 -	None	1969 -	None	1983 -	None	1997 -	None
1956 -	None	1970 -	None	1984 -	None	1998 -	None
1957 -	None	1971 -	None	1985 -	1	1999 -	None
1958 -	None	1972 -	None	1986 -	None	2000 -	None
1959 -	None	1973 -	None	1987 -	None	2001 -	None
1960 -	1	1974 -	None	1988 -	None	2002 -	None
1961 -	None	1975 -	1	1989 -	None	2003 -	None
1962 -	None	1976 -	None	1990 -	None	2004 -	3
1963 -	None	1977 -	None	1991 -	None	2005 -	2
1964 -	None	1978 -	None	1992 -	1	2006 -	None
1965 -	1	1979 -	None	1993 -	None	2007 -	None

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### *Competitive Strengths*

We believe the following are our key competitive strengths:

*Our Relatively New Position in the Property & Casualty Insurance Market.* Unlike the larger, national insurance companies that have traditionally written homeowners' insurance policies in Florida, we have not had to struggle to maintain rates that we believe are commensurate with the amount of risk that we assume. As a new company, we believe we entered the market with appropriate rates and have not had to request increases in our rates in order to achieve profitability.

*Our Capital Structure.* While other domestic insurance companies have relied upon debt to provide start-up and working capital, since inception, we have been funded entirely by equity.

*Our Underwriting Criteria.* With the aid of our personalized policy rating and administration system, we use highly refined and continually evolving underwriting criteria to determine which new insurance policies we are willing to accept.

*Our Relationships with Government Agencies.* Our Chief Executive Officer and other members of our management team have long standing relationships with agents and insurance regulators in the State of Florida.

*Our Ability to Attract Independent Agents.* Our management team's extensive industry experience and network of contacts facilitate our ability to attract a network of independent agents that we believe will direct potential policyholders to our company to fulfill their homeowners' insurance needs.

*Our In-House Policy Administration System.* Rather than outsourcing the policy administration function, we service, renew, rate and administer all of our policies in-house which we believe allows us to maintain closer relationships with our agents and policyholders and improves our responsiveness to changes in our industry and business.

### *Our Strategies*

Our primary goal is to continue to expand our property and casualty writings in the State of Florida. We intend to employ the following strategies to achieve this goal:

*Increase our Property and Casualty Insurance Offerings in the State of Florida by Increasing our Number of Voluntary Policies.* In recent years, large, national insurance companies have significantly reduced their homeowners' policies written in Florida. We believe this trend presents an opportunity to acquire a number of homeowners policies from these national insurers. We will focus on expanding our relationship with our current network of agents in an effort to secure new business that is unrelated to the Citizens take-out program, which we refer to as voluntary business. When required, we will also seek the approval of their affiliated insurance companies to become an alternative insurance source for their agents and policyholders in Florida.

*Increase our Property and Casualty Insurance Offerings in the State of Florida Through Assumption of Policies Held by Citizens.* Approximately 30% of Florida's homeowners' policies are currently written by Citizens. We intend to continue selecting and assuming, from the large pool of policies held by Citizens, existing insurance policies that meet our selective underwriting criteria. We also will continue to develop our network of independent agents and, when necessary, obtain approval of their affiliated insurance companies in order to increase the number of policies that we are eligible to assume from Citizens.

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*Attract and Retain High-Quality Agents.* We intend to focus our marketing efforts on maintaining and improving our relationships with highly productive agents in our current network, as well as on attracting new high-quality agents in areas with a substantial potential for growth. We believe that these agents will play a key role in our efforts to increase the number of voluntary policies written by our insurance subsidiary.

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*Reducing our Ratio of Expenses to Net Premiums Earned and Using Technology to Increase our Operating Efficiency.* We are committed to improving our profitability by reducing expenses through enhanced technologies and by increasing the number of policies written through the strategic deployment of our capital. We consolidate all processing and administration of our policies to achieve quality control, operating synergies and tighter expense control. We use technology to automate much of our underwriting activities and to efficiently and cost-effectively facilitate policyholder communications.

*Evaluate Appropriate Levels of Reinsurance and Utilize our Planned Reinsurance Subsidiary.* We will continue evaluating the appropriate amount of reinsurance that we believe will limit our loss exposure on individual property and casualty risks in the most cost-effective manner. We have also formed a new subsidiary through which we intend to meet certain of our insurance subsidiary's reinsurance needs.

In addition to the goals and strategies described above, we may at some point consider diversifying our business by offering additional insurance products while maintaining our selective underwriting standards. We may also expand our business outside the State of Florida through the organic growth of our company or through strategic acquisitions. We currently have no definitive plans or arrangements for product line diversification or geographic expansion outside the State of Florida.

### *Challenges and Risks*

We face a number of challenges and risks in implementing our operating and growth strategies, including the following:

We have a limited operating history less than one year on which to base an evaluation of our business and prospects. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stages of development.

In the Florida property insurance market, we compete with large, well-established insurance companies, as well as other specialty insurers. Most of these competitors possess greater financial resources, larger agency networks and greater name recognition than we do.

We write insurance policies that cover homeowners, condominium owners, and tenants for losses that result from, among other things, catastrophes. We are, therefore, subject to claims arising out of catastrophes that may have a significant effect on our business, results of operations, and financial condition. Catastrophes can be caused by various events, including hurricanes, windstorms, hailstorms, explosions, power outages, fires and man-made events.

The insurance industry is highly regulated and supervised. Our insurance subsidiary is subject to the supervision and regulation of the State of Florida. These regulations are administered by the OIR and relate to, among other things: approval of policy forms and premium rates; licensing of insurers and their products; restrictions on the nature, quality and concentration of investments; restrictions on the ability of our insurance subsidiary to pay dividends to us; restrictions on transactions between insurance company subsidiaries and their affiliates; and standards of solvency, including risk-based capital measurements.

Our success depends on our ability to accurately assess the risks associated with the policies that we write. If we fail to accurately assess the risks associated with these policies, we may fail to establish adequate premium rates, which could reduce our net income and result in losses.

Our loss and loss adjustment expense reserves may deviate substantially from the amounts we will ultimately pay on claims and the related costs of adjusting those claims. If actual losses and loss adjustment expenses exceed our reserves, our net income and capital would decrease.



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The implementation of our growth strategies is subject to various risks, including risks associated with our ability to identify, recruit and integrate new independent agents; develop our relationships with these agents; identify additional profitable policies to assume from Citizens; identify new geographic markets and product lines to enter; obtain necessary licenses; identify acquisition candidates and successfully execute and integrate acquisitions we undertake and identify, hire and train new underwriting and financial personnel.

For a discussion of these challenges and other risks relating to our business and an investment in our common stock, see **Risk Factors** beginning on page 10.

**Corporate Information**

Our principal executive offices are located at 145 N.W. Central Park Plaza, Suite 115, Port St. Lucie, Florida 34986, and our telephone number is (772) 204-9394. Our website is [www.hcpci.com](http://www.hcpci.com). Information contained on our website is not incorporated by reference into this prospectus, and such information should not be considered to be part of this prospectus.

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**The Offering**

Securities Offered	A minimum of 1,333,334 and a maximum of 1,666,668 units. Each unit consists of one share of common stock and one warrant.
Warrant Terms	<p>The warrants included in the units will be exercisable any time following the completion of the offering, and will expire on the final day of the 60<sup>th</sup> month following the date of the closing of this offering. Two warrants may be exercised to purchase one share of our common stock at an exercise price equal to \$9.10 per share.</p> <p>We may cancel the warrants, in whole or in part, and if in part, by lot, at any time following the six-month anniversary of the closing date of this offering, if the closing price per share of our common stock exceeds \$11.38 per share for at least ten trading days within any period of twenty consecutive trading days. In such an event, the warrant expiration date will be reduced to 30 days from the date of our issuance of a press release announcing such change to the warrant term.</p>
Common Stock Outstanding After the Offering	Assuming that we sell the minimum number of units, we will have 6,515,334 shares outstanding and assuming that we sell the maximum number of units, we will have 6,848,668 shares outstanding (not including the shares of common stock underlying the warrants offered hereby nor the shares of common stock underlying the warrants to be issued to our placement agents).
NASDAQ Global Market Symbols/CUSIP Numbers	HCIU for our units (CUSIP No. 43741E 202), HCII for our common stock (CUSIP No. 43741E 103), and HCIW for our warrants (CUSIP No. 43741E 111).
Use of Proceeds	We intend to use the estimated net proceeds from this offering primarily for increasing our statutory surplus so that we can write additional policies, as well as general corporate purposes.
Risk Factors	See <b>Risk Factors</b> and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our securities.
Conditions to Closing	We will not close the offering if we do not receive subscriptions to purchase at least the minimum offering amount.
Escrow Period	Funds will be held in escrow until the earlier of our receipt of commitments to purchase 1,333,334 units or September 30, 2008.
Escrow Agent	SunTrust Bank, N.A. will serve as escrow agent for the subscription funds pending the closing of the offering.



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The following tables set forth a summary of our consolidated financial data for the periods presented and should be read in conjunction with our consolidated financial statements and the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus. All share and per share information have been restated to reflect a 1-for-2.50 stock split effected as of June 16, 2008.

	Year Ended December 31, 2007	Period from November 30, 2006 (Inception) to December 31, 2006 (Dollars in thousands)	Three months Ended March 31,	
			2008	2007
<b>Consolidated Statement of Operations Data:</b>				
<b>Revenue</b>				
Net premiums earned	\$ 7,034		\$ 10,441	
Net investment income	602		346	
Other	24		119	
Total revenue	7,660		10,906	
<b>Expenses</b>				
Losses and loss adjustment expenses	2,742		2,274	
Policy acquisition and other underwriting expenses	2,868		2,316	
Preopening expenses	419	62		79
Total expenses	6,029	62	4,590	79
Income (loss) before income taxes	1,631	(62)	6,316	(79)
Income taxes	614		2,392	
Net income (loss)	\$ 1,017	\$ (62)	\$ 3,924	\$ (79)
Net earnings per share <sup>(1)</sup>				