

Global Indemnity plc  
Form 10-K  
March 14, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2013**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Transition Period from to**

**001-34809**

**Commission File Number**

**GLOBAL INDEMNITY PLC**

**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**98-0664891**  
**(I.R.S. Employer**  
**Identification No.)**

**25/28 NORTH WALL QUAY**

**DUBLIN 1**

**IRELAND**

**(Address of principal executive office including zip code)**

**Registrant's telephone number, including area code: 353 (0) 1 649 2000**

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**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

| <b>Title of Each Class</b>                   | <b>Name of Exchange on Which Registered</b> |
|--|---|
| Common A Ordinary shares, \$0.0001 Par Value | The Nasdaq Global Select Market             |

**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  NO

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  NO

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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.

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. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

The aggregate market value of the common equity held by non-affiliates of the registrant, computed by reference to the price of the registrant's A ordinary shares as of the last business day of the registrant's most recently completed second fiscal quarter (based on the last reported sale price on the Nasdaq Global Select Market as of such date), was \$197,201,153. There are no B ordinary shares held by non-affiliates of the registrant.

As of March 13, 2014, the registrant had outstanding 13,225,614 A ordinary shares and 12,061,370 B ordinary shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Proxy Statement relating to the 2014 Annual Meeting of Shareholders are incorporated by reference into Part III of this report.

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**PART I**

**Item 1. BUSINESS**

Some of the information contained in this Item 1 or set forth elsewhere in this report, including information with respect to the Company's plans and strategy, constitutes forward-looking statements that involve risks and uncertainties. Please see Cautionary Note Regarding Forward-Looking Statements at the end of Item 7 of Part II and Risk Factors in Item 1A of Part I for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained herein.

**History**

Global Indemnity plc (Global Indemnity or the Company) was incorporated on March 9, 2010 and is domiciled in Ireland as a public limited company. Global Indemnity replaced the Company's predecessor, United America Indemnity, Ltd., as the ultimate parent company as a result of a re-domestication transaction. United America Indemnity, Ltd., which was incorporated on August 26, 2003 and domiciled in the Cayman Islands, is a subsidiary of the Company and an Irish tax resident. The Company's A ordinary shares are publicly traded on the NASDAQ Global Select Market under the trading symbol GBLI.

**General**

Global Indemnity, one of the leading specialty property and casualty insurers in the industry, provides its insurance products across a full distribution network binding authority, program, brokerage, and reinsurance. The Company manages the distribution of these products in two segments: (a) Insurance Operations, which includes the operations of United National Insurance Company, Diamond State Insurance Company, United National Specialty Insurance Company, Penn-America Insurance Company, Penn-Star Insurance Company, Penn-Patriot Insurance Company, American Insurance Adjustment Agency, Inc., Collectibles Insurance Services, LLC, Global Indemnity Insurance Agency, LLC, and J.H. Ferguson & Associates, LLC, and (b) Reinsurance Operations, which includes the operations of Wind River Reinsurance Company, Ltd. (Wind River Reinsurance).

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company, to an unrelated party. Diamond State Insurance Company received a one-time payment of \$26.6 million and recognized a pre-tax gain of \$5.2 million. The financial results for 2013, 2012, and 2011 include the financial results for United National Casualty Insurance Company. Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the Company's ongoing business operations.

**Business Segments**

See Note 21 of the notes to consolidated financial statements in Item 8 of Part II of this report for gross and net premiums written, income and total assets of each operating segment for the years ended December 31, 2013, 2012 and 2011. For a discussion of the variances between years, see Results of Operations in Item 7 of Part II of this report.

*Insurance Operations*

The Company's United States based Insurance Operations distribute property and casualty insurance products and operate predominantly in the excess and surplus lines marketplace. The excess and surplus lines market differs significantly from the standard property and casualty insurance market.

In the standard property and casualty insurance market, insurance rates and forms are highly regulated; products and coverage are largely uniform and have relatively predictable exposures. In the standard market, policies must

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be written by insurance companies that are admitted to transact business in the state in which the policy is issued. As a result, in the standard property and casualty insurance market, insurance companies tend to compete for customers primarily on the basis of price, coverage, value-added service, and financial strength.

In contrast, the excess and surplus lines market provides coverage for businesses that often do not fit the underwriting criteria of an insurance company operating in the standard markets due to their relatively greater unpredictable loss patterns and unique niches of exposure requiring rate and policy form flexibility. Without the excess and surplus lines market, certain businesses would have to self-insure their exposures, or seek coverage outside the U.S. market.

Competition in the excess and surplus lines market tends to focus less on price and more on availability, service, and other considerations. While excess and surplus lines market exposures may have higher perceived insurance risk than their standard market counterparts, excess and surplus lines market underwriters historically have been able to generate underwriting profitability superior to standard market underwriters.

A portion of The Company's Insurance Operations is written on a specialty admitted basis. When writing on a specialty admitted basis, the Company's focus is on writing insurance for insureds that engage in similar but often highly specialized types of activities. The specialty admitted market is subject to greater state regulation than the surplus lines market, particularly with regard to rate and form filing requirements and the ability to enter and exit lines of business. Insureds purchasing coverage from specialty admitted insurance companies do so because the insurance product is not otherwise available from standard market insurers. Yet, for regulatory or marketing reasons, these insureds require products that are written by an admitted insurance company.

Its insurance products target specific, defined groups of insureds with customized coverage to meet their needs. To manage operations, the Insurance Operations segment differentiates its products by product classification. These product classifications are as follows:

Penn-America distributes property and general liability products for small commercial businesses through a select network of wholesale general agents with specific binding authority;

United National distributes property, general liability, and professional lines products through program administrators with specific binding authority; and

Diamond State distributes property, casualty, and professional lines products through wholesale brokers that are underwritten by the Company's personnel and selected brokers with specific binding authority.

See "Underwriting" below for a discussion on how the Company's insurance products are underwritten.

These product classifications comprise the Insurance Operations business segment and are not considered individual business segments because each product has similar economic characteristics, distribution, and coverage. The Insurance Operations provide property, casualty, and professional liability products utilizing customized guidelines, rates, and forms tailored to the Company's risk and underwriting philosophy. The Insurance Operations are licensed to write on a surplus lines (non-admitted) basis and/or an admitted basis in all 50 U.S. States, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands, which provides them with flexibility in designing products and programs, and in determining rates to meet emerging risks and discontinuities in the marketplace.

The Company distributes its insurance products through a group of approximately 110 professional wholesale general agencies that have specific quoting and binding authority, as well as a number of wholesale insurance brokers who in turn sell the Company's insurance products to insureds through retail insurance brokers.

In 2013, gross premiums written for the U.S. Insurance Operations were \$232.4 million compared to \$201.8 million for 2012. For 2013, surplus lines business accounts for approximately 68.8% of the business written while specialty admitted business accounts for the remaining 31.2%.

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### *Reinsurance Operations*

Wind River Reinsurance is a Bermuda based treaty reinsurer of specialty property and casualty insurance and reinsurance companies. The Company's Reinsurance Operations segment provides reinsurance solutions through brokers and primary writers including insurance and reinsurance companies, and consists solely of the operations of Wind River Reinsurance.

The reinsurance markets face many of the same issues confronted with the primary insurance markets discussed above, including excess capital capacity, low investment returns and increased pressure on generating acceptable return on investment.

Even though there were some catastrophes in recent years, pricing on catastrophe reinsurance has started to decrease due to excess capacity available in the market. Wind River Reinsurance is focused on using its capital capacity to write catastrophe-oriented placements and other niche or specialty-focused treaties meeting the Company's risk tolerance and return thresholds.

In 2013, gross premiums written from third parties were \$58.4 million compared to \$42.3 million for 2012.

### **Available Information**

The Company maintains a website at [www.globalindemnity.ie](http://www.globalindemnity.ie). The information on the Company's website is not incorporated herein by reference. The Company will make available, free of charge on its website, the most recent annual report on Form 10-K and subsequently filed 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, as amended, as soon as reasonably practicable after the Company files such material with, or furnishes it to, the United States Securities and Exchange Commission.

### **Products and Product Development**

The Company's Insurance Operations distribute property and casualty insurance products and operate predominantly in the excess and surplus lines marketplace. To manage its operations, the Company seeks to differentiate its products by product classification. See Insurance Operations above for a description of these product classifications. The Company believes it has significant flexibility in designing products, programs, and in determining rates to meet the needs of the marketplace.

The Company's Reinsurance Operations offer third party treaty reinsurance for specialty property and casualty insurance companies and reinsurance companies. The Company's Reinsurance Operations also provide reinsurance to its Insurance Operations in the form of quota share and stop-loss arrangements.

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The following table sets forth the geographic distribution of gross premiums written for the periods indicated:

| (Dollars in thousands) | For the Years Ended December 31, |         |            |         |            |         |
|------------------------|----------------------------------|---------|------------|---------|------------|---------|
|                        | 2013                             |         | 2012       |         | 2011       |         |
|                        | Amount                           | Percent | Amount     | Percent | Amount     | Percent |
| Florida                | \$ 32,170                        | 11.0%   | \$ 28,738  | 11.8%   | \$ 26,815  | 8.7%    |
| Texas                  | 29,565                           | 10.1    | 21,554     | 8.8     | 22,680     | 7.4     |
| California             | 26,358                           | 9.1     | 22,277     | 9.1     | 30,708     | 10.0    |
| New York               | 16,600                           | 5.7     | 14,876     | 6.1     | 14,711     | 4.8     |
| Massachusetts          | 11,234                           | 3.9     | 8,291      | 3.4     | 7,751      | 2.5     |
| Louisiana              | 8,392                            | 2.9     | 7,579      | 3.1     | 12,658     | 4.1     |
| New Jersey             | 8,208                            | 2.8     | 8,529      | 3.5     | 7,359      | 2.3     |
| Pennsylvania           | 6,904                            | 2.4     | 6,496      | 2.7     | 7,408      | 2.4     |
| Illinois               | 6,715                            | 2.3     | 6,130      | 2.5     | 7,440      | 2.4     |
| Mississippi            | 6,603                            | 2.3     | 5,282      | 2.2     | 5,292      | 1.8     |
| Subtotal               | 152,749                          | 52.5    | 129,752    | 53.2    | 142,822    | 46.4    |
| All other states       | 79,624                           | 27.4    | 72,038     | 29.5    | 86,326     | 28.0    |
| Reinsurance Operations | 58,350                           | 20.1    | 42,263     | 17.3    | 78,755     | 25.6    |
| Total                  | \$ 290,723                       | 100.0%  | \$ 244,053 | 100.0%  | \$ 307,903 | 100.0%  |

**Marketing and Distribution**

The Company provides its insurance products across a full distribution network binding authority, program, brokerage, and reinsurance. For its binding authority and program product classifications, the Company distributes its insurance products through a group of approximately 110 wholesale general agents and program administrators that have specific quoting and binding authority. For its brokerage business, the Company distributes its insurance products through wholesale insurance brokers who in turn sell the Company's insurance products to insureds through retail insurance brokers. For its reinsurance business, the Company distributes its products through reinsurance brokers.

Wind River Reinsurance assumed premiums on four treaties which accounted for 97% of the Reinsurance Operations' 2013 gross premiums written. There is no treaty that accounted for more than 10% of the Company's consolidated revenues for the year ended December 31, 2013.

Of the Company's non-affiliated professional wholesale general agents and program administrators, the top five accounted for 28.6% of the Insurance Operations' gross premiums written for the year ended December 31, 2013. One agency accounted for 10.7% of the Insurance Operations' gross premiums written. However, the loss of this agent would not have a material impact on the Company's results of operations. There is no agency which accounts for more than 10% of the Company's consolidated revenues for the year ended December 31, 2013.

The Company's distribution strategy is to seek to maintain strong relationships with a limited number of high-quality wholesale professional general agents and wholesale insurance brokers. The Company carefully selects distribution sources based on their expertise, experience and reputation. The Company believes that its distribution strategy enables it to effectively access numerous markets at a relatively low cost structure through the marketing, underwriting, and administrative support of the Company's professional general agencies and wholesale insurance brokers. The Company believes these wholesale general agents and wholesale insurance brokers have local market knowledge and expertise that enables them to access business in these markets more effectively.

**Underwriting**

The Company's insurance products are primarily underwritten via specific binding authority in which the Company grants underwriting authority to its wholesale general agents and program administrators and via





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brokerage in which the Company's internal personnel underwrites business submitted by wholesale insurance brokers. Some of the Company's specialized property business is submitted by retail agents or directly from insureds and is also underwritten by internal personnel.

***Specific Binding Authority*** The Company's wholesale general agents and program administrators have specific quoting and binding authority with respect to a single insurance product and some have limited quoting and binding authority with respect to multiple products.

The Company provides its wholesale general agents and program administrators with a comprehensive, regularly updated underwriting manual that specifically outlines risk eligibility which is developed based on the type of insured, nature of exposure and overall expected profitability. This manual also outlines (a) premium pricing, (b) underwriting guidelines, including but not limited to policy forms, terms and conditions, and (c) policy issuance instructions.

The Company's wholesale general agents and program administrators are appointed to underwrite submissions received from their retail agents in accordance with the Company's underwriting manual. Risks that are not within the specific binding authority must be submitted to the Company's underwriting personnel directly for underwriting review and approval or denial of the application of the insured. The Company's wholesale general agents provide all policy issuance services in accordance with the Company's underwriting manuals.

The Company regularly monitors the underwriting quality of its wholesale general agents and program administrators through a disciplined system of controls, which includes the following:

automated system criteria edits and exception reports;

individual policy reviews to measure adherence to the Company's underwriting manual including: risk selection, underwriting compliance, policy issuance and pricing;

periodic on-site comprehensive audits to evaluate processes, controls, profitability and adherence to all aspects of the Company's underwriting manual including: risk selection, underwriting compliance, policy issuance and pricing;

internal quarterly actuarial analysis of loss ratios produced by business underwritten by the Company's wholesale general agents and program administrators; and

internal quarterly analysis of financial results, including premium growth and overall profitability of business produced by the Company's wholesale general agents and program administrators.

The Company provides incentives to certain of its wholesale general agents and program administrators to produce profitable business through contingent profit commission structures that are tied directly to the achievement of profitability targets.

***Brokerage*** The Company's wholesale insurance brokers do not have specific binding authority, therefore, these risks are submitted to the Company's underwriting personnel for review and processing.

The Company provides its underwriters with a comprehensive, regularly updated underwriting manual that specifically outlines risk eligibility which is developed based on the type of insured, nature of exposure and overall expected profitability. This manual also outlines (a) premium pricing, (b) underwriting guidelines, including but not limited to policy forms, terms and conditions, and (c) policy issuance instructions.

The Company's underwriting personnel review submissions, issue all quotes and perform all policy issuance functions. The Company regularly monitors the underwriting quality of its underwriters through a disciplined system of controls, which includes the following:

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individual policy reviews to measure the Company's underwriters' adherence to the underwriting manual including: risk selection, underwriting compliance, policy issuance and pricing;

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periodic underwriting review to evaluate adherence to all aspects of the Company's underwriting manual including: risk selection, underwriting compliance, policy issuance and pricing;

internal quarterly actuarial analysis of loss ratios produced by business underwritten by the Company's underwriters; and

internal quarterly analysis of financial results, including premium growth and overall profitability of business produced by the Company's underwriters.

**Reinsurance** The Company's Wind River Reinsurance subsidiary primarily offers retrocessional coverage to Bermuda based reinsurance companies. The business assumed is primarily quota share treaties on property catastrophe and marine business. Prior to entering into any agreement, the Company evaluates a number of factors for each cedent including, but not limited to, reputation and financial condition, underwriting and claims practices and historical claims experience. The Company also models proposed treaties for both the catastrophe exposure and the marginal impact on the Company's existing catastrophe portfolio.

## **Contingent Commissions**

Certain professional general agencies of the Insurance Operations are paid special incentives, referred to as contingent commissions, when results of business produced by these agencies are more favorable than predetermined thresholds. Similarly, in some circumstances, companies that cede business to the Reinsurance Operations are paid a profit commission based on the profitability of the ceded portfolio. These commissions are charged to other underwriting expenses when incurred. The liability for the unpaid portion of these commissions is stated separately on the face of the consolidated balance sheet as contingent commissions.

## **Pricing**

The Company uses its pricing actuaries to establish pricing tailored to each specific product it underwrites, taking into account historical loss experience and individual risk and coverage characteristics. The Company generally uses the actuarial loss costs promulgated by the Insurance Services Office as a benchmark in the development of pricing for most of the Company's products. The Company will seek to only write business if it believes it can achieve an adequate rate of return.

## **Reinsurance of Underwriting Risk**

The Company's philosophy is to purchase reinsurance from third parties to limit its liability on individual risks and to protect against property catastrophe and casualty clash losses. Reinsurance assists the Company in controlling exposure to severe losses and protecting capital resources. The Company purchases reinsurance on both an excess of loss and proportional basis. The type, cost and limits of reinsurance it purchases can vary from year to year based upon the Company's desired retention levels and the availability of quality reinsurance at an acceptable price. Although reinsurance does not legally discharge an insurer from its primary liability for the full amount of limits on the policies it has written, it does make the assuming reinsurer liable to the insurer to the extent of the insurance ceded. The Company's reinsurance contracts renew throughout the year and all of its reinsurance is purchased following guidelines established by management. The Company primarily utilizes treaty reinsurance products, including proportional reinsurance, excess of loss reinsurance, casualty clash reinsurance, and property catastrophe excess of loss reinsurance. Additionally, the Company may purchase facultative reinsurance protection on single risks when deemed necessary.

The Company purchases specific types and structures of reinsurance depending upon the characteristics of the lines of business and specialty products underwritten. The Company will typically seek to place proportional reinsurance for umbrella and excess products, certain specialty products, or in the development stages of a new product. The Company believes that this approach allows it to control net exposure in these product areas most cost effectively.

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The Company purchases reinsurance on an excess of loss basis to cover individual risk severity. These structures are utilized to protect the Company's primary positions on property and casualty products. The excess of loss structures allow the Company to maximize underwriting profits over time by retaining a greater portion of the risk in these products, while helping to protect against the possibility of unforeseen volatility.

The Company analyzes its reinsurance contracts to ensure that they meet the risk transfer requirements of applicable accounting guidance, which requires that the reinsurer must assume significant insurance risk under the reinsured portions of the underlying insurance contracts and that there must be a reasonably possible chance that the reinsurer may realize a significant loss from the transaction.

The Company continually evaluates its retention levels across its entire line of business and specialty product portfolio seeking to ensure that the ultimate reinsurance structures are aligned with the Company's corporate risk tolerance levels associated with such products. Any decision to decrease the Company's reliance upon proportional reinsurance or to increase the Company's excess of loss retentions could increase the Company's earnings volatility. In cases where the Company decides to increase its excess of loss retentions, such decisions will be a result of a change or progression in the Company's risk tolerance level. The Company endeavors to purchase reinsurance from financially strong reinsurers with which it has long-standing relationships. In addition, in certain circumstances, the Company holds collateral, including letters of credit, under reinsurance agreements.

The Company's Insurance Operations' primary reinsurance treaties are as follows:

***Property Catastrophe Excess of Loss*** The Company's current property writings create exposure to catastrophic events. To protect against these exposures, the Company purchases a property catastrophe treaty. Effective June 1, 2013, the Company renewed its property catastrophe excess of loss treaty which provides occurrence coverage for losses of \$70.0 million in excess of \$20.0 million. At this renewal, the Company retained 50% of the \$20 million in excess of \$20 million layer, and 20% of the \$50 million in excess of \$40 million layer. This treaty provides for one full reinstatement of coverage at 100% additional premium as to time and pro rata as to amount of limit reinstated. This replaces the treaty that expired on May 31, 2013, which provided identical coverage with the exception of one additional layer of 100% of \$10.0 million in excess of \$90.0 million.

***Property Per Risk Excess of Loss*** Effective January 1, 2013, the Company renewed its property per risk excess of loss treaty which provides coverage of 50% of \$13.0 million per risk in excess of \$2.0 million per risk. This replaces the treaty that expired December 31, 2012, which provided 100% of \$13.0 million per risk in excess of \$2.0 million per risk. The treaty provides coverage in two layers: \$3.0 million per risk in excess of \$2.0 million per risk, and \$10.0 million per risk in excess of \$5.0 million per risk. The first layer is subject to a \$6.0 million limit of liability for all risks involved in one loss occurrence, and the second layer is subject to a \$10.0 million limit for all risks involved in one loss occurrence.

***Casualty and Professional Liability Excess of Loss*** Effective May 1, 2013, the Company renewed its casualty and professional liability excess of loss treaty. The casualty section provides coverage for \$2.0 million per occurrence in excess of \$1.0 million per occurrence for general liability and auto liability. The professional liability section provides coverage of \$4.0 million per policy/occurrence in excess of \$1.0 million per policy/occurrence. For both sections, allocated loss adjustment expenses are included within limits. The casualty and professional liability treaty that expired April 30, 2013 provided identical coverage.

***Casualty Clash Excess of Loss*** Effective May 1, 2013, the Company renewed its casualty clash excess of loss treaty which provides coverage of \$10.0 million per occurrence in excess of \$3.0 million per occurrence, subject to a \$20.0 million limit for all loss occurrences. The casualty clash treaty that expired April 30, 2013 provided identical coverage.

To the extent that there may be an increase or decrease in catastrophe or casualty clash exposure in the future, the Company may increase or decrease its reinsurance protection for these exposures commensurately. There were no other significant changes to any of the Company's Insurance Operations' reinsurance treaties during 2013.

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The following table sets forth the ten reinsurers for which the Company has the largest reinsurance receivables as of December 31, 2013. Also shown are the amounts of premiums ceded by the Company to these reinsurers during the year ended December 31, 2013.

| (Dollars in millions)  | A.M.<br>Best<br>Rating | Gross<br>Reinsurance<br>Receivables | Percent<br>of<br>Total | Ceded<br>Premiums<br>Written | Percent<br>of<br>Total |
|--|------------------------|-------------------------------------|------------------------|------------------------------|------------------------|
| Munich Re America Corp.  | A+                     | \$ 112.7                            | 52.9%                  | \$ 7.2                       | 38.5%                  |
| Westport Insurance Corp.   | A+                     | 30.5                                | 14.3                   |                              |                        |
| Transatlantic Reinsurance  | A                      | 10.6                                | 5.0                    | 4.0                          | 21.4                   |
| Swiss Reinsurance America Corp.  | A+                     | 10.0                                | 4.7                    | 0.2                          | 1.1                    |
| General Reinsurance Corp.  | A++                    | 9.7                                 | 4.6                    | 0.1                          | 0.5                    |
| Hartford Fire Insurance Co.  | A                      | 6.7                                 | 3.1                    |                              |                        |
| Clearwater Insurance Company   | NR                     | 3.7                                 | 1.7                    |                              |                        |
| Scor Holding (Switzerland)   | A                      | 2.1                                 | 1.0                    |                              |                        |
| XL Reinsurance America, Inc.   | A                      | 1.4                                 | 0.7                    |                              |                        |
| Partner Reinsurance Co. of US  | A+                     | 1.4                                 | 0.7                    |                              |                        |
| Subtotal   |                        | 188.8                               | 88.7                   | 11.5                         | 61.5                   |
| All other reinsurers   |                        | 24.1                                | 11.3                   | 7.2                          | 38.5                   |
| Total reinsurance receivables before purchase accounting adjustments and allowance for uncollectible reinsurance |                        | 212.9                               | 100.0%                 | \$ 18.7                      | 100.0%                 |
| Purchase accounting adjustments and allowance for uncollectible reinsurance                                      |                        | (15.0)                              |                        |                              |                        |
| Total receivables, net of purchase accounting adjustments and allowance for uncollectible reinsurance            |                        | 197.9                               |                        |                              |                        |
| Collateral held in trust from reinsurers   |                        | (9.4)                               |                        |                              |                        |
| Net receivables  |                        | \$ 188.5                            |                        |                              |                        |

At December 31, 2013, the Company carried reinsurance receivables, net of collateral held in trust, of \$188.5 million. This amount is net of a purchase accounting adjustment and an allowance for uncollectible reinsurance receivables. The purchase accounting adjustment resulted from the Company's acquisition of Wind River Investment Corporation on September 5, 2003 and is related to discounting the acquired loss reserves to their present value and applying a risk margin to the discounted reserves. This adjustment was \$6.0 million at December 31, 2013. The allowance for uncollectible reinsurance receivables was \$9.0 million at December 31, 2013.

Historically, there have been insolvencies following a period of competitive pricing in the industry. While the Company has recorded allowances for reinsurance receivables based on currently available information, conditions may change or additional information might be obtained that may require the Company to record additional allowances. On a quarterly basis, the Company reviews its financial exposure to the reinsurance market and assesses the adequacy of its collateral and allowance for uncollectible reinsurance. The Company continues to take actions to mitigate its exposure to possible loss.

**Claims Management and Administration**

The Company's approach to claims management is designed to investigate reported incidents at the earliest juncture, to select, manage, and supervise all legal and adjustment aspects of claims, including settlement, for the mutual benefit of the Company, its professional general agents, wholesale brokers, reinsurers and insureds. The Company's professional general agents and wholesale brokers have no authority to settle claims or otherwise



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exercise control over the claims process, with the exception of one statutory managing general agent. The Company's claims management staff supervises or processes all claims. The Company has a formal claims review process, and all claims greater than \$100,000, gross of reinsurance, are reviewed by senior claims management and certain senior executives. Large loss trends and analysis are reviewed by a Large Loss committee.

To handle claims, the Company utilizes its own in-house claims department as well as third-party claims administrators ( TPAs ) and assuming reinsurers, to whom it delegates limited claims handling authority. The Company's experienced in-house staff of claims management professionals are assigned to one of five dedicated claim units: casualty and automobile claims, latent exposure claims, property claims, TPA oversight, and a wholly owned subsidiary that administers construction defect claims. The dedicated claims units meet regularly to communicate current developments within their assigned areas of specialty.

As of December 31, 2013, the Company has \$164.6 million of direct outstanding loss and loss adjustment expense case reserves at its Insurance Operations. Claims relating to approximately 85% of those reserves are handled by in-house claims management professionals, while claims relating to approximately 4% of those reserves are handled by TPAs, which send the Company detailed financial and claims information on a monthly basis. The Company also individually supervises in-house any significant or complicated TPA handled claims, and conducts on-site audits of material TPAs at least twice a year. Approximately 11% of its reserves are handled by the Company's assuming reinsurers. The Company reviews and supervises the claims handled by its reinsurers seeking to protect its reputation and minimize exposure.

### **Reserves for Unpaid Losses and Loss Adjustment Expenses**

Applicable insurance laws require the Company to maintain reserves to cover its estimated ultimate losses under insurance policies and reinsurance treaties that it writes and for loss adjustment expenses relating to the investigation and settlement of claims.

The Company establishes loss and loss adjustment expense reserves for individual claims by evaluating reported claims on the basis of:

knowledge of the circumstances surrounding the claim;

the severity of injury or damage;

jurisdiction of the occurrence;

the potential for ultimate exposure;

litigation related developments;

the type of loss; and

the Company's experience with the insured and the line of business and policy provisions relating to the particular type of claim. The Company generally estimates such losses and claims costs through an evaluation of individual reported claims. The Company also establishes reserves for incurred but not reported losses ( IBNR ). IBNR reserves are based in part on statistical information and in part on industry experience with respect to the expected number and nature of claims arising from occurrences that have not been reported. The Company also establishes its reserves based on estimates of future trends in claims severity and other subjective factors. Insurance companies are not permitted to reserve for a catastrophe until it has occurred. Reserves are recorded on an undiscounted basis other than fair value adjustments recorded under purchase accounting. The Company's Insurance Operations reserves are reviewed quarterly by the in-house actuarial staff. Loss reserve estimates for the Company's Reinsurance Operations are developed by independent, external actuaries; however management is responsible for the final determination of loss reserve selections. The data for this analysis is organized by treaty and treaty year. Reviews for

both Insurance Operations and Reinsurance Operations are performed both gross and net of reinsurance.



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In addition to the Company's internal reserve analysis, independent external actuaries perform a full, detailed review of the Insurance Operations reserves annually. The Company does not rely upon the review by the independent actuaries to develop its reserves; however, the data is used to corroborate the analysis performed by the in-house actuarial staff. The Company's independent external actuaries also perform a full, detailed review of the Reinsurance Operations' reserves annually. In 2013, the independent external actuaries also performed a detailed review of the Reinsurance Operations' loss reserves at June 30, 2013. The results of the detailed reserve reviews by internal and external actuaries were summarized and discussed with the Company's senior management to determine the best estimate of reserves.

With respect to some classes of risks, the period of time between the occurrence of an insured event and the final resolution of a claim may be many years, and during this period it often becomes necessary to adjust the claim estimates either upward or downward. Certain classes of umbrella and excess liability that the Company underwrites have historically had longer intervals between the occurrence of an insured event, reporting of the claim and final resolution. In such cases, the Company must estimate reserves over long periods of time with the possibility of several adjustments to reserves. Other classes of insurance that the Company underwrites, such as most property insurance, historically have shorter intervals between the occurrence of an insured event, reporting of the claim and final resolution. Reserves with respect to these classes are therefore inherently less likely to be adjusted.

The loss and loss expense reserving process is intended to reflect the impact of inflation and other factors affecting loss payments by taking into account changes in historical payment patterns and perceived trends. However, there is no precise method for the subsequent evaluation of the adequacy of the consideration given to inflation, or to any other specific factor, or to the way one factor may affect another.

The loss and loss expense development table that follows shows changes in the Company's reserves in subsequent years from the prior loss and loss expense estimates based on experience as of the end of each succeeding year and in conformity with United States of America generally accepted accounting principles ( GAAP ). The estimate is increased or decreased as more information becomes known about the frequency and severity of losses for individual years. A redundancy means the original estimate was higher than the current estimate; a deficiency means that the current estimate is higher than the original estimate.

The first line of the loss and loss expense development table shows, for the years indicated, the Company's net reserve liability including the reserve for IBNR. The first section of the table shows, by year, the cumulative amounts of losses and loss adjustment expenses paid as of the end of each succeeding year. The second section sets forth the re-estimates in later years of incurred losses and loss expenses, including payments, for the years indicated. The cumulative redundancy/(deficiency) represents, as of the date indicated, the difference between the latest re-estimated liability and the reserves as originally estimated.

In 2005, \$235.2 million of loss reserves were acquired as a result of the merger with Penn-America Group, Inc. that took place on January 24, 2005. As such, there is no loss reserves in the loss development table related to the Penn-America insurance companies for any years prior to 2005.

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This loss development table shows development in Global Indemnity's loss and loss expense reserves on a net basis:

| <b>(Dollars in thousands)</b>                   | <b>2003</b> | <b>2004</b> | <b>2005</b> | <b>2006</b> | <b>2007</b> | <b>2008</b> | <b>2009</b> | <b>2010</b> | <b>2011</b> | <b>2012</b> | <b>2013</b> |
|---|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Balance sheet reserves:                         | \$ 314,023  | \$ 344,614  | \$ 639,291  | \$ 735,342  | \$ 800,885  | \$ 835,839  | \$ 725,297  | \$ 638,906  | \$ 684,878  | \$ 629,558  | \$ 586,975  |
| Cumulative paid as of:                          |             |             |             |             |             |             |             |             |             |             |             |
| One year later                                  | \$ 76,048   | \$ 85,960   | \$ 154,069  | \$ 169,899  | \$ 190,723  | \$ 215,903  | \$ 189,358  | \$ 160,204  | 155,888     | 134,065     |             |
| Two years later                                 | 136,133     | 139,822     | 268,827     | 300,041     | 360,336     | 366,647     | 299,720     | 261,569     | 260,667     |             |             |
| Three years later                               | 171,659     | 180,801     | 355,987     | 413,055     | 470,313     | 454,284     | 375,066     | 330,522     |             |             |             |
| Four years later                                | 197,596     | 209,938     | 414,068     | 478,408     | 532,753     | 510,177     | 419,717     |             |             |             |             |
| Five years later                                | 214,376     | 237,636     | 440,206     | 506,915     | 561,536     | 541,313     |             |             |             |             |             |
| Six years later                                 | 235,022     | 251,350     | 454,982     | 525,173     | 581,265     |             |             |             |             |             |             |
| Seven years later                               | 244,389     | 261,773     | 467,669     | 534,801     |             |             |             |             |             |             |             |
| Eight years later                               | 253,267     | 271,688     | 471,472     |             |             |             |             |             |             |             |             |
| Nine years later                                | 261,842     | 273,618     |             |             |             |             |             |             |             |             |             |
| Ten years later                                 | 263,231     |             |             |             |             |             |             |             |             |             |             |
| Re-estimated liability as of:                   |             |             |             |             |             |             |             |             |             |             |             |
| End of year                                     | \$ 314,023  | \$ 344,614  | \$ 639,291  | \$ 735,342  | \$ 800,885  | \$ 835,839  | \$ 725,297  | \$ 638,906  | \$ 684,878  | \$ 629,558  | \$ 586,975  |
| One year later                                  | 313,213     | 343,332     | 632,327     | 716,361     | 832,733     | 827,439     | 671,399     | 643,569     | 690,004     | 619,887     |             |
| Two years later                                 | 315,230     | 326,031     | 629,859     | 732,056     | 812,732     | 768,623     | 640,750     | 642,478     | 679,689     |             |             |
| Three years later                               | 298,989     | 323,696     | 635,504     | 707,525     | 765,435     | 730,079     | 636,051     | 640,581     |             |             |             |
| Four years later                                | 301,660     | 332,302     | 622,122     | 672,712     | 737,614     | 719,486     | 631,101     |             |             |             |             |
| Five years later                                | 308,776     | 323,547     | 608,050     | 658,429     | 731,468     | 715,067     |             |             |             |             |             |
| Six years later                                 | 303,146     | 316,195     | 598,384     | 651,850     | 729,228     |             |             |             |             |             |             |
| Seven years later                               | 298,566     | 312,860     | 591,562     | 654,983     |             |             |             |             |             |             |             |
| Eight years later                               | 297,544     | 307,822     | 596,405     |             |             |             |             |             |             |             |             |
| Nine years later                                | 293,598     | 313,731     |             |             |             |             |             |             |             |             |             |
| Ten years later                                 | 299,866     |             |             |             |             |             |             |             |             |             |             |
| Cumulative redundancy/(deficiency)              | \$ 14,157   | \$ 30,883   | \$ 42,886   | \$ 80,359   | \$ 71,657   | \$ 120,772  | \$ 94,196   | \$ (1,675)  | \$ 5,189    | \$ 9,671    | \$          |
| Gross Liability end of year                     | 2,059,760   | 1,876,510   | 1,914,224   | 1,702,010   | 1,503,238   | 1,506,430   | 1,257,741   | 1,059,756   | 971,377     | 879,113     | 779,466     |
| Less: Reinsurance recoverable                   | 1,745,737   | 1,531,896   | 1,274,933   | 966,668     | 702,353     | 670,591     | 532,444     | 420,850     | 286,499     | 249,555     | 192,491     |
| Net liability-end of year                       | 314,023     | 344,614     | 639,291     | 735,342     | 800,885     | 835,839     | 725,297     | 638,906     | 684,878     | 629,558     | 586,975     |
| Gross re-estimated liability                    | 1,427,086   | 1,174,681   | 1,280,875   | 1,066,945   | 1,197,094   | 1,135,308   | 948,091     | 897,494     | 910,241     | 839,383     | 779,466     |
| Less: Re-estimated recoverable at               |             |             |             |             |             |             |             |             |             |             |             |
| December 31, 2013                               | 1,127,219   | 860,950     | 684,471     | 411,962     | 467,866     | 420,241     | 316,989     | 256,913     | 230,551     | 219,496     | 192,491     |
| Net re-estimated liability at December 31, 2013 | \$ 299,867  | \$ 313,731  | \$ 596,404  | \$ 654,983  | \$ 729,228  | \$ 715,067  | \$ 631,102  | \$ 640,581  | \$ 679,690  | \$ 619,887  | \$ 586,975  |
| Gross cumulative redundancy/ (deficiency)       | \$ 632,674  | \$ 701,829  | \$ 633,349  | \$ 635,065  | \$ 306,144  | \$ 371,122  | \$ 309,650  | \$ 162,262  | \$ 61,136   | \$ 39,730   | \$          |

See Note 12 of the notes to consolidated financial statements in Item 8 of Part II of this report for a reconciliation of the Company's liability for losses and loss adjustment expenses, net of reinsurance ceded, as well as further discussion surrounding changes to reserves for prior accident years.

The insurance industry continues to receive a substantial number of asbestos-related bodily injury claims, with an increasing focus being directed toward other parties, including installers of products containing asbestos rather than against asbestos manufacturers. This shift has resulted in significant insurance coverage litigation implicating applicable coverage defenses or determinations, if any, including but not limited to, determinations as to whether or not an asbestos related bodily injury claim is subject to aggregate limits of liability found in most comprehensive general liability policies. In response to these continuing developments, management regularly evaluates and adjusts its reserves to its best point estimate for asbestos and environmental ( A&E ) exposures.

**Asbestos and Environmental Exposure**

The Company's environmental exposure arises from the sale of general liability and commercial multi-peril insurance. Currently, the Company's policies continue to exclude classic environmental contamination claims. In some states the Company is required, however, depending on the circumstances, to provide coverage for certain bodily injury claims, such as an individual's exposure to a release of chemicals. The Company has also issued policies that were intended to provide limited pollution and environmental coverage. These policies were specific to certain types of products underwritten by the Company. The Company has also received a number of asbestos-related claims, the majority of which are declined based on well-established exclusions. In establishing the liability for unpaid losses and loss adjustment expenses related to A&E exposures, management considers facts currently known and the current state of the law and coverage litigations. Estimates of these liabilities are reviewed and updated continually.

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Significant uncertainty remains as to the Company's ultimate liability for asbestos-related claims due to such factors as the long latency period between asbestos exposure and disease manifestation and the resulting potential for involvement of multiple policy periods for individual claims, the increase in the volume of claims made by plaintiffs who claim exposure but who have no symptoms of asbestos-related disease, and an increase in claims subject to coverage under general liability policies that do not contain aggregate limits of liability.

The liability for unpaid losses and loss adjustment expenses, inclusive of A&E reserves, reflects the Company's best estimates for future amounts needed to pay losses and related adjustment expenses as of each of the balance sheet dates reflected in the financial statements herein in accordance with GAAP. As of December 31, 2013, the Company has \$11.1 million of net loss reserves for asbestos-related claims and \$12.0 million for environmental claims. The Company attempts to estimate the full impact of the A&E exposures by establishing specific case reserves on all known losses. See Note 12 of the notes to the consolidated financial statements in Item 8 of Part II of this report for tables showing the Company's gross and net reserves for A&E losses.

In addition to the factors referenced above, establishing reserves for A&E and other mass tort claims involves considerably more judgment than other types of claims due to, among other things, inconsistent court decisions, an increase in bankruptcy filings as a result of asbestos related liabilities, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage.

In 2009, one of the Company's insurance companies was dismissed from a lawsuit seeking coverage from it and other unrelated insurance companies. The suit involved issues related to approximately 3,900 existing asbestos-related bodily injury claims and future claims. The dismissal was the result of a settlement of a disputed claim related to accident year 1984. The settlement is conditioned upon certain legal events occurring which may trigger financial obligations by the insurance company. One such event is the confirmation of a Plan involving an asbestos trust established under the bankruptcy code and funded in part by settlement proceeds. On February 24, 2014, the United States Bankruptcy Court for the Northern District of California (District Court) issued a Memorandum Re Confirmation of a Revised Plan following a remand from the Ninth Circuit Court of Appeals. The confirmation of the Revised Plan includes an injunction under 11 U.S.C. Section 524(g) (US bankruptcy code) related to the suit above. The injunction, also called a channeling injunction, precludes, among other things, non-settling insurers from asserting claims against one of the Company's insurance companies and asbestos related claims by third parties against one of the Company's insurance companies that are related to the named insured. The most recent ruling may be subject to an appeal by the non-settling insurer group. Management will continue to monitor the developments of the litigation to determine if any additional financial exposure is present.

See Note 12 of the notes to the consolidated financial statements in Item 8 of Part II of this report for the survival ratios on a gross and net basis for the Company's open A&E claims.

## **Investments**

The Company's investment policy is determined by the Investment Committee of the Board of Directors. The Company engages third-party investment advisors and has a Chief Investment Officer on staff to oversee its investments and to make recommendations to the Investment Committee. The Company's investment policy allows it to invest in taxable and tax-exempt fixed income investments including corporate bonds and loans as well as publicly traded and private equity investments. With respect to fixed income investments, the maximum exposure per issuer varies as a function of the credit quality of the security. The allocation between taxable and tax-exempt bonds is determined based on market conditions and tax considerations, including the applicability of the alternative minimum tax. The maximum allowable investment in equity securities under the Company's investment policy is 30% of the Company's GAAP equity, or \$262.0 million at December 31, 2013. As of December 31, 2013, the Company had \$1,568.1 million of investments and cash and cash equivalent assets, including \$257.6 million of equity and limited partnership investments and \$53.9 million in floating rate corporate loans, plus a \$0.7 million receivable for securities sold.

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Insurance company investments must comply with applicable statutory regulations that prescribe the type, quality and concentration of investments. These regulations permit investments, within specified limits and subject to certain qualifications, in federal, state, and municipal obligations, corporate bonds and loans, and preferred and common equity securities.

The following table summarizes by type the estimated fair value of Global Indemnity's investments and cash and cash equivalents as of December 31, 2013, 2012, and 2011:

| (Dollars in thousands)                              | December 31, 2013    |                  | December 31, 2012    |                  | December 31, 2011    |                  |
|---|----------------------|------------------|----------------------|------------------|----------------------|------------------|
|   | Estimated Fair Value | Percent of Total | Estimated Fair Value | Percent of Total | Estimated Fair Value | Percent of Total |
| Cash and cash equivalents                           | \$ 105,492           | 6.7%             | \$ 104,460           | 6.8%             | \$ 175,860           | 10.7%            |
| U.S. treasury and agency obligations                | 81,674               | 5.2              | 108,744              | 7.1              | 131,289              | 8.0              |
| Obligations of states and political subdivisions    | 180,936              | 11.5             | 201,077              | 13.1             | 206,133              | 12.5             |
| Mortgage-backed securities (1)                      | 229,910              | 14.8             | 255,942              | 16.7             | 268,990              | 16.3             |
| Commercial mortgage-backed securities               | 53,975               | 3.4              | 8,117                | 0.5              | 29,969               | 1.8              |
| Asset-backed securities                             | 168,436              | 10.7             | 113,351              | 7.4              | 95,964               | 5.8              |
| Corporate bonds and loans                           | 435,392              | 27.9             | 486,171              | 31.7             | 521,201              | 31.7             |
| Foreign corporate bonds                             | 54,041               | 3.4              | 55,920               | 3.7              | 43,339               | 2.6              |
| Total fixed maturities                              | 1,204,364            | 76.9             | 1,229,322            | 80.2             | 1,296,885            | 78.7             |
| Equity securities                                   | 254,070              | 16.2             | 197,075              | 12.8             | 168,361              | 10.2             |
| Other investments                                   | 3,489                | 0.2              | 3,132                | 0.2              | 6,617                | 0.4              |
| Total investments and cash and cash equivalents (2) | \$ 1,567,415         | 100.0%           | \$ 1,533,989         | 100.0%           | \$ 1,647,723         | 100.0%           |

(1) Includes collateralized mortgage obligations of \$63,322, \$59,026, and \$20,921 for 2013, 2012, and 2011, respectively.

(2) Does not include net receivable (payable) for securities sold (purchased) of \$723, (\$2,634) and \$1,484 for 2013, 2012 and 2011, respectively.

Although the Company generally intends to hold fixed maturities to recovery and/or maturity, the Company regularly re-evaluates its position based upon market conditions. As of December 31, 2013, the Company's fixed maturities, excluding the mortgage-backed, commercial mortgage-backed and collateralized mortgage obligations, had a weighted average maturity of 3.6 years and a weighted average duration, excluding mortgage-backed, commercial mortgage-backed and collateralized mortgage obligations and including cash and short-term investments, of 1.6 years. The Company's financial statements reflect a net unrealized gain on fixed maturities available for sale as of December 31, 2013 of \$16.7 million on a pre-tax basis.

The following table shows the average amount of fixed maturities, income earned on fixed maturities, and the book yield thereon, as well as unrealized gains for the periods indicated:

| (Dollars in thousands)                 | Years Ended December 31, |              |              |
|--|--------------------------|--------------|--------------|
|  | 2013                     | 2012         | 2011         |
| Average fixed maturities at book value | \$ 1,187,390             | \$ 1,222,814 | \$ 1,326,094 |
| Gross income on fixed maturities (1)   | 35,669                   | 41,969       | 54,153       |
| Book yield                             | 3.00%                    | 3.43%        | 4.08%        |
| Fixed maturities at book value         | \$ 1,187,685             | \$ 1,187,094 | \$ 1,258,533 |
| Unrealized gain                        | 16,679                   | 42,228       | 38,352       |

(1) Represents income earned by fixed maturities, gross of investment expenses and excluding realized gains and losses.



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The Company has sought to structure its portfolio to reduce the risk of default on collateralized commercial real estate obligations and asset-backed securities. Of the \$229.9 million of mortgage-backed securities, \$166.6 million is invested in U.S. agency paper and \$63.3 million is invested in collateralized mortgage obligations, of which \$58.3 million, or 92.1%, are rated AA+ or better. In addition, the Company holds \$168.4 million in asset-backed securities, of which 79.4% are rated AAA. The weighted average credit enhancement for the Company's asset-backed securities is 26.4. The Company also faces liquidity risk. Liquidity risk is when the fair value of an investment is not able to be realized due to lack of interest by outside parties in the marketplace. The Company attempts to diversify its investment holdings to minimize this risk. The Company's investment managers run periodic analysis of liquidity costs to the fixed income portfolio. The Company also faces credit risk. 94.8% of the Company's fixed income securities are investment grade securities. 57.4% of the Company's fixed maturities are rated AA. See Quantitative and Qualitative Disclosures about Market Risk in Item 7A of Part II of this report for a more detailed discussion of the credit market and the Company's investment strategy.

The following table summarizes, by Standard & Poor's rating classifications, the estimated fair value of Global Indemnity's investments in fixed maturities, as of December 31, 2013 and 2012:

| (Dollars in thousands) | December 31, 2013    |                  | December 31, 2012    |                  |
|------------------------|----------------------|------------------|----------------------|------------------|
|                        | Estimated Fair Value | Percent of Total | Estimated Fair Value | Percent of Total |
| AAA                    | \$ 199,515           | 16.6%            | \$ 129,852           | 10.6%            |
| AA                     | 491,166              | 40.8             | 535,454              | 43.5             |
| A                      | 268,598              | 22.3             | 273,168              | 22.2             |
| BBB                    | 182,271              | 15.1             | 155,024              | 12.6             |
| BB                     | 10,665               | 0.9              | 37,194               | 3.0              |
| B                      | 33,978               | 2.8              | 81,138               | 6.6              |
| CCC                    | 10,696               | 0.9              | 11,749               | 1.0              |
| CC                     | 354                  | 0.0              | 65                   | 0.0              |
| Not rated              | 7,121                | 0.6              | 5,678                | 0.5              |
| Total fixed maturities | \$ 1,204,364         | 100.0%           | \$ 1,229,322         | 100.0%           |

The following table sets forth the expected maturity distribution of Global Indemnity's fixed maturities portfolio at their estimated market value as of December 31, 2013 and 2012:

| (Dollars in thousands)                 | December 31, 2013      |                  | December 31, 2012      |                  |
|--|------------------------|------------------|------------------------|------------------|
|  | Estimated Market Value | Percent of Total | Estimated Market Value | Percent of Total |
| Due in one year or less                | \$ 120,974             | 10.0%            | \$ 87,816              | 7.1%             |
| Due in one year through five years     | 529,604                | 44.0             | 565,413                | 46.0             |
| Due in five years through ten years    | 75,424                 | 6.2              | 152,588                | 12.4             |
| Due in ten years through fifteen years | 3,147                  | 0.3              | 10,993                 | 0.9              |
| Due after fifteen years                | 22,894                 | 1.9              | 35,102                 | 2.9              |
| Securities with fixed maturities       | 752,043                | 62.4             | 851,912                | 69.3             |
| Mortgaged-backed securities            | 229,910                | 19.1             | 255,942                | 20.8             |
| Commercial mortgage-backed securities  | 53,975                 | 4.5              | 8,117                  | 0.7              |
| Asset-backed securities                | 168,436                | 14.0             | 113,351                | 9.2              |
| Total fixed maturities                 | \$ 1,204,364           | 100.0%           | \$ 1,229,322           | 100.0%           |

The expected weighted average duration of the Company's asset-backed, mortgage-backed and commercial mortgage-backed securities is 2.5 years.

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The value of the Company's portfolio of bonds is inversely correlated to changes in market interest rates. In addition, some of the Company's bonds have call or prepayment options. This could subject the Company to



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reinvestment risk should interest rates fall and issuers call their securities and the Company is forced to invest the proceeds at lower interest rates. The Company seeks to mitigate its reinvestment risk by investing in securities with varied maturity dates, so that only a portion of the portfolio will mature, be called, or be prepaid at any point in time.

The Company's investments in corporate loans were valued at \$53.9 million at December 31, 2013. Corporate loans, sometimes referred to as leveraged loans, are primarily investments in senior secured floating rate loans that banks have made to corporations. The loans are generally priced at an interest rate spread over LIBOR that resets periodically, typically at intervals between one month and one year. As a result of the floating rate feature, this asset class provides protection against rising interest rates. However, this asset class is subject to default risk since these investments are typically below investment grade. To mitigate this risk, the Company's investment managers perform an in-depth structural analysis. As part of this analysis, they focus on the strength of any security granted to the lenders, the position of the loan in the company's capital structure and the appropriate covenant protection. In addition, as part of the Company's risk control, its investment managers seek to maintain appropriate portfolio diversification by limiting issuer and industry exposure. The Company exited this asset class in the first quarter of 2014.

As of December 31, 2013, the Company has aggregate equity securities of \$254.1 million that consisted entirely of common stocks.

The Company's investments in other invested assets is comprised of a limited liability partnership investment where the partnership has acquired control of a business as a lead or organizing investor, which was valued at \$3.5 million at December 31, 2013, and another limited liability partnership investment that invests in real estate, which was valued at zero at December 31, 2013. There is no readily available independent market price for these limited liability partnership investments. The limited partnerships have invested primarily in publicly traded companies, however not all of the investments are publicly traded, nor does the Company have access to daily valuations, therefore the estimated fair value of these limited partnerships is measured utilizing the net asset value as a practical expedient for each limited partnership. The Company receives annual audited financial statements from each of the partnership investments it owns.

Realized gains, including other than temporary impairments, for the years ended December 31, 2013, 2012, and 2011 were \$27.4 million, \$6.8 million, and \$21.5 million, respectively.

## **Competition**

The Company competes with numerous domestic and international insurance and reinsurance companies, mutual companies, specialty insurance companies, underwriting agencies, diversified financial services companies, Lloyd's syndicates, risk retention groups, insurance buying groups, risk securitization products and alternative self-insurance mechanisms. In particular, the Company competes against insurance subsidiaries of the groups in the specialty insurance market noted below, insurance companies, and others, including:

American International Group;

Argo Group International Holdings, Ltd.;

Berkshire Hathaway;

Everest Re Group, Ltd.;

Great American Insurance Group;

HCC Insurance Holdings, Inc.;

IFG Companies;

Markel Corporation;

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Nationwide Insurance;

Navigators Insurance Group;

RLI Corporation;

Selective Insurance Group, Inc.;

The Travelers Companies, Inc.;

W.R. Berkley Corporation; and

Western World Insurance Group.

In addition to the companies mentioned above, the Company is facing competition from standard line companies who are continuing to write risks that traditionally had been written by excess and surplus lines carriers, Bermuda companies who are establishing relationships with wholesale brokers, and other excess and surplus lines competitors.

Competition may also take the form of lower prices, broader coverage, greater product flexibility, higher quality services, reputation and financial strength or higher ratings by independent rating agencies. In all of the Company's markets, it competes by developing insurance products to satisfy well-defined market needs and by maintaining relationships with brokers and insureds that rely on the Company's expertise. For its program and specialty wholesale products, offerings and underwriting products that are not readily available is the Company's principal means of differentiating itself from its competition. Each of the Company's products has its own distinct competitive environment. The Company seeks to compete through innovative products, appropriate pricing, niche underwriting expertise, and quality service to policyholders, general agencies and brokers.

### **Employees**

The Company has approximately 280 employees. None of the Company's employees are covered by collective bargaining agreements.

### **Ratings**

A.M. Best ratings for the industry range from A++ (Superior) to F (In Liquidation) with some companies not being rated. The Company's Insurance Operations, which consist of its United States based insurance companies, and Wind River Reinsurance are currently rated A (Excellent) by A.M. Best, the third highest of sixteen rating categories.

Publications of A.M. Best indicate that A (Excellent) ratings are assigned to those companies that, in A.M. Best's opinion, have an excellent ability to meet their ongoing obligations to policyholders. In evaluating a company's financial and operating performance, A.M. Best reviews its profitability, leverage and liquidity, as well as its spread of risk, the quality and appropriateness of its reinsurance, the quality and diversification of its assets, the adequacy of its policy and loss reserves, the adequacy of its surplus, its capital structure and the experience and objectives of its management. These ratings are based on factors relevant to policyholders, general agencies, insurance brokers and intermediaries and are not directed to the protection of investors.

## **Regulation**

### **General**

The business of insurance is regulated in most countries, although the degree and type of regulation varies significantly from one jurisdiction to another. As a holding company, Global Indemnity is not subject to any



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insurance regulation in the Republic of Ireland. However, Global Indemnity is subject to various Irish laws and regulations, including, but not limited to, laws and regulations governing interested directors, mergers and acquisitions, takeovers, shareholder lawsuits, and indemnification of directors.

### **U.S. Regulation**

The Company has six operating insurance subsidiaries domiciled in the United States; United National Insurance Company, Penn-America Insurance Company, and Penn-Star Insurance Company, which are domiciled in Pennsylvania; Diamond State Insurance Company which is domiciled in Indiana; United National Specialty Insurance Company, which is domiciled in Wisconsin; and Penn-Patriot Insurance Company, which is domiciled in Virginia.

As the indirect parent of the U.S. insurance companies, Global Indemnity is subject to the insurance holding company laws of Pennsylvania, Indiana, Wisconsin, and Virginia. These laws generally require each of the U.S. insurance companies to register with its respective domestic state insurance department and to annually furnish financial and other information about the operations of the companies within the insurance holding company system. Generally, all material transactions among affiliated companies in the holding company system to which any of the U.S. insurance companies is a party must be fair, and, if material or of a specified category, require prior notice and approval or absence of disapproval by the insurance department where the subsidiary is domiciled. Material transactions include sales, loans, reinsurance agreements, certain types of dividends, and service agreements with the non-insurance companies within Global Indemnity's family of companies, the Insurance Operations, or the Reinsurance Operations.

### ***Changes of Control***

Before a person can acquire control of a U.S. insurance company, prior written approval must be obtained from the insurance commissioner of the state where the domestic insurer is domiciled. Prior to granting approval of an application to acquire control of a domestic insurer, the state insurance commissioner will consider factors such as the financial strength of the applicant, the integrity and management of the applicant's Board of Directors and executive officers, the acquirer's plans for the management, Board of Directors and executive officers of the company being acquired, the acquirer's plans for the future operations of the domestic insurer and any anti-competitive results that may arise from the consummation of the acquisition of control. Generally, state statutes provide that control over a domestic insurer is presumed to exist if any person, directly or indirectly, owns, controls, holds with the power to vote, or holds proxies representing 10% or more of the voting securities of the domestic insurer. Because a person acquiring 10% or more of the Company's ordinary shares would indirectly control the same percentage of the stock of the U.S. insurance companies, the insurance change of control laws of Pennsylvania, Indiana, Wisconsin, and Virginia would likely apply to such a transaction. While the Company's articles of association limit the voting power of any U.S. shareholder to less than 9.5%, there can be no assurance that the applicable state insurance regulator would agree that any shareholder did not control the applicable insurance company.

These laws may discourage potential acquisition proposals and may delay, deter or prevent a change of control of Global Indemnity, including through transactions, and in particular unsolicited transactions, that some or all of the shareholders of Global Indemnity might consider desirable.

### ***Federal Insurance Regulation***

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) includes a number of provisions having a direct impact on the insurance industry, most notably, the creation of a Federal Insurance Office to monitor the insurance industry, streamlining of surplus lines insurance, credit for reinsurance, and systemic risk regulation. The Federal Insurance Office is empowered to gather data and information regarding the insurance industry and insurers, including conducting a study for submission to the U.S. Congress on how to

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modernize and improve insurance regulation in the United States. With respect to surplus lines insurance, the Dodd-Frank Act gives exclusive authority to regulate surplus lines transactions to the home state of the insured, and the requirement that a surplus lines broker must first attempt to place coverage in the admitted market is substantially softened with respect to large commercial policyholders. Significantly, the Dodd-Frank Act provides that a state may not prevent a surplus lines broker from placing surplus lines insurance with a non-U.S. insurer that appears on the quarterly listing of non-admitted insurers maintained by the International Insurers Department of the National Association of Insurance Commissioners ( NAIC ). Regarding credit for reinsurance, the Dodd-Frank Act generally provides that the state of domicile of the ceding company (and no other state) may regulate financial statement credit for the ceded risk. The Dodd-Frank Act also provides the U.S. Federal Reserve with supervisory authority over insurance companies that are deemed to be systemically important. Regulations to implement the Dodd-Frank Act are currently under development and the Company is continuing to monitor the impact the Dodd-Frank Act may have on operations.

***State Insurance Regulation***

State insurance authorities have broad regulatory powers with respect to various aspects of the business of U.S. insurance companies, including, but not limited to, licensing companies to transact admitted business or determining eligibility to write surplus lines business, accreditation of reinsurers, admittance of assets to statutory surplus, regulating unfair trade and claims practices, establishing reserve requirements and solvency standards, management of enterprise risk, regulating investments and dividends, approving policy forms and related materials in certain instances and approving premium rates in certain instances. State insurance laws and regulations may require the Company's U.S. insurance companies to file financial statements with insurance departments everywhere they will be licensed or eligible or accredited to conduct insurance business, and their operations are subject to review by those departments at any time. The Company's U.S. insurance companies prepare statutory financial statements in accordance with statutory accounting principles ( SAP ) and procedures prescribed or permitted by these departments. State insurance departments also conduct periodic examinations of the books and records, financial reporting, policy filings and market conduct of insurance companies domiciled in their states, generally once every three to five years, although market conduct examinations may take place at any time. These examinations are generally carried out in cooperation with the insurance departments of other states under guidelines promulgated by the NAIC. In addition, admitted insurers are subject to targeted market conduct examinations involving specific insurers by state insurance regulators in any state in which the insurer is admitted. The insurance departments for the states of Pennsylvania, Indiana, Wisconsin, and Virginia completed their most recent financial examinations of the Company's U.S. insurance subsidiaries for the period ended December 31, 2007. Their final reports were issued in 2009, and there were no materially adverse findings. The insurance departments for the states of Pennsylvania, Indiana, Wisconsin, and Virginia are currently conducting financial examinations of the Company's U.S. insurance subsidiaries for the period ended December 31, 2012. Their final reports are expected to be issued in 2014.

***Insurance Regulatory Information System Ratios***

The NAIC Insurance Regulatory Information System ( IRIS ) was developed by a committee of the state insurance regulators and is intended primarily to assist state insurance departments in executing their statutory mandates to oversee the financial condition of insurance companies operating in their respective states. IRIS identifies twelve industry ratios and specifies usual values for each ratio. Departure from the usual values of the ratios can lead to inquiries from individual state insurance commissioners as to certain aspects of an insurer's business. Insurers that report four or more ratios that fall outside the range of usual values are generally targeted for increased regulatory review.

Our U.S. insurance subsidiaries have acceptable results for the IRIS ratios with the exception of investment yields and changes to policyholders surplus which were outside of the standard industry ranges primarily as a result of recording the declared extraordinary dividend in 2013. For further discussion on the extraordinary dividend declared in 2013, see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Sources and Uses of Funds in Item 7 of Part II of this report.

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### ***Risk-Based Capital Regulations***

The state insurance departments of Pennsylvania, Indiana, Wisconsin, and Virginia require that each domestic insurer report its risk-based capital based on a formula calculated by applying factors to various asset, premium and reserve items. The formula takes into account the risk characteristics of the insurer, including asset risk, insurance risk, interest rate risk and business risk. The respective state insurance regulators use the formula as an early warning regulatory tool to identify possible inadequately capitalized insurers for purposes of initiating regulatory action, and generally not as a means to rank insurers. State insurance laws impose broad confidentiality requirements on those engaged in the insurance business (including insurers, general agencies, brokers and others) and on state insurance departments as to the use and publication of risk-based capital data. The respective state insurance regulators have explicit regulatory authority to require various actions by, or to take various actions against, insurers whose total adjusted capital does not exceed certain company action level risk-based capital levels.

Based on the standards currently adopted, the U.S. insurance companies reported in their 2013 statutory filings that their capital and surplus are above the prescribed company action level risk-based capital requirements.

### ***Statutory Accounting Principles***

SAP is a basis of accounting developed to assist insurance regulators in monitoring and regulating the solvency of insurance companies. SAP is primarily concerned with measuring an insurer's surplus. Accordingly, statutory accounting focuses on valuing assets and liabilities of insurers at financial reporting dates in accordance with appropriate insurance laws, regulatory provisions, and practices prescribed or permitted by each insurer's domiciliary state.

GAAP is concerned with a company's solvency, but it is also concerned with other financial measurements, such as income and cash flows. Accordingly, GAAP gives more consideration to appropriate matching of revenue and expenses. As a direct result, different line item groupings of assets and liabilities and different amounts of assets and liabilities are reflected in financial statements prepared in accordance with GAAP than financial statements prepared in accordance with SAP.

Statutory accounting practices established by the NAIC and adopted in part by the Pennsylvania, Indiana, Wisconsin, and Virginia regulators determine, among other things, the amount of statutory surplus and statutory net income of the U.S. insurance companies and thus determine, in part, the amount of funds these subsidiaries have available to pay dividends.

### ***State Dividend Limitations***

The U.S. insurance companies are restricted by statute as to the amount of dividends that they may pay without the prior approval of the applicable state regulatory authorities. Dividends may be paid without advanced regulatory approval only out of unassigned surplus. The dividend limitations imposed by the applicable state laws are based on the statutory financial results of each company within the Insurance Operations that are determined using statutory accounting practices that differ in various respects from accounting principles used in financial statements prepared in conformity with GAAP. See Regulation Statutory Accounting Principles. Key differences relate to, among other items, deferred acquisition costs, limitations on deferred income taxes, reserve calculation assumptions and surplus notes.

See the Liquidity and Capital Resources section in Item 7 of Part II of this report for a more complete description of the state dividend limitations. See Note 20 of the notes to consolidated financial statements in Item 8 of Part II of this report for the dividends declared by Global Indemnity's U.S. insurance companies in 2013 and dividend limitations for 2014.

### ***Guaranty Associations and Similar Arrangements***

Most of the jurisdictions in which the U.S. insurance companies are admitted to transact business require property and casualty insurers doing business within that jurisdiction to participate in guaranty associations.

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These organizations are organized to pay contractual benefits owed pursuant to insurance policies issued by impaired, insolvent or failed insurers. These associations levy assessments, up to prescribed limits, on all member insurers in a particular state on the basis of the proportionate share of the premiums written by member insurers in the lines of business in which the impaired, insolvent, or failed insurer is engaged. Some states permit member insurers to recover assessments paid through full or partial premium tax offsets or in limited circumstances by surcharging policyholders.

### **Operations of Wind River Reinsurance**

The insurance laws of the United States regulate or prohibit the sale of insurance and reinsurance within their jurisdictions by non-domestic insurers and reinsurers that are not admitted to do business within such jurisdictions. Wind River Reinsurance is not admitted to do business in the United States. The Company does not intend for Wind River Reinsurance to maintain offices or solicit, advertise, settle claims or conduct other insurance and reinsurance underwriting activities in any jurisdiction in the United States where the conduct of such activities would require that Wind River Reinsurance be admitted or authorized.

As a reinsurer that is not licensed, accredited, or approved in any state in the United States, Wind River Reinsurance is required to post collateral security with respect to the reinsurance liabilities it assumes from the Company's Insurance Operations as well as other U.S. ceding companies. The posting of collateral security is generally required in order for U.S. ceding companies to obtain credit on their U.S. statutory financial statements with respect to reinsurance liabilities ceded to unlicensed or unaccredited reinsurers. Under applicable United States credit for reinsurance statutory provisions, the security arrangements generally may be in the form of letters of credit, reinsurance trusts maintained by third-party trustees or funds-withheld arrangements whereby the ceded premium is held by the ceding company. If credit for reinsurance laws or regulations are made more stringent in Pennsylvania, Indiana, Wisconsin, and Virginia or other applicable states or any of the U.S. insurance companies re-domesticate to one of the few states that do not allow credit for reinsurance ceded to non-licensed reinsurers, the Company may be unable to realize some of the benefits expected from its business plan. Accordingly, Wind River Reinsurance could be adversely affected.

Wind River Reinsurance generally is not subject to regulation by U.S. jurisdictions. Specifically, rate and form regulations otherwise applicable to authorized insurers generally do not apply to Wind River Reinsurance's surplus lines transactions.

### **Bermuda Insurance Regulation**

The Bermuda Insurance Act 1978 and related regulations, as amended (the Insurance Act), regulates the insurance business of Wind River Reinsurance and provides that no person may carry on any such business in or from within Bermuda unless registered as an insurer by the Bermuda Monetary Authority (the BMA) under the Insurance Act. Wind River Reinsurance, which is incorporated to carry on general insurance and reinsurance business, is registered as a Class 3B insurer in Bermuda. A corporate body is registrable as a Class 3B insurer if it intends to carry on insurance business in circumstances where 50% or more of the net premiums written or 50% or more of the loss and loss expense provisions represent unrelated business, or its total net premiums written from unrelated business are \$50.0 million or more. The continued registration of an applicant as an insurer is subject to it complying with the terms of its registration and such other conditions as the BMA may impose from time to time. An insurer's registration may be canceled by the Supervisor of Insurance of the BMA on certain grounds specified in the Insurance Act, including failure of the insurer to comply with its obligations under the Insurance Act.

The Insurance Act imposes on Bermuda insurance companies solvency and liquidity standards and auditing and reporting requirements and grants the BMA powers to supervise, investigate, require information and the production of documents and to intervene in the affairs of insurance companies. The BMA continues to make amendments to the Insurance Act with a view to enhancing Bermuda's insurance regulatory regime.



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The BMA utilizes a risk-based approach when it comes to licensing and supervising insurance companies. As part of the BMA's risk-based system, an assessment of the inherent risks within each particular class of insurer is used to determine the limitations and specific requirements which may be imposed. Thereafter the BMA keeps its analysis of relative risk within individual institutions under review on an ongoing basis, including through the scrutiny of regular audited statutory financial statements, and, as appropriate, meeting with senior management during onsite visits.

Certain significant aspects of the Bermuda insurance regulatory framework are set forth as follows:

### ***Principal Representative and Principal Office***

A Bermuda insurer is required to maintain a principal office in Bermuda and to appoint and maintain a principal representative in Bermuda. Wind River Reinsurance's principal office is its executive offices in Hamilton, Bermuda, and its principal representative is its external management firm.

It is the duty of the principal representative upon reaching the view that there is a likelihood of the insurer for which the principal representative acts becoming insolvent or that a reportable event has, to the principal representative's knowledge, occurred or is believed to have occurred, to immediately notify the BMA and to make a report in writing to the BMA within 14 days of the prior notification setting out all the particulars of the case that are available to the principal representative.

Where there has been a significant loss which is reasonably likely to cause the insurer to fail to comply with its enhanced capital requirement (in respect of its general business, as described below under the Enhanced Capital Requirement ( ECR ) and Minimum Solvency Margin ( MSM ) section), the principal representative must also furnish the BMA with a capital and solvency return reflecting an enhanced capital requirement prepared using post-loss data. The principal representative must provide this within 45 days of notifying the BMA regarding the loss.

Furthermore, where a notification has been made to the BMA regarding a material change to an insurer's business or structure (including a merger or amalgamation), the principal representative has 30 days from the date of such notification to furnish the BMA with unaudited interim statutory financial statements in relation to such period if so requested by the BMA, together with a general business solvency certificate in respect to those statements.

### ***Independent Approved Auditor***

Every registered insurer, such as Wind River Reinsurance, must appoint an independent auditor who will audit and report annually on the statutory financial statements and the statutory financial return of the insurer, both of which are required to be filed annually with the BMA.

### ***Loss Reserve Specialist***

As a registered Class 3B insurer, Wind River Reinsurance is required to submit an opinion of its approved loss reserve specialist in respect of its losses and loss expense provisions with its statutory financial return.

### ***Statutory Financial Statements***

Wind River Reinsurance must prepare annual statutory financial statements. The statutory financial statements are not prepared in accordance with GAAP or SAP. The Insurance Act prescribes rules for the preparation and substance of these statutory financial statements (which include, in statutory form, a balance sheet, an income statement, a statement of capital and surplus and notes thereto). Wind River Reinsurance is required to give detailed information and analyses regarding premiums, claims, reinsurance, and investments. Wind River Reinsurance is also required to prepare audited annual financial statements prepared in accordance with GAAP or International Financial Reporting Standards.

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### ***Annual Statutory Financial Return***

Wind River Reinsurance is required to file with the BMA a statutory financial return no later than four months after its financial year end (unless specifically extended upon application to the BMA). The statutory financial return for a Class 3B insurer includes, among other matters, a report of the approved independent auditor on the statutory financial statements of the insurer, solvency certificates, schedules of ceded reinsurance, the statutory financial statements, a declaration of statutory ratios and the opinion of the loss reserve specialist.

### ***Enhanced Capital Requirement ( ECR ) and Minimum Solvency Margin ( MSM )***

The BMA has promulgated the Insurance (Prudential Standards) (Class 4 and Class 3B Solvency Requirement) Amendment Rules 2008, as amended (the Rules ) which, among other things, mandate that a Class 3B insurer's ECR be calculated by either (a) the model set out in Schedule I to the Rules, or (b) an internal capital model which the BMA has approved for use for this purpose. These measures are an integral part of the BMA's ongoing Solvency II equivalence program for Class 3B insurance companies. For 2013, Wind River Reinsurance used the BMA's model to calculate its capital and solvency requirements.

The risk-based regulatory capital adequacy and solvency requirements implemented with effect from December 31, 2008 (termed the Bermuda Solvency Capital Requirement or BSCR ) provide a risk-based capital model as a tool to assist the BMA both in measuring risk and in determining appropriate levels of capitalization. BSCR employs a standard mathematical model that correlates the risk underwritten by Bermuda insurers to the capital that is dedicated to their business. The framework that has been developed applies a standard measurement format to the risk associated with an insurer's assets, liabilities and premiums, including a formula to take account of catastrophe risk exposure.

Where an insurer believes that its own internal model for measuring risk and determining appropriate levels of capital better reflects the inherent risk of its business, it may apply to the BMA for approval to use its internal capital model in substitution for the BSCR model. The BMA may approve an insurer's internal model, provided certain conditions have been established, and may revoke approval of an internal model in the event that the conditions are no longer met or where it feels that the revocation is appropriate. The BMA will review the internal model regularly to confirm that the model continues to meet the conditions.

In order to minimize the risk of a shortfall in capital arising from an unexpected adverse deviation, the BMA seeks that insurers operate at or above a threshold capital level (termed the Target Capital Level or TCL ), which exceeds the BSCR or approved internal model minimum amounts. The Rules provide prudential standards in relation to the ECR and Capital and Solvency Return ( CSR ). The ECR is determined using the BSCR or an approved internal model, provided that at all times the ECR must be an amount equal to, or exceeding the MSM. The CSR is the return setting out the insurer's risk management practices and other information used by the insurer to calculate its approved internal model ECR. The capital requirements require Class 3B insurers to hold available statutory capital and surplus equal to, or exceeding ECR and set TCL at 120% of ECR. In circumstances where an insurer has failed to comply with an ECR given by the BMA, such insurer is prohibited from declaring or paying any dividends until the failure is rectified.

The risk-based solvency capital framework referred to above represents a modification of the minimum solvency margin test set out in the Insurance Returns and Solvency Amendment Regulations 1980 (as amended). While it must calculate its ECR annually by reference to either the BSCR or an approved internal model, Wind River Reinsurance must also ensure at all times that its ECR is at least equal to the MSM for a Class 3B insurer in respect of its general business, which is the greater of: (i) \$100.0 million; (ii) 50% of net premiums written; and (iii) 15% of net loss and loss adjustment expense reserves and other general business insurance reserves.

The BMA has also introduced a three-tiered capital system for Class 3B insurers designed to assess the quality of capital resources that an insurer has available to meet its capital requirements. The tiered capital system classifies all capital instruments into one of three tiers based on their loss absorbency characteristics, with the highest

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quality capital classified as Tier 1 Capital and lesser quality capital classified as either Tier 2 or Tier 3 Capital. Only Tier 1 and Tier 2 Capital may be used to support an insurer's MSM. Certain percentages of each of Tier 1, 2 and 3 Capital may be used to satisfy an insurer's ECR. Any combination of Tier 1, 2 or 3 Capital may be used to meet the TCL.

The Rules introduced a regime that requires Class 3B insurers to perform an assessment of their own risk and solvency requirements, referred to as a Commercial Insurer's Solvency Self Assessment ( CISSA ). The CISSA will allow the BMA to obtain an insurer's view of the capital resources required to achieve its business objectives and to assess the company's governance, risk management and controls surrounding this process. The Rules also introduced a Catastrophe Risk Return, which must be filed with the BMA, which assesses an insurer's reliance on vendor models in assessing catastrophe exposure.

### ***Minimum Liquidity Ratio***

The Insurance Act provides a minimum liquidity ratio for general business insurers, such as Wind River Reinsurance. An insurer engaged in general business is required to maintain the value of its relevant assets at not less than 75% of the amount of its relevant liabilities; as such terms are defined in the Insurance Act.

### ***Restrictions on Dividends and Distributions***

Wind River Reinsurance is prohibited from declaring or paying any dividends during any financial year if it is in breach of its minimum solvency margin or minimum liquidity ratio or if the declaration or payment of such dividends would cause it to fail to meet such margin or ratio. In addition, if it has failed to meet its minimum solvency margin or minimum liquidity ratio on the last day of any financial year, Wind River Reinsurance will be prohibited, without the approval of the BMA, from declaring or paying any dividends during the next financial year.

Wind River Reinsurance is prohibited, without the approval of the BMA, from reducing by 15% or more its total statutory capital as set out in its previous year's financial statements, and any application for such approval must include such information as the BMA may require. In addition, if at any time it fails to meet its minimum margin of solvency, Wind River Reinsurance is required within 30 days after becoming aware of such failure or having reason to believe that such failure has occurred, to file with the BMA a written report containing certain information.

Additionally, under the Companies Act, Wind River Reinsurance may not declare or pay a dividend, or make a distribution from contributed surplus, if there are reasonable grounds for believing that it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

### ***Supervision, Investigation and Intervention***

The BMA has wide powers of investigation and document production in relation to Bermuda insurers under the Insurance Act. For example, the BMA may appoint an inspector with extensive powers to investigate the affairs of Wind River Reinsurance if the BMA believes that such an investigation is in the best interests of its policyholders or persons who may become policyholders. Further, the BMA has the power to appoint a professional person to prepare a report on any aspect of any matter about which the BMA has or could require information. If it appears to the BMA that there is a risk of Wind River Reinsurance becoming insolvent, or that Wind River Reinsurance is in breach of the Insurance Act or any conditions imposed upon its registration, the BMA may, among other things, direct Wind River Reinsurance not to take on any new business, not to vary any current treaties if the effect would be to increase its liabilities, not to make certain investments, to realize or not realize certain investments, to maintain in, or transfer to the custody of, a specified bank, certain assets, not to declare or pay any dividends or other distributions or to restrict the making of such payments, or to limit its premium income or remove an officer.

The BMA may also make additional rules prescribing prudential standards in relation to ECR, CSR's, insurance reserves and eligible capital which Wind River Reinsurance must comply with.

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### ***Bermuda Code of Conduct***

The BMA has implemented the Insurance Code of Conduct (the *Bermuda Code of Conduct* ) which came into effect on July 1, 2010. The BMA established July 1, 2011 as the date of compliance for commercial insurers. The Bermuda Code of Conduct is divided into six categories: (i) Proportionality Principal, (ii) Corporate Governance, (iii) Risk Management, (iv) Governance Mechanism, (v) Outsourcing, and (vi) Market Discipline and Disclosure. These categories contain the duties, requirements and compliance standards to which all insurers must adhere. It stipulates that in order to achieve compliance with the Bermuda Code of Conduct, insurers are to develop and apply policies and procedures capable of assessment by the BMA. Wind River Reinsurance is in compliance with the Bermuda Code of Conduct.

### ***Group Supervision***

Emerging international norms in the regulation of global insurance groups are trending increasingly towards the imposition of group-wide supervisory regimes by one principal home regulator over all the legal entities in the group, no matter where incorporated. Amendments to the Insurance Act in 2010 introduced such a regime into Bermuda insurance regulation.

The Insurance Act contains provisions regarding group supervision, the authority to exclude specified entities from group supervision, the power for the BMA to withdraw as a group supervisor, the functions of the BMA as group supervisor and the power of the BMA to make rules regarding group supervision.

The BMA has issued the Insurance (Group Supervision) Rules 2011 (the *Group Supervision Rules* ) and the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011 (the *Group Solvency Rules* ) each effective December 31, 2011. The Group Supervision Rules set out the rules in respect of the assessment of the financial situation and solvency of an insurance group, the system of governance and risk management of the insurance group, and supervisory reporting and disclosures of the insurance group. The Group Solvency Rules set out the rules in respect of the capital and solvency return and enhanced capital requirements for an insurance group. The BMA also intends to publish an insurance code of conduct in relation to group supervision.

Wind River Reinsurance was notified by the BMA that, having considered the matters set out in the 2010 amendments to the Insurance Act, it had determined that it would not be Wind River Reinsurance's group supervisor.

### ***Notifications to the BMA***

In the event that the share capital of an insurer (or its parent) is traded on any stock exchange recognized by the BMA, then any shareholder must notify the BMA within 45 days of becoming a 10%, 20%, 33% or 50% shareholder of such insurer. An insurer must also provide written notice to the BMA that a person has become, or ceased to be, a *Controller* of that insurer. A *Controller* for this purpose means a managing director, chief executive or other person in accordance with whose directions or instructions the Directors of Wind River Reinsurance are accustomed to act, including any person who holds, or is entitled to exercise, 10% or more of the voting shares or voting power or is otherwise able to exercise significant influence over the management of Wind River Reinsurance.

Wind River Reinsurance is also required to notify the BMA in writing in the event any person has become or ceased to be an officer of it, an officer being a director, chief executive or senior executive performing duties of underwriting, actuarial, risk management, compliance, internal audit, finance or investment matters. Failure to give required notice is an offense under the Insurance Act.

An insurer, or designated insurer in respect of the group of which it is a member, must notify the BMA in writing that it proposes to take measures that are likely to be of material significance for the discharge, in relation to the insurer or the group, of the BMA's functions under the Insurance Act. Measures that are likely to be of material significance include:

acquisition or transfer of insurance business being part of a scheme falling within section 25 of the Insurance Act or section 99 of the Companies Act;

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amalgamation with or acquisition of another firm; and

a material change in the insurer's business plan not otherwise reported to the BMA.

In respect of the forgoing, the BMA will typically object to the material change unless it is satisfied that:

the interest of the policyholders and potential policyholders of the insurer or the group would not in any manner be threatened by the material change; and

without prejudice to the first point, that, having regard to the material change, the requirements of the Insurance Act would continue to be complied with, or, if any of those requirements are not complied with, that the insurer concerned is likely to undertake adequate remedial action.

Failure to give such notice constitutes an offence under the Insurance Act. It is possible to appeal a notice of objection served by the BMA.

### ***Disclosure of Information***

The BMA may assist other regulatory authorities, including foreign insurance regulatory authorities, with their investigations involving insurance and reinsurance companies in Bermuda, but subject to restrictions. For example, the BMA must be satisfied that the assistance being requested is in connection with the discharge of regulatory responsibilities of the foreign regulatory authority. Further, the BMA must consider whether cooperation is in the public interest. The grounds for disclosure are limited and the Insurance Act provides sanctions for breach of the statutory duty of confidentiality.

Under the Companies Act, the Minister of Finance may assist a foreign regulatory authority that has requested assistance in connection with inquiries being carried out by it in the performance of its regulatory functions. The Minister of Finance's powers include requiring a person to furnish information to the Minister of Finance, to produce documents to the Minister of Finance, to attend and answer questions and to give assistance to the Minister of Finance in relation to inquiries. The Minister of Finance must be satisfied that the assistance requested by the foreign regulatory authority is for the purpose of its regulatory functions and that the request is in relation to information in Bermuda that a person has in his possession or under his control. The Minister of Finance must consider, among other things, whether it is in the public interest to give the information sought.

### ***Certain Other Bermuda Law Considerations***

Although Wind River Reinsurance is incorporated in Bermuda, it is classified as a non-resident of Bermuda for exchange control purposes by the BMA. Pursuant to the non-resident status, Wind River Reinsurance may engage in transactions in currencies other than Bermuda dollars, and there are no restrictions on its ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda or to pay dividends to United States residents that are holders of its ordinary shares.

Under Bermuda law, exempted companies are companies formed for the purpose of conducting business outside Bermuda from a principal place of business in Bermuda. As an exempted company, Wind River Reinsurance may not, without the express authorization of the Bermuda legislature or under a license or consent granted by the Minister of Finance, participate in certain business transactions, including transactions involving Bermuda landholding rights and the carrying on of business of any kind for which it is not licensed in Bermuda.

## **Taxation of Global Indemnity and Subsidiaries**

### **Ireland**

Global Indemnity is a public limited company incorporated under the laws of Ireland. The Company is a resident taxpayer fully subject to Ireland corporate income tax of 12.5% on trading income and 25.0% on non-trading

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income, including interest and dividends from foreign companies. The capital gains tax rate is 33.0%. Currently, Global Indemnity has only non-trading income, so it is subject to corporate income tax of 25.0%.

United America Indemnity, Ltd., a direct wholly-owned subsidiary, is a private limited liability company incorporated under the laws of the Cayman Islands. The company is an Irish tax resident fully subject to Ireland corporate income tax laws. Currently, United America Indemnity, Ltd. has only non-trading income, so it is subject to corporate income tax of 25.0%.

Global Indemnity Services Ltd., a direct wholly-owned subsidiary, is a private limited liability company incorporated under the laws of Ireland. The company is a resident taxpayer fully subject to Ireland corporate income tax laws. Currently, Global Indemnity Services Ltd. has only trading income, so it is subject to corporate income tax of 12.5%.

U.A.I. (Ireland) Limited, an indirect wholly-owned subsidiary, is a private limited liability company incorporated under the laws of Ireland. The company is a resident taxpayer fully subject to Ireland corporate income tax laws. Currently, U.A.I. (Ireland) Limited has only non-trading income, so it is subject to corporate income tax of 25.0%.

## **Cayman Islands**

United America Indemnity, Ltd., a direct wholly-owned subsidiary, and Global Indemnity (Cayman) Ltd., an indirect wholly-owned subsidiary, are private limited liability companies incorporated under the laws of the Cayman Islands. Under current Cayman Islands law, the Company is not required to pay any taxes in the Cayman Islands on its income or capital gains. United America Indemnity, Ltd. obtained an undertaking on September 2, 2003 from the Governor in Council of the Cayman Islands substantially that, for a period of 20 years from the date of such undertaking, no law that is enacted in the Cayman Islands imposing any tax to be levied on profit or income or gains or appreciation shall apply to it and no such tax and no tax in the nature of estate duty or inheritance tax will be payable, either directly or by way of withholding, on its shares. Given the limited duration of the undertaking, the Company cannot be certain that it will not be subject to Cayman Islands tax after the expiration of the 20 year period.

## **Bermuda**

Under current Bermuda law, the Company and its Bermuda subsidiaries are not required to pay any taxes in Bermuda on income or capital gains. Currently, there is no Bermuda income, corporation or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by Wind River Reinsurance or its shareholders, other than shareholders ordinarily resident in Bermuda, if any. Currently, there is no Bermuda withholding or other tax on principal, interest, or dividends paid to holders of the ordinary shares of Wind River Reinsurance, other than holders ordinarily resident in Bermuda, if any. There can be no assurance that Wind River Reinsurance or its shareholders will not be subject to any such tax in the future.

The Company has received a written assurance from the Bermuda Minister of Finance under the Exempted Undertakings Tax Protection Act of 1966 of Bermuda, that if any legislation is enacted in Bermuda that would impose tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of that tax would not be applicable to Wind River Reinsurance or to any of its operations, shares, debentures or obligations through March 31, 2035; provided that such assurance is subject to the condition that it will not be construed to prevent the application of such tax to people ordinarily resident in Bermuda, or to prevent the application of any taxes payable by Wind River Reinsurance in respect of real property or leasehold interests in Bermuda held by them. Given the limited duration of the assurance, the Company cannot be certain that the Company will not be subject to any Bermuda tax after March 31, 2035.

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### **Gibraltar**

Global Indemnity (Gibraltar) Ltd., an indirect wholly-owned subsidiary, is a private limited liability company incorporated under the laws of Gibraltar. The Company received a tax ruling from the Ministry of Finance Income Tax Office of Gibraltar that dividends and distributions received by Global Indemnity (Gibraltar) Ltd. from Global Indemnity (Cayman) Ltd. would not be subject to tax in Gibraltar, provided that Global Indemnity (Gibraltar) Ltd. continues to indirectly hold a relevant participation in U.A.I. (Luxembourg) I S.à.r.l.

### **Luxembourg**

U.A.I. (Luxembourg) I S.à.r.l., U.A.I. (Luxembourg) II S.à.r.l., U.A.I. (Luxembourg) III S.à.r.l., U.A.I. (Luxembourg) IV S.à.r.l., U.A.I. (Luxembourg) Investment S.à.r.l., Wind River (Luxembourg) S.à.r.l., and Global Indemnity (Luxembourg) S.à.r.l. (the Luxembourg Companies ) are indirect wholly-owned subsidiaries and private limited liability companies incorporated under the laws of Luxembourg. These are taxable companies, which may carry out any activities that fall within the scope of their corporate object clause. The companies are resident taxpayers fully subject to Luxembourg corporate income tax at a rate of 29.22% and net worth tax at a rate of 0.5%. The companies are entitled to benefits of the tax treaties concluded between Luxembourg and other countries and European Union Directives.

Profit distributions (not in respect to liquidations) by the companies are generally subject to Luxembourg dividend withholding tax at a rate of 15%, unless a domestic law exemption or a lower tax treaty rate applies. Dividends paid by any of the Luxembourg Companies to their Luxembourg resident parent company are exempt from Luxembourg dividend withholding tax, provided that at the time of the dividend distribution, the resident parent company has held (or commits itself to continue to hold) 10% or more of the nominal paid up capital of the distributing entity or, in the event of a lower percentage participation, a participation having an acquisition price of Euro 1.2 million or more for a period of at least 12 months.

The Luxembourg Companies have obtained a confirmation from the Luxembourg Administration des Contributions Directes ( Luxembourg Tax Administration ) that the current financing activities of the Luxembourg Companies under the application of at arm's length principals will not lead to any material taxation in Luxembourg. The confirmation from the Luxembourg Tax Administration covers the current financing operations of the Luxembourg Companies through September 15, 2018. Given the limited duration of the confirmation and the possibility of a change in the relevant tax laws or the administrative policy of the Luxembourg Tax Administration, the Company cannot be certain that the Company will not be subject to greater Luxembourg taxes in the future.

Dividends by Global Indemnity (Luxembourg) S.à.r.l. to United America Indemnity, Ltd., an Irish tax resident, are exempt from withholding tax in Luxembourg, provided that as of the date on which the income is made available, United America Indemnity, Ltd. has held or undertakes to hold, directly, for an uninterrupted period of at least 12 months, a relevant participation in the share capital of Global Indemnity (Luxembourg) S.à.r.l. United America Indemnity, Ltd. has held such participation since April, 2010.

Global Indemnity (Luxembourg) S.à.r.l. benefits from the Luxembourg participation exemption regime for its participation in Global Indemnity (Gibraltar) Ltd. with respect to dividends and capital gains derived there from, provided Global Indemnity (Luxembourg) S.à.r.l. has held or commits to hold a participation in the share capital of Global Indemnity (Gibraltar) Ltd. for an uninterrupted period of at least 12 months. Global Indemnity (Luxembourg) S.à.r.l. has held such participation since June, 2010.

### **United States**

The following discussion is a summary of all material U.S. federal income tax considerations relating to the Company's operations. The Company manages its business in a manner that seeks to mitigate the risk that either Global Indemnity or Wind River Reinsurance will be treated as engaged in a U.S. trade or business for U.S.

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federal income tax purposes. However, whether business is being conducted in the United States is an inherently factual determination. Because the United States Internal Revenue Code (the Code), regulations and court decisions fail to identify definitively activities that constitute being engaged in a trade or business in the United States, the Company cannot be certain that the IRS will not contend successfully that Global Indemnity or Wind River Reinsurance is or will be engaged in a trade or business in the United States. A non-U.S. corporation deemed to be so engaged would be subject to U.S. income tax at regular corporate rates, as well as the branch profits tax, on its income that is treated as effectively connected with the conduct of that trade or business unless the corporation is entitled to relief under the permanent establishment provision of an applicable tax treaty, as discussed below. Such income tax, if imposed, would be based on effectively connected income computed in a manner generally analogous to that applied to the income of a U.S. corporation, except that a non-U.S. corporation is generally entitled to deductions and credits only if it timely files a U.S. federal income tax return. Global Indemnity and Wind River Reinsurance are filing protective U.S. federal income tax returns on a timely basis in order to preserve the right to claim income tax deductions and credits if it is ever determined that it is subject to U.S. federal income tax. All of the Company's other non-U.S. entities are considered disregarded entities for federal income tax purposes. The highest marginal federal income tax rates as of 2014 are 39.6% for a corporation's effectively connected income and 30% for the branch profits tax.

Global Indemnity Group, Inc. is a Delaware corporation wholly owned by U.A.I. (Luxembourg) Investment S.à.r.l. Under U.S. federal income tax law, dividends and interest paid by a U.S. corporation to a non-U.S. shareholder are generally subject to a 30% withholding tax, unless reduced by treaty. The income tax treaty between Luxembourg and the United States (the Luxembourg Treaty) reduces the rate of withholding tax on interest payments to 0% and on dividends to 15%, or 5% (if the shareholder owns 10% or more of the company's voting stock).

If Wind River Reinsurance is entitled to the benefits under the income tax treaty between Bermuda and the United States (the Bermuda Treaty), Wind River Reinsurance would not be subject to U.S. income tax on any business profits of its insurance enterprise found to be effectively connected with a U.S. trade or business, unless that trade or business is conducted through a permanent establishment in the United States. No regulations interpreting the Bermuda Treaty have been issued. Wind River Reinsurance currently conducts its activities to reduce the risk that it will have a permanent establishment in the United States, although the Company cannot be certain that it will achieve this result.

An insurance enterprise resident in Bermuda generally will be entitled to the benefits of the Bermuda Treaty if (1) more than 50% of its shares are owned beneficially, directly or indirectly, by individual residents of the United States or Bermuda or U.S. citizens and (2) its income is not used in substantial part, directly or indirectly, to make disproportionate distributions to, or to meet certain liabilities to, persons who are neither residents of either the United States or Bermuda nor U.S. citizens. The Company cannot be certain that Wind River Reinsurance will be eligible for Bermuda Treaty benefits in the future because of factual and legal uncertainties regarding the residency and citizenship of the Company's shareholders.

Foreign insurance companies carrying on an insurance business within the United States have a certain minimum amount of effectively connected net investment income, determined in accordance with a formula that depends, in part, on the amount of U.S. risk insured or reinsured by such companies. If Wind River Reinsurance is considered to be engaged in the conduct of an insurance business in the United States and it is not entitled to the benefits of the Bermuda Treaty in general (because it fails to satisfy one of the limitations on treaty benefits discussed above), the Code could subject a significant portion of Wind River Reinsurance's investment income to U.S. income tax. In addition, while the Bermuda Treaty clearly applies to premium income, it is uncertain whether the Bermuda Treaty applies to other income such as investment income. If Wind River Reinsurance is considered engaged in the conduct of an insurance business in the United States and is entitled to the benefits of the Bermuda Treaty in general, but the Bermuda Treaty is interpreted to not apply to investment income, a significant portion of Wind River Reinsurance's investment income could be subject to U.S. federal income tax.



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Foreign corporations not engaged in a trade or business in the United States are subject to 30% U.S. income tax imposed by withholding on the gross amount of certain fixed or determinable annual or periodic gains, profits and income derived from sources within the United States (such as dividends and certain interest on investments), subject to exemption under the Code or reduction by applicable treaties. The Bermuda Treaty does not reduce the rate of tax in such circumstances. The United States also imposes an excise tax on insurance and reinsurance premiums paid to foreign insurers or reinsurers with respect to risks located in the United States. The rates of tax applicable to premiums paid to Wind River Reinsurance on such business are 4% for direct insurance premiums and 1% for reinsurance premiums.

The Company's U.S. subsidiaries are each subject to taxation in the United States at regular corporate rates.

**Item 1A. RISK FACTORS**

The risks and uncertainties described below are those the Company believes to be material, but they are not the only risks the Company faces. If any of the following risks, or other risks and uncertainties that the Company has not yet identified or that it currently considers not to be material, actually occur, the Company's business, prospects, financial condition, results of operations and cash flows could be materially and adversely affected.

Some of the statements regarding risk factors below and elsewhere in this report may include forward-looking statements that reflect the Company's current views with respect to future events and financial performance. Such statements include forward-looking statements both with respect to the Company specifically and the insurance and reinsurance sectors in general, both as to underwriting and investment matters. Statements that include words such as expect, intend, plan, believe, project, anticipate, seek, will and similar statements of a future forward-looking nature identify forward-looking statements for purposes of the federal securities laws or otherwise. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements. The Company assumes no obligation to update its forward-looking statements to reflect actual results or changes in or additions to such forward-looking statements.

**Risks Related to the Company's Business**

*If actual claims payments exceed the Company's reserves for losses and loss adjustment expenses, the Company's financial condition and results of operations could be adversely affected.*

The Company's success depends upon its ability to accurately assess the risks associated with the insurance and reinsurance policies that it writes. The Company establishes reserves on an undiscounted basis to cover its estimated liability for the payment of all losses and loss adjustment expenses incurred with respect to premiums earned on the insurance policies that it writes. Reserves do not represent an exact calculation of liability. Rather, reserves are estimates of what the Company expects to be the ultimate cost of resolution and administration of claims under the insurance policies that it writes. These estimates are based upon actuarial and statistical projections, the Company's assessment of currently available data, as well as estimates and assumptions as to future trends in claims severity and frequency, judicial theories of liability and other factors. The Company continually refines its reserve estimates in an ongoing process as experience develops and claims are reported and settled. The Company's insurance subsidiaries obtain an annual statement of opinion from an independent actuarial firm on the reasonableness of these reserves.

Establishing an appropriate level of reserves is an inherently uncertain process. The following factors may have a substantial impact on the Company's future actual losses and loss adjustment experience:

claim and expense payments;

severity of claims;

legislative and judicial developments; and

changes in economic conditions, including the effect of inflation.

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For example, as industry practices and legal, judicial, social and other conditions change, unexpected and unintended exposures related to claims and coverage may emerge. Examples include claims relating to mold, asbestos and construction defects, as well as larger settlements and jury awards against professionals and corporate directors and officers. In addition, there is a growing trend of plaintiffs targeting property and casualty insurers in purported class action litigations relating to claims handling, insurance sales practices and other practices. These exposures may either extend coverage beyond the Company's underwriting intent or increase the frequency or severity of claims. As a result, such developments could cause the Company's level of reserves to be inadequate.

Actual losses and loss adjustment expenses the Company incurs under insurance policies that it writes may be different from the amount of reserves it establishes, and to the extent that actual losses and loss adjustment expenses exceed the Company's expectations and the reserves reflected on its financial statements, the Company will be required to immediately reflect those changes by increasing its reserves. In addition, regulators could require that the Company increase its reserves if they determine that the reserves were understated in the past. When the Company increases reserves, pre-tax income for the period in which it does so will decrease by a corresponding amount. In addition to having an effect on reserves and pre-tax income, increasing or strengthening reserves causes a reduction in the Company's insurance companies' surplus and could cause the rating of its insurance company subsidiaries to be downgraded or placed on credit watch. Such a downgrade could, in turn, adversely affect the Company's ability to sell insurance policies.

***Catastrophic events can have a significant impact on the Company's financial and operational condition.***

Results of operations of property and casualty insurers are subject to man-made and natural catastrophes. The Company has experienced, and expects to experience in the future, catastrophe losses. It is possible that a catastrophic event or a series of multiple catastrophic events could have a material adverse effect on the Company's operating results and financial condition. The Company's operating results could be negatively impacted if it experiences losses from catastrophes that are in excess of the catastrophe reinsurance coverage of its Insurance Operations. The Company's Reinsurance Operations also have exposure to losses from catastrophes as a result of the reinsurance treaties that it writes. Operating results could be negatively impacted if losses and expenses related to property catastrophe events exceed premiums assumed. Catastrophes include windstorms, hurricanes, typhoons, floods, earthquakes, tornadoes, tsunamis, hail, severe winter weather, fires and may include terrorist events such as the attacks of September 11, 2001. The Company cannot predict how severe a particular catastrophe may be until after it occurs. The extent of losses from catastrophes is a function of the total amount and type of losses incurred, the number of insureds affected, the frequency of the events and the severity of the particular catastrophe. Most catastrophes occur in small geographic areas. However, some catastrophes may produce significant damage in large, heavily populated areas.

***A failure in the Company's operational systems or infrastructure or those of third parties could disrupt business, damage the Company's reputation, and cause losses.***

The Company's operations rely on the secure processing, storage, and transmission of confidential and other information in its computer systems and networks. The Company's business depends on effective information systems and the integrity and timeliness of the data it uses to run its business. The Company's ability to adequately price products and services, to establish reserves, to provide effective and efficient service to its customers, and to timely and accurately report financial results also depends significantly on the integrity of the data in the Company's information systems. Although the Company takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software, and networks may be vulnerable, externally and internally, to unauthorized access, computer viruses or other malicious code, and other events that could have security consequences. If one or more of such events occur, this potentially could jeopardize the Company's or its clients' or counterparties' confidential and other information processed and stored in, and transmitted through, the Company's computer systems and networks, or otherwise cause interruptions or malfunctions in the Company's, its clients', its counterparties', or third parties' operations, which could result in significant losses or reputational damage. The Company may be required to expend significant additional

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resources to modify its protective measures or to investigate and remediate vulnerabilities or other exposures, and the Company may be subject to litigation and financial losses that are either not insured against or not fully covered by insurance maintained.

Despite the contingency plans and facilities it has in place, the Company's ability to conduct business may be adversely affected by a disruption of the infrastructure that supports its business in the communities in which the Company is located, or of outsourced services or functions. This may include a disruption involving electrical, communications, transportation, or other services used by the Company. These disruptions may occur, for example, as a result of events that affect only the buildings occupied by the Company or as a result of events with a broader effect on the cities where those buildings are located. If a disruption occurs in one location and the Company's employees in that location are unable to occupy their offices and conduct business or communicate with or travel to other locations, the Company's ability to service and interact with clients may suffer and it may not be able to successfully implement contingency plans that depend on communication or travel.

***A decline in rating for any of the Company's insurance or reinsurance subsidiaries could adversely affect its position in the insurance market, make it more difficult to market its insurance products and cause premiums and earnings to decrease.***

If the rating of any of the companies in its Insurance Operations or Reinsurance Operations is reduced from its current level of A (Excellent) by A.M. Best, the Company's competitive position in the insurance industry could suffer, and it could be more difficult to market its insurance products. A downgrade could result in a significant reduction in the number of insurance contracts the Company writes and in a substantial loss of business; as such business could move to other competitors with higher ratings, thus causing premiums and earnings to decrease.

Ratings have become an increasingly important factor in establishing the competitive position for insurance companies. A.M. Best ratings currently range from A++ (Superior) to F (In Liquidation), with a total of 16 separate ratings categories. A.M. Best currently assigns the companies in the Insurance Operations and Reinsurance Operations a financial strength rating of A (Excellent), the third highest of their 16 rating categories. The objective of A.M. Best's rating system is to provide potential policyholders an opinion of an insurer's financial strength and its ability to meet ongoing obligations, including paying claims. In evaluating a company's financial and operating performance, A.M. Best reviews its profitability, leverage and liquidity, its spread of risk, the quality and appropriateness of its reinsurance, the quality and diversification of its assets, the adequacy of its policy and loss reserves, the adequacy of its surplus, its capital structure, and the experience and objectives of its management. These ratings are based on factors relevant to policyholders, general agencies, insurance brokers, reinsurers, and intermediaries and are not directed to the protection of investors. These ratings are not an evaluation of, nor are they directed to, investors in the Company's A ordinary shares and are not a recommendation to buy, sell or hold the Company's A ordinary shares. Publications of A.M. Best indicate that companies are assigned A (Excellent) ratings if, in A.M. Best's opinion, they have an excellent ability to meet their ongoing obligations to policyholders. These ratings are subject to periodic review by, and may be revised downward or revoked at the sole discretion of, A.M. Best.

***The Company cannot guarantee that its reinsurers will pay in a timely fashion, if at all, and as a result, the Company could experience losses.***

The Company cedes a portion of gross premiums written to third party reinsurers under reinsurance contracts. Although reinsurance makes the reinsurer liable to the Company to the extent the risk is transferred, it does not relieve the Company of its liability to its policyholders. Upon payment of claims, the Company will bill its reinsurers for their share of such claims. The reinsurers may not pay the reinsurance receivables that they owe to the Company or they may not pay such receivables on a timely basis. If the reinsurers fail to pay it or fail to pay on a timely basis, the Company's financial results would be adversely affected. Lack of reinsurer liquidity, perceived improper underwriting, or claim handling by the Company, and other factors could cause a reinsurer not to pay. See Business Reinsurance of Underwriting Risk in Item 1 of Part I of this report.

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See Note 10 of the notes to consolidated financial statements in Item 8 of Part II of this report for further information surrounding the Company's reinsurance receivable balances as of December 31, 2013 and 2012.

*The Company's investment performance may suffer as a result of adverse capital market developments or other factors, which would in turn adversely affect its financial condition and results of operations.*

The Company derives a significant portion of its income from its invested assets. As a result, the Company's operating results depend in part on the performance of its investment portfolio. The Company's operating results are subject to a variety of investment risks, including risks relating to general economic conditions, market volatility, interest rate fluctuations, liquidity risk and credit and default risk. The fair value of fixed income investments can fluctuate depending on changes in interest rates and the credit quality of underlying issuers. Generally, the fair market value of these investments has an inverse relationship with changes in interest rates, while net investment income earned by the Company from future investments in fixed maturities will generally increase or decrease with changes in interest rates. Additionally, with respect to certain of its investments, the Company is subject to pre-payment or reinvestment risk.

Credit tightening could negatively impact the Company's future investment returns and limit the ability to invest in certain classes of investments. Credit tightening may cause opportunities that are marginally attractive to not be financed, which could cause a decrease in the number of bond issuances. If marginally attractive opportunities are financed, they may be at higher interest rates, which would cause credit risk of such opportunities to increase. If new debt supply is curtailed, it could cause interest rates on securities that are deemed to be credit-worthy to decline. Funds generated by operations, sales, and maturities will need to be invested. If the Company invests during a tight credit market, investment returns could be lower than the returns the Company is currently realizing and/or it may have to invest in higher risk securities.

With respect to its longer-term liabilities, the Company strives to structure its investments in a manner that recognizes liquidity needs for its future liabilities. However, if the Company's liquidity needs or general and specific liability profile unexpectedly changes, it may not be successful in continuing to structure its investment portfolio in that manner. To the extent that the Company is unsuccessful in correlating its investment portfolio with its expected liabilities, the Company may be forced to liquidate its investments at times and prices that are not optimal, which could have a material adverse effect on the performance of its investment portfolio. The Company refers to this risk as liquidity risk, which is when the fair value of an investment is not able to be realized due to low demand by outside parties in the marketplace.

The Company is also subject to credit risk due to non-payment of principal or interest. Several classes of securities that the Company holds have default risk. As interest rates rise for companies that are deemed to be less creditworthy, there is a greater risk that they will be unable to pay contractual interest or principal on their debt obligations.

Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions and other factors beyond the Company's control. Although the Company attempts to take measures to manage the risks of investing in a changing interest rate environment, the Company may not be able to mitigate interest rate sensitivity effectively. A significant increase in interest rates could have a material adverse effect on the market value of the Company's fixed maturities securities. The Company's mitigation efforts include maintaining a high-quality portfolio with a relatively short duration that seeks to reduce the effect of interest rate changes on market value.

The Company also has an equity portfolio. The performance of the Company's equity portfolio is dependent upon a number of factors, including many of the same factors that affect the performance of its fixed income investments, although those factors sometimes have the opposite effect on the performance of the equity portfolio. Individual equity securities have unsystemic risk. The Company could experience market declines on these investments. The Company also has systemic risk, which is the risk inherent in the general market due to broad macroeconomic factors that affect all companies in the market. If the market indexes were to decline, the Company anticipates that the value of its portfolio would be negatively affected.

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The Company has investments in corporate loans. Corporate loans are primarily investments in senior secured floating rate loans that banks have made to corporations. The loans are generally priced at an interest rate spread over LIBOR that resets periodically, typically at intervals between one month and one year. As a result, this asset class provides protection against rising interest rates. However, this asset class is subject to default risk since these investments are typically below investment grade.

The Company has investments in limited partnerships which are not liquid. The Company does not have the contractual option to redeem its limited partnership interests but receives distributions based on the liquidation of the underlying assets. The Company does not have the ability to sell or transfer its limited partnership interests without consent from the general partner. The Company's returns could be negatively affected if the market value of the partnership declines. If the Company needs liquidity, it might be forced to liquidate other investments at a time when prices are not optimal.

See Note 6 of the notes to consolidated financial statements in Item 8 of Part II of this report for further information surrounding the Company's investments as of December 31, 2013 and 2012.

***Deterioration in the debt and equity markets could result in a margin call which could have a material adverse effect on the Company's financial condition and/or results of operations.***

The collateral backing the Company's margin borrowing facility consist of fixed income and equity securities. Declines in financial markets could negatively impact the value of the Company's collateral. Adverse changes in market value could result in a margin call which would require the posting of additional collateral thereby reducing liquidity. Additionally, if such a margin call is not met, the Company could be required to liquidate securities and incur realized losses.

***Borrowings under the Company's margin borrowing facility are based upon a variable rate of interest, which could result in higher expense in the event of increases in interest rates.***

As of December 31, 2013, \$100 million of the Company's outstanding indebtedness bore interest at a rate that varies depending upon LIBOR. If LIBOR rises, the interest rates on outstanding debt will increase resulting in increased interest payment obligations under the Company's margin borrowing facility. This could have a negative effect on the Company's cash flow and financial condition.

***The Company is dependent on its senior executives and the loss of any of these executives or the Company's inability to attract and retain other key personnel could adversely affect its business.***

The Company's success depends upon its ability to attract and retain qualified employees and upon the ability of senior management and other key employees to implement the Company's business strategy. The Company believes there are a limited number of available, qualified executives in the business lines in which it competes. The success of the Company's initiatives and future performance depend, in significant part, upon the continued service of the senior management team. The future loss of any of the services of members of the Company's senior management team or the inability to attract and retain other talented personnel could impede the further implementation of the Company's business strategy, which could have a material adverse effect on its business. In addition, the Company does not currently maintain key man life insurance policies with respect to any of its employees.

***Employee error and misconduct may be difficult to detect and prevent and could adversely affect the Company's business, results of operations, financial condition and reputation.***

Losses may result from, among other things, fraud, errors, failure to document transactions properly, failure to obtain proper internal authorization, or failure to comply with regulatory requirements. It is not always possible to deter or prevent employee misconduct and the precautions the Company takes to prevent and detect this activity may not be effective in all cases. Resultant losses could adversely affect the Company's business, results of operations, financial condition and reputation.

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*Since the Company depends on professional general agencies, brokers, other insurance companies and other reinsurance companies for a significant portion of its revenue, a loss of any one of them could adversely affect the Company.*

The Company markets and distributes its insurance products through a group of approximately 110 professional general agencies that have specific quoting and binding authority and that in turn sell the Company's insurance products to insureds through retail insurance brokers. The Company also markets and distributes its reinsurance products through third-party brokers, insurance companies and reinsurance companies. A loss of all or substantially all of the business produced by any one of these general agencies, brokers, insurance companies or reinsurance companies could have an adverse effect on the Company's results of operations.

*If market conditions cause reinsurance to be more costly or unavailable, the Company may be required to bear increased risks or reduce the level of its underwriting commitments.*

As part of the Company's overall strategy of risk and capacity management, it purchases reinsurance for a portion of the risk underwritten by its insurance subsidiaries. Market conditions beyond the Company's control determine the availability and cost of the reinsurance it purchases, which may affect the level of its business and profitability. The Company's third party reinsurance facilities are generally subject to annual renewal. The Company may be unable to maintain its current reinsurance facilities or obtain other reinsurance facilities in adequate amounts and at favorable rates. If the Company is unable to renew expiring facilities or obtain new reinsurance facilities, either the net exposure to risk would increase or, if the Company is unwilling to bear an increase in net risk exposures, it would have to reduce the amount of risk it underwrites.

*The Company's results may fluctuate as a result of many factors, including cyclical changes in the insurance industry.*

Historically, the results of companies in the property and casualty insurance industry have been subject to significant fluctuations and uncertainties. The industry's profitability can be affected significantly by:

competition;

capital capacity;

rising levels of actual costs that are not foreseen by companies at the time they price their products;

volatile and unpredictable developments, including man-made, weather-related and other natural catastrophes or terrorist attacks;

changes in loss reserves resulting from the general claims and legal environments as different types of claims arise and judicial interpretations relating to the scope of insurers' liability develop; and

fluctuations in interest rates, inflationary pressures and other changes in the investment environment, which affect returns on invested assets and may affect the ultimate payout of losses.

The demand for property and casualty insurance and reinsurance can also vary significantly, rising as the overall level of economic activity increases and falling as that activity decreases. The property and casualty insurance industry historically is cyclical in nature. These fluctuations in demand and competition could produce underwriting results that would have a negative impact on the Company's consolidated results of operations and financial condition.

*The Company faces significant competitive pressures in its business that could cause demand for its products to fall and adversely affect the Company's profitability.*

The Company competes with a large number of other companies in its selected lines of business. The Company competes, and will continue to compete, with major U.S. and non-U.S. insurers and other regional companies, as well as mutual companies, specialty insurance companies,

reinsurance companies, underwriting agencies and



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diversified financial services companies. The Company's competitors include, among others: American International Group, Argo Group International Holdings, Ltd., Berkshire Hathaway, Everest Re Group, Ltd., Great American Insurance Group, HCC Insurance Holdings, Inc., IFG Companies, Markel Corporation, Nationwide Insurance, Navigators Insurance Group, RLI Corporation, Selective Insurance Group, Inc., The Travelers Companies, Inc., W.R. Berkley Corporation, and Western World Insurance Group. Some of the Company's competitors have greater financial and marketing resources than the Company does. The Company's profitability could be adversely affected if it loses business to competitors offering similar products at or below the Company's prices.

***The Company's general agencies typically pay the insurance premiums on business they have bound to the Company on a monthly basis. This accumulation of balances due to the Company exposes it to credit risk.***

Insurance premiums generally flow from the insured to their retail broker, then into a trust account controlled by the Company's professional general agencies. The Company's professional general agencies are typically required to forward funds, net of commissions, to the Company following the end of each month. Consequently, the Company assumes a degree of credit risk on the aggregate amount of these balances that have been paid by the insured but have yet to reach the Company.

***Brokers, insurance companies and reinsurance companies typically pay premiums on reinsurance treaties written with the Company on a quarterly basis. This accumulation of balances due to the Company exposes it to credit risk.***

Assumed premiums on reinsurance treaties generally flow from the ceding companies to the Company on a quarterly basis. In some instances, the reinsurance treaties allow for funds to be withheld for longer periods as specified in the treaties. Consequently, the Company assumes a degree of credit risk on the aggregate amount of these balances that have been collected by the reinsured but have yet to reach the Company.

***Because the Company provides its general agencies with specific quoting and binding authority, if any of them fail to comply with pre-established guidelines, the Company's results of operations could be adversely affected.***

The Company markets and distributes its insurance products through professional general agencies that have limited quoting and binding authority and that in turn sell the Company's insurance products to insureds through retail insurance brokers. These professional general agencies can bind certain risks without the Company's initial approval. If any of these wholesale professional general agencies fail to comply with the Company's underwriting guidelines and the terms of their appointment, the Company could be bound on a particular risk or number of risks that were not anticipated when it developed the insurance products or estimated loss and loss adjustment expenses. Such actions could adversely affect the Company's results of operations.

***The Company's holding company structure and regulatory constraints limit its ability to receive dividends from subsidiaries in order to meet its cash requirements.***

Global Indemnity is a holding company and, as such, has no substantial operations of its own. The Company's assets primarily consist of cash and ownership of the shares of its direct and indirect subsidiaries. Dividends and other permitted distributions from insurance subsidiaries, which include payment for equity awards granted by Global Indemnity to employees of such subsidiaries, are expected to be Global Indemnity's sole source of funds to meet ongoing cash requirements, including debt service payments and other expenses.

Due to its corporate structure, most of the dividends that Global Indemnity receives from its subsidiaries must pass through Wind River Reinsurance. The inability of Wind River Reinsurance to pay dividends in an amount sufficient to enable Global Indemnity to meet its cash requirements at the holding company level could have a material adverse effect on its operations.

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Bermuda law does not permit payment of dividends or distributions of contributed surplus by a company if there are reasonable grounds for believing that the company, after the payment is made, would be unable to pay its liabilities as they become due, or the realizable value of the company's assets would be less, as a result of the payment, than the aggregate of its liabilities and its issued share capital and share premium accounts. Furthermore, pursuant to the Bermuda Insurance Act 1978, an insurance company is prohibited from declaring or paying a dividend during the financial year if it is in breach of its minimum solvency margin or minimum liquidity ratio or if the declaration or payment of such dividends would cause it to fail to meet such margin or ratio. See Regulation Bermuda Insurance Regulation in Item 1 of Part I of this report.

In addition, the Company's U.S. insurance subsidiaries, which are indirect subsidiaries of Wind River Reinsurance, are subject to significant regulatory restrictions limiting their ability to declare and pay dividends, which must first pass through Wind River Reinsurance before being paid to Global Indemnity. See Regulation U.S. Regulation in Item 1 of Part I of this report. Also, see Note 20 of the notes to consolidated financial statements in Item 8 of Part II of this report for the maximum amount of dividends that could be paid by the Company's U.S. insurance subsidiaries in 2014.

***The Company's businesses are heavily regulated and changes in regulation may limit the way it operates.***

The Company is subject to extensive supervision and regulation in the U.S. states in which the Insurance Operations operate. This is particularly true in those states in which the Company's insurance subsidiaries are licensed, as opposed to those states where its insurance subsidiaries write business on a surplus lines basis. The supervision and regulation relate to numerous aspects of the Company's business and financial condition. The primary purpose of the supervision and regulation is the protection of the Company's insurance policyholders and not its investors. The extent of regulation varies, but generally is governed by state statutes. These statutes delegate regulatory, supervisory, and administrative authority to state insurance departments. This system of regulation covers, among other things:

standards of solvency, including risk-based capital measurements;

restrictions on the nature, quality and concentration of investments;

restrictions on the types of terms that the Company can include or exclude in the insurance policies it offers;

restrictions on the way rates are developed and the premiums the Company may charge;

standards for the manner in which general agencies may be appointed or terminated;

credit for reinsurance;

certain required methods of accounting;

reserves for unearned premiums, losses and other purposes; and

potential assessments for the provision of funds necessary for the settlement of covered claims under certain insurance policies provided by impaired, insolvent or failed insurance companies.

The statutes or the state insurance department regulations may affect the cost or demand for the Company's products and may impede the Company from obtaining rate increases or taking other actions it might wish to take to increase profitability. Further, the Company may be unable to maintain all required licenses and approvals and its business may not fully comply with the wide variety of applicable laws and regulations or the relevant authority's interpretation of the laws and regulations. Also, regulatory authorities have discretion to grant, renew or

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revoke licenses and approvals subject to the applicable state statutes and appeal process. If the Company does not have the requisite licenses and approvals (including in some states the requisite secretary of state registration) or do not comply with applicable regulatory requirements, the insurance regulatory authorities could stop or temporarily suspend the Company from carrying on some or all of its activities or monetarily penalize the Company.

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In recent years, the U.S. insurance regulatory framework has come under increased federal scrutiny, and some state legislators have considered or enacted laws that may alter or increase state regulation of insurance and reinsurance companies and holding companies. Moreover, the NAIC, which is an association of the insurance commissioners of all 50 U.S. States and the District of Columbia, and state insurance regulators regularly re-examine existing laws and regulations. Changes in these laws and regulations or the interpretation of these laws and regulations could have a material adverse effect on the Company's business.

Although the U.S. federal government has not historically regulated the insurance business, there have been proposals from time to time to impose federal regulation on the insurance industry. In 2010, the President signed into law the Dodd-Frank Act. Among other things, the Dodd-Frank Act establishes a Federal Insurance Office within the U.S. Department of the Treasury. The Federal Insurance Office initially has limited regulatory authority and is empowered to gather data and information regarding the insurance industry and insurers, including conducting a study for submission to the U.S. Congress on how to modernize and improve insurance regulation in the U.S. Further, the Dodd-Frank Act gives the Federal Reserve supervisory authority over a number of financial services companies, including insurance companies, if they are designated by a two-thirds vote of a Financial Stability Oversight Council as systemically important. While the Company does not believe that it is systemically important, as defined in the Dodd-Frank Act, it is possible that the Financial Stability Oversight Council may conclude that it is. If the Company were designated as systemically important, the Federal Reserve's supervisory authority could include the ability to impose heightened financial regulation and could impact requirements regarding the Company's capital, liquidity, leverage, business and investment conduct. As a result of the foregoing, the Dodd-Frank Act, or other additional federal regulation that is adopted in the future, could impose significant burdens on the Company, including impacting the ways in which it conducts business, increasing compliance costs and duplicating state regulation, and could result in a competitive disadvantage, particularly relative to smaller insurers who may not be subject to the same level of regulation.

***The Company may require additional capital in the future that may not be available or only available on unfavorable terms.***

The Company's future capital requirements depend on many factors, including the incurring of significant net catastrophe losses, its ability to write new business successfully and to establish premium rates and reserves at levels sufficient to cover losses. To the extent that the Company needs to raise additional funds, any equity or debt financing for this purpose, if available at all, may be on terms that are not favorable to the Company. If the Company cannot obtain adequate capital, its business, results of operations and financial condition could be adversely affected.

***The Company has used and may in the future use a significant amount of its cash resources to repurchase its ordinary shares and such repurchases present potential risks and disadvantages to the Company and its continuing shareholders.***

The Company does not currently have authorization from the Board of Directors to repurchase A ordinary shares. However, the Company may be authorized to purchase A ordinary shares by the Board of Directors in the future and future repurchases of the Company's shares exposes it to risks including:

the use of a substantial portion of the Company's cash reserves, which may reduce its ability to engage in significant cash acquisitions or to pursue other business opportunities that could create significant value to shareholders;

the risk that the Company would not be able to replenish its cash reserves by raising debt or equity financing in the future on terms acceptable to the Company, or at all; and

the risk that these repurchases would reduce the Company's public float, which is the number of shares owned by non-affiliate shareholders and available for trading in the securities markets, and would likely reduce the number of the Company's shareholders, which may reduce the volume of trading in its shares and may result in lower stock prices and reduced liquidity in the trading of the Company's shares.

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*The interests of holders of A ordinary shares may conflict with the interests of the Company's controlling shareholder.*

Fox Paine & Company, LLC ( Fox Paine & Company ) beneficially owns shares having approximately 93% of the Company's total voting power. The percentage of the Company's total voting power that Fox Paine & Company may exercise is greater than the percentage of the Company's total shares that Fox Paine & Company beneficially owns because Fox Paine & Company beneficially owns all of the Company's B ordinary shares, which have ten votes per share as opposed to A ordinary shares, which have one vote per share. The A ordinary shares and the B ordinary shares generally vote together as a single class on matters presented to the Company's shareholders. Based on the ownership structure of the affiliates of Fox Paine & Company that own these shares, these affiliates are subject to the voting restriction contained in the Company's articles of association. As a result, Fox Paine & Company has and will continue to have control over the outcome of certain matters requiring shareholder approval, including the power to, among other things:

elect all of the Company's directors;

amend the Company's articles of association (as long as their voting power is greater than 75%);

ratify the appointment of the Company's auditors;

increase the Company's share capital;

resolve to pay dividends or distributions; and

approve the annual report and the annual financial statements.

Subject to certain exceptions, Fox Paine & Company may also be able to prevent or cause a change of control. Fox Paine & Company's control over the Company, and Fox Paine & Company's ability in certain circumstances to prevent or cause a change of control, may delay or prevent a change of control, or cause a change of control to occur at a time when it is not favored by other shareholders. As a result, the trading price of the Company's A ordinary shares could be adversely affected.

In addition, the Company has agreed to pay Fox Paine & Company an annual management fee of \$1.9 million, adjusted annually to reflect change in the consumer price index published by the US Department of Labor Bureau of Labor Statistics' CPI, in exchange for management services. The Company has also agreed to pay a termination fee of cash in an amount to be agreed upon, plus reimbursement of expenses upon the termination of Fox Paine & Company's management services in connection with the consummation of a change of control transaction that does not involve Fox Paine & Company and its affiliates. The Company has also agreed to pay Fox Paine & Company a transaction advisory fee of cash in an amount to be agreed upon, plus reimbursement of expenses upon the consummation of a change of control transaction that does not involve Fox Paine & Company and its affiliates in exchange for advisory services to be provided by Fox Paine & Company in connection therewith. Fox Paine & Company may in the future make significant investments in other insurance or reinsurance companies. Some of these companies may compete with the Company or its subsidiaries. Fox Paine & Company is not obligated to advise the Company of any investment or business opportunities of which they are aware, and they are not prohibited or restricted from competing with the Company or its subsidiaries.

***The Company's controlling shareholder has the contractual right to nominate a certain number of the members of the Board of Directors and also otherwise controls the election of Directors due to its ownership.***

While Fox Paine & Company has the right under the terms of the memorandum and articles of association to nominate a certain number of directors of the Board of Directors, dependent on Fox Paine & Company's percentage ownership of voting shares in the Company for so long as Fox Paine & Company hold an aggregate 25% or more of the voting power in the Company, it also controls the election of all directors to the Board of Directors due to its controlling share ownership. The Company's Board of Directors currently consists of seven directors, all of which, other than Ms. Cynthia Y. Valko, were identified and proposed for consideration for the Board of Directors by Fox Paine & Company.



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The Company's Board of Directors, in turn, and subject to its fiduciary duties under Irish law, appoints the members of the Company's senior management, who also have fiduciary duties to the Company. As a result, Fox Paine & Company effectively has the ability to control the appointment of the members of the Company's senior management and to prevent any changes in senior management that other shareholders or other members of the Board of Directors may deem advisable.

*Because the Company relies on certain services provided by Fox Paine & Company, the loss of such services could adversely affect its business.*

During 2013, 2012, and 2011, Fox Paine & Company provided certain management services to the Company. To the extent that Fox Paine & Company is unable or unwilling to provide similar services in the future, and the Company is unable to perform those services ourselves or is unable to secure replacement services, the Company's business could be adversely affected.

*Adverse consequences of the U.S. and global economic and financial industry downturns could harm the Company's business, its liquidity and financial condition, and its stock price.*

In recent years, global market and economic conditions were severely disrupted. While conditions have since improved, there is continued uncertainty regarding the timing and strength of any economic recovery. The trend may not continue or may continue at a slow rate for an extended period of time, or conditions may worsen. These conditions may potentially affect (among other aspects of the Company's business) the demand for and claims made under the Company's products, the ability of customers, counterparties and others to establish or maintain their relationships with the Company, its ability to access and efficiently use internal and external capital resources, the availability of reinsurance protection, the risks the Company assumes under reinsurance programs, and the Company's investment performance. Continued volatility in the U.S. and other securities markets may adversely affect the Company's stock price.

*The Company's operating results and shareholders' equity may be adversely affected by currency fluctuations.*

The Company's functional currency is the U.S. dollar. The Reinsurance Operations conduct business with some customers in foreign currencies, and some of the Company's non-U.S. subsidiaries have foreign currency denominated cash accounts and investments. Monetary assets and liabilities that are denominated in foreign currencies are revalued at the current exchange rates each period end with the resulting gains or losses reflected in net income. Foreign exchange risk is reviewed as part of the Company's risk management process. The Company may experience losses resulting from fluctuations in the values of non-U.S. currencies relative to the strength of the U.S. dollar, which could adversely impact the Company's results of operations and financial condition.

*The Company is incorporated in Ireland and some of its assets are located outside the United States. As a result, it might not be possible for shareholders to enforce civil liability provisions of the federal or state securities laws of the United States.*

The Company is organized under the laws of Ireland, and some of its assets are located outside the United States. A shareholder who obtains a court judgment based on the civil liability provisions of U.S. federal or state securities laws may be unable to enforce the judgment against the Company in Ireland or in countries other than the United States where the Company has assets. In addition, there is some doubt as to whether the courts of Ireland and other countries would recognize or enforce judgments of U.S. courts obtained against the Company or its Directors or officers based on the civil liabilities provisions of the federal or state securities laws of the United States or would hear actions against the Company or those persons based on those laws. The Company has been advised that the United States and Ireland do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. The laws of Ireland do however, as a general rule, provide that the judgments of the courts of the United States have the same validity in Ireland as if rendered by Irish Courts. Certain important requirements must be satisfied before the Irish Courts will recognize

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the United States judgment. The originating court must have been a court of competent jurisdiction and the judgment may not be recognized if it was obtained by fraud or its recognition would be contrary to Irish public policy. Any judgment obtained in contravention of the rules of natural justice or that is irreconcilable with an earlier foreign judgment would not be enforced in Ireland. Similarly, judgments might not be enforceable in countries other than the United States where the Company has assets.

*Irish law differs from the laws in effect in the United States and might afford less protection to shareholders.*

The Company's shareholders could have more difficulty protecting their interests than would shareholders of a corporation incorporated in a jurisdiction of the United States. As an Irish company, the Company is governed by the Companies Acts 1963 to 2009 of Ireland (the Companies Acts) and other Irish statutes. The Companies Acts and other Irish statutes differ in some significant, and possibly material, respects from laws applicable to U.S. corporations and shareholders under various state corporation laws, including the provisions relating to interested Directors, mergers and acquisitions, takeovers, shareholder lawsuits and indemnification of Directors.

Under Irish law, the duties of Directors and officers of a company are generally owed to the company only. Shareholders of Irish companies do not generally have rights to take action against Directors or officers of the company under Irish law, and may only exercise such right of action on behalf of the Company in limited circumstances. Directors of an Irish company must, in exercising their powers and performing their duties, act with due care and skill, honestly and in good faith with a view to the best interests of the company. Directors have a duty not to put themselves in a position in which their duties to the company and their personal interests might conflict and also are under a duty to disclose any personal interest in any contract or arrangement with the company or any of its subsidiaries. If a Director or officer of an Irish company is found to have breached his duties to that company, he could be held personally liable to the company in respect of that breach of duty.

*A future transfer of ordinary shares, other than one effected by means of the transfer of book entry interests in Depository Trust Company ( DTC ), may be subject to Irish stamp duty.*

A transfer of the Company's ordinary shares by a seller who holds ordinary shares beneficially through DTC to a buyer who holds the acquired ordinary shares beneficially through DTC will not be subject to Irish stamp duty. A transfer of the Company's ordinary shares by a seller who holds shares directly to any buyer, or by a seller who holds the shares beneficially through DTC to a buyer who holds the acquired shares directly, may be subject to Irish stamp duty. Stamp duty is a liability of the buyer or transferee and is currently levied at the rate of 1% of the price paid or the market value of the shares acquired, if higher. The potential for stamp duty could adversely affect the price of the Company's ordinary shares.

## **Risks Related to Taxation**

*Legislative and regulatory action by the U.S. Congress could materially and adversely affect the Company.*

The Company's tax position could be adversely impacted by changes in tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof. Legislative action may be taken by the U.S. Congress which, if ultimately enacted, could override tax treaties upon which the Company relies or could broaden the circumstances under which the Company would be considered a U.S. resident, each of which could materially and adversely affect the Company's effective tax rate and cash tax position.

*The Company may become subject to taxes in the Cayman Islands or Bermuda in the future, which may have a material adverse effect on its results of operations.*

The Company has subsidiaries which have been incorporated under the laws of the Cayman Islands as exempted companies and, as such, obtained an undertaking on September 2, 2003 from the Governor in Council of the Cayman Islands substantially that, for a period of 20 years from the date of such undertaking, no law that is enacted in the Cayman Islands imposing any tax to be levied on profit or income or gains or appreciation shall



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apply to the Company and no such tax and no tax in the nature of estate duty or inheritance tax will be payable, either directly or by way of withholding, on the Company's ordinary shares. This undertaking would not, however, prevent the imposition of taxes on any person ordinarily resident in the Cayman Islands or any company in respect of its ownership of real property or leasehold interests in the Cayman Islands. Given the limited duration of the undertaking, the Company cannot be certain that it will not be subject to Cayman Islands tax after the expiration of the 20-year period.

Wind River Reinsurance was formed in 2006 through the amalgamation of the Company's non-U.S. operations. The Company received an assurance from the Bermuda Minister of Finance, under the Bermuda Exempted Undertakings Tax Protection Act of 1966, as amended, that if any legislation is enacted in Bermuda that would impose tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax will not be applicable to Wind River Reinsurance or any of its operations, shares, debentures or other obligations through March 31, 2035. Given the limited duration of the assurance, the Company cannot be certain that it will not be subject to any Bermuda tax after March 31, 2035.

Following the expiration of the periods described above, the Company may become subject to taxes in the Cayman Islands or Bermuda, which may have a material adverse effect on its results of operations.

***Global Indemnity or Wind River Reinsurance may be subject to U.S. tax that may have a material adverse effect on Global Indemnity's or Wind River Reinsurance's results of operations.***

Global Indemnity is an Irish company and Wind River Reinsurance is a Bermuda company. The Company seeks to manage its business in a manner designed to reduce the risk that Global Indemnity and Wind River Reinsurance will be treated as being engaged in a U.S. trade or business for U.S. federal income tax purposes. However, because there is considerable uncertainty as to the activities that constitute being engaged in a trade or business within the United States, the Company cannot be certain that the U.S. Internal Revenue Service will not contend successfully that Global Indemnity or Wind River Reinsurance will be engaged in a trade or business in the United States. If Global Indemnity or Wind River Reinsurance were considered to be engaged in a business in the United States, the Company could be subject to U.S. corporate income and branch profits taxes on the portion of its earnings effectively connected to such U.S. business, in which case its results of operations could be materially adversely affected.

***The impact of the Cayman Islands' Letter of Commitment or other concessions to the Organization for Economic Cooperation and Development to eliminate harmful tax practices is uncertain and could adversely affect the tax status of the Company's subsidiaries in the Cayman Islands or Bermuda.***

The Organization for Economic Cooperation and Development, which is commonly referred to as the OECD, has published reports and launched a global dialogue among member and non-member countries on measures to limit harmful tax competition. These measures are largely directed at counteracting the effects of tax havens and preferential tax regimes in countries around the world. The Cayman Islands and Bermuda are not listed as uncooperative tax haven jurisdictions because each had previously committed itself to eliminate harmful tax practices and to embrace international tax standards for transparency, exchange of information and the elimination of any aspects of the regimes for financial and other services that attract business with no substantial domestic activity. The Company is not able to predict what changes will arise from the OECD in the future or whether such changes will subject it to additional taxes.

***There is a risk that interest paid by the Company's U.S. subsidiary to a Luxembourg affiliate may be subject to 30% U.S. withholding tax.***

U.A.I. (Luxembourg) Investment, S.à.r.l., an indirectly owned Luxembourg subsidiary of Wind River Reinsurance, owns two notes issued by Global Indemnity Group, Inc., a Delaware corporation. Under U.S. federal income tax law, interest paid by a U.S. corporation to a non-U.S. shareholder is generally subject to a 30% withholding tax, unless reduced by treaty. The income tax treaty between the United States and

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Luxembourg (the Luxembourg Treaty ) generally eliminates the withholding tax on interest paid to qualified residents of Luxembourg. Were the IRS to contend successfully that U.A.I. (Luxembourg) Investment, S.à.r.l. is not eligible for benefits under the Luxembourg Treaty, interest paid to U.A.I. (Luxembourg) Investment, S.à.r.l. by Global Indemnity Group, Inc. would be subject to the 30% withholding tax. Such tax may be applied retroactively to all previous years for which the statute of limitations has not expired, with interest and penalties. Such a result may have a material adverse effect on the Company's financial condition and results of operation.

*There is a risk that interest income imputed to the Company's Irish affiliates may be subject to 25% Irish income tax.*

U.A.I. (Ireland) Limited is a private limited liability company incorporated under the laws of Ireland. The company is a resident taxpayer fully subject to Ireland corporate income tax of 12.5% on trading income and 25.0% on non-trading income, including interest and dividends from foreign companies. The Company intends to manage its operations in such a way that there will not be any material taxable income generated in Ireland under Irish law. However, there can be no assurance from the Irish authorities that a law may not be enacted that would impute income to U.A.I. (Ireland) Limited in the future or retroactively arising out of the Company's current operations.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

The Company leases office space in Bala Cynwyd, Pennsylvania which holds the Insurance Operations' principal executive offices and headquarters. In addition, the Company leases additional office space in California, Georgia, Illinois, Maryland and Texas, which serves as office space for field offices. Some of the office space in California also serves as office space for the Company's claims operations. The Company also leases office space in Hamilton, Bermuda, which is used by the Reinsurance Operations. The Company leases office space in Cavan, Ireland, which is used to support the operating needs of the Insurance and Reinsurance Operations. The Company believes the properties listed are suitable and adequate to meet its needs.

**Item 3. LEGAL PROCEEDINGS**

The Company is, from time to time, involved in various legal proceedings in the ordinary course of business. The Company purchased insurance and reinsurance coverage for risks in amounts that it considers adequate. However, there can be no assurance that the insurance and reinsurance coverage that the Company maintains is sufficient or will be available in adequate amounts or at a reasonable cost. The Company does not believe that the resolution of any currently pending legal proceedings, either individually or taken as a whole, will have a material adverse effect on its business, results of operations, cash flows, or financial condition.

There is a greater potential for disputes with reinsurers who are in runoff. Some of the Company's reinsurers have operations that are in runoff, and therefore, the Company closely monitors those relationships. The Company anticipates that, similar to the rest of the insurance and reinsurance industry, it will continue to be subject to litigation and arbitration proceedings in the ordinary course of business.

**Item 4. MINE SAFETY DISCLOSURES**

None.

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The Company's A ordinary shares, par value \$0.0001 per share, began trading on the NASDAQ Global Select Market, formerly the NASDAQ National Market, under the symbol UNGL on December 16, 2003. On March 14, 2005 the Company changed its symbol to INDM. On July 6, 2010, the Company changed its symbol to GBLI as part of a re-domestication transaction whereby all shares of INDM were replaced with shares of GBLI on a one-for-two basis. The following table sets forth, for the periods indicated, the high and low sales prices of the Company's A ordinary shares as reported by the NASDAQ Global Select Market.

|   | <b>High</b> | <b>Low</b> |
|---|-------------|------------|
| <b>Fiscal Year Ended December 31, 2013:</b> |             |            |
| First Quarter                               | \$ 23.89    | \$ 20.06   |
| Second Quarter                              | 24.30       | 20.06      |
| Third Quarter                               | 27.57       | 23.26      |
| Fourth Quarter                              | 27.38       | 23.57      |
| <b>Fiscal Year Ended December 31, 2012:</b> |             |            |
| First Quarter                               | \$ 21.50    | \$ 17.36   |
| Second Quarter                              | 21.81       | 17.22      |
| Third Quarter                               | 22.61       | 18.62      |
| Fourth Quarter                              | 22.58       | 20.91      |

There is no established public trading market for the Company's B ordinary shares, par value \$0.0001 per share.

As of March 7, 2014, there were 11 owners of the Company's B ordinary shares, all of whom are affiliates of Fox Paine & Company, LLC. The number of holders of record, including individual owners of the Company's A ordinary shares, was 1,256 as of March 7, 2014. This is not the actual number of beneficial owners of the Company's A ordinary shares as shares are held in street name by brokers and others on behalf of individual owners.

See Note 17 to the consolidated financial statements in Item 8 of Part II of this report for information regarding securities authorized under the Company's equity compensation plans.

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**Performance of the Company's A Ordinary Shares**

The following graph represents a five-year comparison of the cumulative total return to shareholders for the Company's A ordinary shares and stock of companies included in the NASDAQ Insurance Index and NASDAQ Composite Index, which the Company believes are the most comparative indexes.

|                        | 12/31/08 | 12/31/09 | 12/31/10 | 12/31/11 | 12/31/12 | 12/31/13 |
|------------------------|----------|----------|----------|----------|----------|----------|
| Global Indemnity plc   | \$ 100.0 | \$ 61.8  | \$ 79.8  | \$ 77.4  | \$ 86.4  | \$ 98.8  |
| NASDAQ Insurance Index | 100.0    | 100.6    | 115.2    | 118.8    | 134.8    | 173.6    |
| NASDAQ Composite Index | 100.0    | 143.9    | 168.2    | 165.2    | 191.5    | 264.8    |

Note: The Company completed a Rights Offering on May 5, 2009, which increased the Company's total outstanding A ordinary shares by 17.2 million shares.

Note: The Company completed a re-domestication transaction on July 2, 2010, which resulted in shares of INDM being exchanged for shares of GBLI on a one-for-two basis. Share prices prior to July 6, 2010 have been adjusted to reflect the impact of the one-for-two share exchange.

**Recent Sales of Unregistered Securities**

None.

**Purchases of the Company's A Ordinary Shares**

The Company's Share Incentive Plan allows employees to surrender A ordinary shares as payment for the tax liability incurred upon the vesting of restricted stock that was issued under the Share Incentive Plan. During 2013, the Company purchased an aggregate 2,370 of surrendered A ordinary shares from employees for \$0.1 million. All shares purchased from employees are held as treasury stock and recorded at cost.

See Note 14 to the consolidated financial statements in Item 8 of Part II of this report for tabular disclosure of the Company's share repurchases by month.

**Dividend Policy**

The Company did not declare or pay cash dividends on any class of its ordinary shares in 2013 or 2012. Payment of dividends is subject to future determinations by the Board of Directors based on the Company's results, financial conditions, amounts required to grow the Company's business, and other factors deemed relevant by the Board.

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The Company is a holding company and has no direct operations. The Company's ability to pay dividends depends, in part, on the ability of its subsidiaries to pay dividends. Wind River Reinsurance and the U.S. insurance subsidiaries are subject to significant regulatory restrictions limiting their ability to declare and pay dividends.

In December, 2013, each of the U.S. insurance subsidiaries declared an extraordinary dividend that aggregated to \$200 million. In January, 2014, each of the dividends for the U.S. insurance companies was approved by their respective departments of insurance in Pennsylvania, Indiana, Wisconsin, and Virginia. On January 23, 2014, the U.S. insurance companies paid an aggregate of \$200 million to Global Indemnity Group, Inc. See Note 20 of the notes to consolidated financial statements in Item 8 of Part II of this report for dividend limitations for 2014.

For 2014, the Company believes that Wind River Reinsurance should have sufficient liquidity and solvency to pay dividends. In the future, the Company anticipates using dividends from Wind River Reinsurance to fund obligations of Global Indemnity. Wind River Reinsurance is prohibited, without the approval of the BMA, from reducing by 15% or more its total statutory capital as set out in its previous year's statutory financial statements, and any application for such approval must include such information as the BMA may require. Based upon the total statutory capital plus the statutory surplus as set out in its 2013 statutory financial statements that will be filed in 2014, Wind River Reinsurance could pay a dividend of up to \$236.0 million without requesting BMA approval. Wind River Reinsurance is dependent on receiving distributions from its subsidiaries in order to pay the full dividend.

Under the Companies Act, Wind River Reinsurance may only declare or pay a dividend if it has no reasonable grounds for believing that it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would not be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In 2013, profit distributions (not in respect to liquidations) by the Luxembourg Companies were generally subject to Luxembourg dividend withholding tax at a rate of 15%, unless a domestic law exemption or a lower tax treaty rate applies. There were no Luxembourg dividends paid in 2013. Dividends paid by any of the Luxembourg Companies to their Luxembourg resident parent company are exempt from Luxembourg dividend withholding tax, provided that at the time of the dividend distribution, the resident parent company has held (or commits itself to continue to hold) 10% or more of the nominal paid up capital of the distributing entity or, in the event of a lower percentage participation, a participation having an acquisition price of Euro 1.2 million or more for a period of at least twelve months.

For a discussion of factors affecting the Company's ability to pay dividends, see "Business Regulation" in Item 1 of Part I, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Sources and Uses of Funds" in Item 7 of Part II, and Note 20 of the notes to the consolidated financial statements in Item 8 of Part II of this report.

**Table of Contents****Item 6. SELECTED FINANCIAL DATA**

Effective January 1, 2012, the Company adopted new accounting guidance that modified the definition of costs that can be capitalized in the acquisition of new and renewal business for insurance companies. Under the new guidance, only direct incremental costs associated with successful insurance contract acquisitions or renewals are deferrable. This guidance was adopted retrospectively and has been applied to all prior period information contained in this Form 10-K. For further information please see Note 2 of the notes to the consolidated financial statements in Item 8 of Part II of this report.

The following table sets forth selected consolidated historical financial data for Global Indemnity and should be read together with the consolidated financial statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report. No cash dividends were declared on common stock in any year presented in the table.

| (Dollars in thousands, except shares and per share data) | For the Years Ended December 31, |            |             |            |            |
|--|----------------------------------|------------|-------------|------------|------------|
|  | 2013                             | 2012       | 2011        | 2010       | 2009       |
| <b>Consolidated Statements of Operations Data:</b>       |                                  |            |             |            |            |
| Gross premiums written                                   | \$ 290,723                       | \$ 244,053 | \$ 307,903  | \$ 345,763 | \$ 340,999 |
| Net premiums written                                     | 271,984                          | 219,547    | 280,570     | 296,504    | 290,995    |
| Net premiums earned                                      | 248,722                          | 238,862    | 297,854     | 286,774    | 301,674    |
| Net realized investment gains                            | 27,412                           | 6,755      | 21,473      | 26,437     | 15,862     |
| Total revenues   | 319,134                          | 293,016    | 385,020     | 370,127    | 388,115    |
| Net income (loss) (4)                                    | 61,690                           | 34,757     | (38,338)    | 84,871     | 74,662     |
| <b>Per share data: (1) (2) (3) (4)</b>                   |                                  |            |             |            |            |
| Net income (loss) available to common shareholders       | \$ 61,690                        | \$ 34,757  | \$ (38,338) | \$ 84,871  | \$ 74,662  |
| Basic  | 2.46                             | 1.30       | (1.27)      | 2.81       | 2.89       |
| Diluted  | 2.45                             | 1.30       | (1.27)      | 2.80       | 2.88       |
| Weighted-average number of shares outstanding            |                                  |            |             |            |            |
| Basic  | 25,072,712                       | 26,722,772 | 30,246,095  | 30,237,787 | 25,856,049 |
| Diluted  | 25,174,015                       | 26,748,833 | 30,246,095  | 30,274,259 | 25,881,382 |

- (1) In 2011, Diluted shares were the same as Basic shares since there was a net loss for that year.
- (2) In May 2009, the Company issued 17.2 million A ordinary shares and 11.4 million B ordinary shares in conjunction with the Rights Offering. In computing the basic and diluted weighted share counts, the number of shares outstanding prior to May 5, 2009 (the date that the ordinary shares were issued in conjunction with the Rights Offering) was adjusted by a factor of 1.114 to reflect the impact of a bonus element associated with the Rights Offering in accordance with appropriate accounting guidance. As a result, any share counts prior to May, 2009 have been restated.
- (3) Shares outstanding and per share amounts have been restated to reflect the 1-for-2 stock exchange effective July 2, 2010 when the Company completed its re-domestication to Ireland.
- (4) Results for the year to date 2012 include the impact of an out-of-period adjustment which reduced net income by \$1.6 million, or \$0.06 per diluted share.

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|   | 2013         | 2012         | 2011         | 2010         | 2009         |
|---|--------------|--------------|--------------|--------------|--------------|
| <b>Consolidated Insurance Operating Ratios based on the Company's GAAP Results: (1)</b> |              |              |              |              |              |
| Loss ratio (2) (3)  | 53.5         | 64.3         | 93.5         | 45.4         | 56.2         |
| Expense ratio   | 42.5         | 39.9         | 40.8         | 41.2         | 40.1         |
| Combined ratio (2) (3)  | 96.0         | 104.2        | 134.3        | 86.6         | 96.3         |
| Net / gross premiums written  | 93.6         | 90.0         | 91.1         | 85.8         | 85.3         |
| <b>Financial Position as of Last Day of Period:</b>                                     |              |              |              |              |              |
| Total investments and cash and cash equivalents   | \$ 1,567,415 | \$ 1,533,989 | \$ 1,647,723 | \$ 1,717,186 | \$ 1,731,314 |
| Reinsurance receivables, net of allowance   | 197,887      | 241,827      | 287,986      | 422,844      | 543,351      |
| Total assets  | 1,911,779    | 1,903,703    | 2,072,916    | 2,290,728    | 2,441,913    |
| Margin borrowing facility   | 100,000      |              |              |              |              |
| Senior notes payable  |              | 54,000       | 72,000       | 90,000       | 90,000       |
| Junior subordinated debentures  |              | 30,929       | 30,929       | 30,929       | 30,929       |
| Unpaid losses and loss adjustment expenses  | 779,466      | 879,114      | 971,377      | 1,052,743    | 1,257,741    |
| Total shareholders' equity  | 873,280      | 806,618      | 839,063      | 924,769      | 828,108      |

- (1) The Company's insurance operating ratios are GAAP financial measures that are generally viewed in the insurance industry as indicators of underwriting profitability. The loss ratio is the ratio of net losses and loss adjustment expenses to net premiums earned. The expense ratio is the ratio of acquisition costs and other underwriting expenses to net premiums earned. The combined ratio is the sum of the loss and expense ratios. The ratios presented here represent the consolidated results of both the Company's Insurance Operations and Reinsurance Operations.
- (2) A summary of prior accident year adjustments is summarized as follows:
- 2013 loss and combined ratios reflect a \$7.9 million reduction of net losses and loss adjustment expenses
  - 2012 loss and combined ratios reflect a \$4.4 million increase of net losses and loss adjustment expenses
  - 2011 loss and combined ratios reflect a \$3.4 million increase of net losses and loss adjustment expenses
  - 2010 loss and combined ratios reflect a \$54.1 million reduction of net losses and loss adjustment expenses
  - 2009 loss and combined ratios reflect a \$9.1 million reduction of net losses and loss adjustment expenses
- See Results of Operations in Item 7 of Part II of this report for details of these items and their impact on the loss and combined ratios.

- (3) The Company's loss and combined ratios for 2013, 2012, 2011, 2010, and 2009 include \$10.0 million, \$14.2 million, \$20.6 million, \$2.8 million, and \$5.8 million, respectively, of catastrophic losses from the Insurance Operations. See Results of Operations in Item 7 of Part II of this report for a discussion of the impact of these losses on the loss and combined ratios.

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

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the consolidated financial statements and accompanying notes of Global Indemnity included elsewhere in this report. Some of the information contained in this discussion and analysis or set forth elsewhere in this report, including information with respect to the Company's plans and strategy, constitutes forward-looking statements that involve risks and uncertainties. Please see "Cautionary Note Regarding Forward-Looking Statements" at the end of this Item 7 and "Risk Factors" in Item 1A above for more information. You should review "Risk Factors" in Item 1A above for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained herein.

**Recent Developments**

On September 30, 2013, the Company redeemed the entire outstanding principal amount on its UNG Trust I junior subordinated notes. The payment of \$10.4 million consisted of principal of \$10.3 million and interest of \$0.1 million. This payment was funded by borrowing \$10.0 million pursuant to a margin borrowing facility. See Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the terms of the margin borrowing facility.

On October 29, 2013, the Company redeemed the entire outstanding principal amount on its UNG Trust II junior subordinated notes. The payment of \$20.8 million consisted of principal of \$20.6 million and interest of \$0.2 million. This payment was funded by borrowing \$20.2 million pursuant to the Company's margin borrowing facility. See Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the terms of the margin borrowing facility.

On October 31, 2013, the Company entered into an Amendment and Restatement of the Management Agreement with Fox Paine & Company, LLC (the "Amended and Restated Agreement"). See Note 15 of the notes to the consolidated financial statements in Item 8 of Part II and Exhibit 10.6 in Item 15 of Part IV of this report for details on the Amended and Restated Agreement.

In December, 2013, the Company entered into two interest rate swap agreements as a fixed rate payor to mitigate interest rate risk. See Note 7 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the interest rate swap agreements.

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company, to an unrelated party. Diamond State Insurance Company received a one-time payment of \$26.6 million and recognized a pre-tax gain of \$5.2 million. The financial results for 2013, 2012, and 2011 include the financial results for United National Casualty Insurance Company. Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the Company's ongoing business operations.

In December, 2013, each of the U.S. insurance subsidiaries declared an extraordinary dividend that aggregated to \$200 million. In January, 2014, each of the dividends for the U.S. insurance companies was approved by their respective departments of insurance in Pennsylvania, Indiana, Wisconsin, and Virginia. On January 23, 2014, the U.S. insurance companies paid an aggregate of \$200 million to Global Indemnity Group, Inc.

**Overview**

The Company's Insurance Operations distribute property and casualty insurance products through a group of approximately 110 professional general agencies that have limited quoting and binding authority, as well as a



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number of wholesale insurance brokers who in turn sell the Company's insurance products to insureds through retail insurance brokers. The Company operates predominantly in the excess and surplus lines marketplace. To manage its operations, the Company differentiates them by product classification. These product classifications are: 1) Penn-America, which includes property and general liability products for small commercial businesses distributed through a select network of wholesale general agents with specific binding authority; 2) United National, which includes property, general liability, and professional lines products distributed through program administrators with specific binding authority; and 3) Diamond State, which includes property, casualty, and professional lines products distributed through wholesale brokers and program administrators with specific binding authority.

Currently, the Company's Reinsurance Operations segment, which consists solely of the operations of Wind River Reinsurance, provides reinsurance solutions through brokers and on a direct basis. In prior years, the Company provided reinsurance solutions through program managers and primary writers, including regional insurance companies. Wind River Reinsurance is a Bermuda based treaty reinsurer for specialty property and casualty insurance and reinsurance companies. Wind River Reinsurance conducts business in Bermuda and is focused on using its capital capacity to write catastrophe-oriented placements and other niche or specialty-focused treaties meeting the Company's risk tolerance and return thresholds. Given the current pricing environment, Wind River Reinsurance continues to cautiously deploy and manage its capital while seeking to position itself as a niche reinsurance solution provider.

The Company derives its revenues primarily from premiums paid on insurance policies that it writes and from income generated by its investment portfolio, net of fees paid for investment management services. The amount of insurance premiums that the Company receives is a function of the amount and type of policies it writes, as well as of prevailing market prices.

The Company's expenses include losses and loss adjustment expenses, acquisition costs and other underwriting expenses, corporate and other operating expenses, interest, investment expenses, and income taxes. Losses and loss adjustment expenses are estimated by management and reflect the Company's best estimate of ultimate losses and costs arising during the reporting period and revisions of prior period estimates. The Company records losses and loss adjustment expenses based on an actuarial analysis of the estimated losses the Company expects to incur on the insurance policies it writes. The ultimate losses and loss adjustment expenses will depend on the actual costs to resolve claims. Acquisition costs consist principally of commissions and premium taxes that are typically a percentage of the premiums on the insurance policies the Company writes, net of ceding commissions earned from reinsurers. Other underwriting expenses consist primarily of personnel expenses and general operating expenses. Corporate and other operating expenses are comprised primarily of outside legal fees, other professional and accounting fees, directors' fees, management fees, and salaries and benefits for company personnel whose services relate to the support of corporate activities. Interest expense is primarily comprised of amounts due on outstanding debt.

### **Critical Accounting Estimates and Policies**

The Company's consolidated financial statements are prepared in conformity with GAAP, which require it to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. See Note 5 of the notes to consolidated financial statements contained in Item 8 of Part II of this report. Actual results could differ from those estimates and assumptions.

The Company believes that of the Company's significant accounting policies, the following may involve a higher degree of judgment and estimation.

#### ***Liability for Unpaid Losses and Loss Adjustment Expenses***

Although variability is inherent in estimates, the Company believes that the liability for unpaid losses and loss adjustment expenses reflects its best estimate for future amounts needed to pay losses and related loss adjustment expenses and the impact of its reinsurance coverage with respect to insured events.

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In developing loss and loss adjustment expense ( loss or losses ) reserve estimates for the Company's Insurance Operations, its actuaries perform detailed reserve analyses each quarter. To perform the analysis, the data is organized at a reserve category level. A reserve category can be a line of business such as commercial automobile liability, or it can be a particular type of claim such as construction defect. The reserves within a reserve category level are characterized as short-tail and long-tail. For long-tail business, it will generally be several years between the time the business is written and the time when all claims are settled. The Company's long-tail exposures include general liability, professional liability, products liability, commercial automobile liability, and excess and umbrella. Short-tail exposures include property, commercial automobile physical damage, and equine mortality. To manage its insurance operations, the Company differentiates by product classifications, which are Penn-America, United National, and Diamond State. For further discussion about the Company's product classifications, see General Business Segments Insurance Operations in Item 1 of Part I of this report. Each of the Company's product classifications contain both long-tail and short-tail exposures. Every reserve category is analyzed by the Company's actuaries each quarter. The analyses generally include reviews of losses gross of reinsurance and net of reinsurance.

Loss reserve estimates for the Company's Reinsurance Operations are developed by independent, external actuaries; however management is responsible for the final determination of loss reserve selections. The data for this analysis is organized by treaty and treaty year. As with the Company's reserves for its Insurance Operations, reserves for its Reinsurance Operations are characterized as short-tail and long-tail. Long-tail exposures include workers compensation, professional liability, and excess and umbrella liability. Short-tail exposures are primarily catastrophe exposed property accounts.

In addition to the Company's internal reserve analysis, independent external actuaries perform a full, detailed review of the Insurance Operations reserves annually. The Company does not rely upon the review by the independent actuaries to develop its reserves; however, the data is used to corroborate the analysis performed by the in-house actuarial staff. The Company's independent external actuaries also perform a full, detailed review of the Reinsurance Operations reserves annually. In 2013, the independent external actuaries also performed a detailed review of the Reinsurance Operations loss reserves at June 30, 2013.

The methods used to project ultimate losses for both long-tail and short-tail exposures include, but are not limited to, the following:

Paid Development method;

Incurred Development method;

Expected Loss Ratio method;

Bornhuetter-Ferguson method using premiums and paid loss;

Bornhuetter-Ferguson method using premiums and incurred loss; and

Average Loss method.

The Paid Development method estimates ultimate losses by reviewing paid loss patterns and applying them to accident years with further expected changes in paid loss. Selection of the paid loss pattern requires analysis of several factors including the impact of inflation on claims costs, the rate at which claims professionals make claim payments and close claims, the impact of judicial decisions, the impact of underwriting changes, the impact of large claim payments and other factors. Claim cost inflation itself requires evaluation of changes in the cost of repairing or replacing property, changes in the cost of medical care, changes in the cost of wage replacement, judicial decisions, legislative changes and other factors. Because this method assumes that losses are paid at a consistent rate, changes in any of these factors can impact the results. Since the method does not rely on case reserves, it is not directly influenced by changes in the adequacy of case reserves.

For many reserve categories, paid loss data for recent periods may be too immature or erratic for accurate predictions. This situation often exists for long-tail exposures. In addition, changes in the factors described above



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may result in inconsistent payment patterns. Finally, estimating the paid loss pattern subsequent to the most mature point available in the data analyzed often involves considerable uncertainty for long-tail reserve categories.

The Incurred Development method is similar to the Paid Development method, but it uses case incurred losses instead of paid losses. Since this method uses more data (case reserves in addition to paid losses) than the Paid Development method, the incurred development patterns may be less variable than paid development patterns. However, selection of the incurred loss pattern requires analysis of all of the factors listed in the description of the Paid Development method. In addition, the inclusion of case reserves can lead to distortions if changes in case reserving practices have taken place and the use of case incurred losses may not eliminate the issues associated with estimating the incurred loss pattern subsequent to the most mature point available.

The Expected Loss Ratio method multiplies premiums by an expected loss ratio to produce ultimate loss estimates for each accident year. This method may be useful if loss development patterns are inconsistent, losses emerge very slowly, or there is relatively little loss history from which to estimate future losses. The selection of the expected loss ratio requires analysis of loss ratios from earlier accident years or pricing studies and analysis of inflationary trends, frequency trends, rate changes, underwriting changes, and other applicable factors.

The Bornhuetter-Ferguson method using premiums and paid losses is a combination of the Paid Development method and the Expected Loss Ratio method. This method normally determines expected loss ratios similar to the method used for the Expected Loss Ratio method and requires analysis of the same factors described above. The method assumes that only future losses will develop at the expected loss ratio level. The percent of paid loss to ultimate loss implied from the Paid Development method is used to determine what percentage of ultimate loss is yet to be paid. The use of the pattern from the Paid Development method requires consideration of all factors listed in the description of the Paid Development method. The estimate of losses yet to be paid is added to current paid losses to estimate the ultimate loss for each year. This method will react very slowly if actual ultimate loss ratios are different from expectations due to changes not accounted for by the expected loss ratio calculation.

The Bornhuetter-Ferguson method using premiums and incurred losses is similar to the Bornhuetter-Ferguson method using premiums and paid losses except that it uses case incurred losses. The use of case incurred losses instead of paid losses can result in development patterns that are less variable than paid development patterns. However, the inclusion of case reserves can lead to distortions if changes in case reserving practices have taken place. The method requires analysis of all the factors that need to be reviewed for the Expected Loss Ratio and Incurred Development methods.

The Average Loss method multiplies a projected number of ultimate claims by an estimated ultimate average loss for each accident year to produce ultimate loss estimates. Since projections of the ultimate number of claims are often less variable than projections of ultimate loss, this method can provide more reliable results for reserve categories where loss development patterns are inconsistent or too variable to be relied on exclusively. In addition, this method can more directly account for changes in coverage that impact the number and size of claims. However, this method can be difficult to apply to situations where very large claims or a substantial number of unusual claims result in volatile average claim sizes. Projecting the ultimate number of claims requires analysis of several factors including the rate at which policyholders report claims to the Company, the impact of judicial decisions, the impact of underwriting changes and other factors. Estimating the ultimate average loss requires analysis of the impact of large losses and claim cost trends based on changes in the cost of repairing or replacing property, changes in the cost of medical care, changes in the cost of wage replacement, judicial decisions, legislative changes and other factors.

For many exposures, especially those that can be considered long-tail, a particular accident year may not have a sufficient volume of paid losses to produce a statistically reliable estimate of ultimate losses. In such a case, the Company's actuaries typically assign more weight to the Incurred Development method than to the Paid Development method. As claims continue to settle and the volume of paid losses increases, the actuaries may assign additional weight to the Paid Development method. For most of the Company's reserve categories, even

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the incurred losses for accident years that are early in the claim settlement process will not be of sufficient volume to produce a reliable estimate of ultimate losses. In these cases, the Company will not assign any weight to the Paid and Incurred Development methods and will use the Bornhuetter-Ferguson and Expected Loss Ratio methods. For short-tail exposures, the Paid and Incurred Development methods can often be relied on sooner primarily because the Company's history includes a sufficient number of years to cover the entire period over which paid and incurred losses are expected to change. However, the Company may also use the Expected Loss Ratio, Bornhuetter-Ferguson and Average Loss methods for short-tail exposures.

Generally, reserves for long-tail lines use the Expected Loss Ratio method for the most recent accident year, shift to the Bornhuetter-Ferguson methods for the next two years, and then shift to the Incurred and/or Paid Development method. Claims related to umbrella business are usually reported later than claims for other long-tail lines. For umbrella business, the Expected Loss Ratio and Bornhuetter-Ferguson methods are used for as many as six years before shifting to the Incurred Development method. Reserves for short-tail lines use the Bornhuetter-Ferguson methods for the most recent accident year and shift to the Incurred and/or Paid Development method in subsequent years.

For other more complex reserve categories where the above methods may not produce reliable indications, the Company uses additional methods tailored to the characteristics of the specific situation. Such reserve categories include losses from construction defects and A&E.

For construction defect losses, the Company's actuaries organize losses by the year in which they were reported. To estimate losses from claims that have not been reported, various extrapolation techniques are applied to the pattern of claims that have been reported to estimate the number of claims yet to be reported. This process requires analysis of several factors including the rate at which policyholders report claims to the Company, the impact of judicial decisions, the impact of underwriting changes and other factors. An average claim size is determined from past experience and applied to the number of unreported claims to estimate reserves for these claims.

Establishing reserves for A&E and other mass tort claims involves considerably more judgment than other types of claims due to, among other things, inconsistent court decisions, an increase in bankruptcy filings as a result of asbestos-related liabilities, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage. The insurance industry continues to receive a substantial number of asbestos-related bodily injury claims, with an increasing focus being directed toward other parties, including installers of products containing asbestos rather than against asbestos manufacturers. This shift has resulted in significant insurance coverage litigation implicating applicable coverage defenses or determinations, if any, including but not limited to, determinations as to whether or not an asbestos-related bodily injury claim is subject to aggregate limits of liability found in most comprehensive general liability policies. In response to these continuing developments, management increased gross and net A&E reserves during 2008 to reflect its best estimate of A&E exposures.

In 2009, one of the Company's insurance companies was dismissed from a lawsuit seeking coverage from it and other unrelated insurance companies. The suit involved issues related to approximately 3,900 existing asbestos-related bodily injury claims and future claims. The dismissal was the result of a settlement of a disputed claim related to accident year 1984. The settlement is conditioned upon certain legal events occurring which may trigger financial obligations by the insurance company. One such event is the confirmation of a Plan involving an asbestos trust established under the bankruptcy code and funded in part by settlement proceeds. On February 24, 2014, the United States Bankruptcy Court for the Northern District of California (District Court) issued a Memorandum Re Confirmation of a Revised Plan following a remand from the Ninth Circuit Court of Appeals. The confirmation of the Revised Plan includes an injunction under 11 U.S.C. Section 524(g) (US bankruptcy code) related to the suit above. The injunction, also called a channeling injunction, precludes, among other things, non-settling insurers from asserting claims against one of the Company's insurance companies and asbestos related claims by third parties against one of the Company's insurance companies that are related to the named insured. The most recent ruling may be subject to an appeal by the non-settling insurer group. Management will continue to monitor the developments of the litigation to determine if any additional financial exposure is present.

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In addition, the Company has exposure to other asbestos related matters. In 2013, three claims were reported on an excess policy that was written in 1985. Management will continue to monitor the developments of the litigation noted above as well as the new claims that have been reported to determine if any additional financial exposure is present.

Reserve analyses performed by the Company's internal and external actuaries result in actuarial point estimates. The results of the detailed reserve reviews were summarized and discussed with the Company's senior management to determine the best estimate of reserves. This group considered many factors in making this decision. The factors included, but were not limited to, the historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and incurred loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in the Company's pricing and underwriting, and overall pricing and underwriting trends in the insurance market.

Management's best estimate at December 31, 2013 was recorded as the loss reserve. Management's best estimate is as of a particular point in time and is based upon known facts, the Company's actuarial analyses, current law, and the Company's judgment. This resulted in carried gross and net reserves of \$779.5 million and \$587.0 million, respectively, as of December 31, 2013. A breakout of the Company's gross and net reserves, excluding the effects of the Company's intercompany pooling arrangements and intercompany stop loss and quota share reinsurance agreements, as of December 31, 2013 is as follows:

| (Dollars in thousands) | Case              | Gross Reserves    |                   |
|------------------------|-------------------|-------------------|-------------------|
|                        |                   | IBNR (1)          | Total             |
| Insurance Operations   | \$ 206,141        | \$ 472,239        | \$ 678,380        |
| Reinsurance Operations | 38,048            | 63,038            | 101,086           |
| <b>Total</b>           | <b>\$ 244,189</b> | <b>\$ 535,277</b> | <b>\$ 779,466</b> |

| (Dollars in thousands) | Case              | Net Reserves (2) |                |
|------------------------|-------------------|------------------|----------------|
|                        |                   | IBNR (1)         | Total          |
| Insurance Operations   | \$ 138,483        | \$ 348,169       | \$ 486,652     |
| Reinsurance Operations | 38,047            | 62,276           | 100,323        |
| <b>Total</b>           | <b>\$ 176,530</b> | <b>410,445</b>   | <b>586,975</b> |

(1) Losses incurred but not reported, including the expected future emergence of case reserves.

(2) Does not include reinsurance receivable on paid losses.

The Company continually reviews these estimates and, based on new developments and information, includes adjustments of the estimated ultimate liability in the operating results for the periods in which the adjustments are made. The establishment of loss and loss adjustment expense reserves makes no provision for the possible broadening of coverage by legislative action or judicial interpretation, or the emergence of new types of losses not sufficiently represented in the Company's historical experience or that cannot yet be quantified or estimated. The Company regularly analyzes its reserves and reviews pricing and reserving methodologies so that future adjustments to prior year reserves can be minimized. However, given the complexity of this process, reserves require continual updates and the ultimate liability may be higher or lower than previously indicated. Changes in estimates for loss and loss adjustment expense reserves are recorded in the period that the change in these estimates is made. See Note 12 to the consolidated financial statements in Item 8 of Part II of this report for details concerning the changes in the estimate for incurred loss and loss adjustment expenses related to prior accident years.

The detailed reserve analyses that the Company's internal and external actuaries complete use a variety of generally accepted actuarial methods and techniques to produce a number of estimates of ultimate loss. The Company determines its best estimate of ultimate loss by reviewing the various estimates and assigning weight to each estimate given the characteristics of the reserve category being reviewed. The reserve estimate is the



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difference between the estimated ultimate loss and the losses paid to date. The difference between the estimated ultimate loss and the case incurred loss (paid loss plus case reserve) is considered to be IBNR. IBNR calculated as such includes a provision for development on known cases (supplemental development) as well as a provision for claims that have occurred but have not yet been reported (pure IBNR).

In light of the many uncertainties associated with establishing the estimates and making the assumptions necessary to establish reserve levels, the Company reviews its reserve estimates on a regular basis and makes adjustments in the period that the need for such adjustments is determined. The anticipated future loss emergence continues to be reflective of historical patterns, and the selected development patterns have not changed significantly from those underlying the Company's most recent analyses.

The key assumptions fundamental to the reserving process are often different for various reserve categories and accident years. Some of these assumptions are explicit assumptions that are required of a particular method, but most of the assumptions are implicit and cannot be precisely quantified. An example of an explicit assumption is the pattern employed in the Paid Development method. However, the assumed pattern is itself based on several implicit assumptions such as the impact of inflation on medical costs and the rate at which claim professionals close claims. Loss frequency is a measure of the number of claims per unit of insured exposure, and loss severity is a measure of the average size of claims. Each reserve segment has an implicit frequency and severity for each accident year as a result of the various assumptions made.

Previous reserve analyses have resulted in the Company's identification of information and trends that have caused it to increase or decrease frequency and severity assumptions in prior periods and could lead to the identification of a need for additional material changes in loss and loss adjustment expense reserves, which could materially affect results of operations, equity, business and insurer financial strength and debt ratings. Factors affecting loss frequency include, among other things, the effectiveness of loss controls and safety programs and changes in economic activity or weather patterns. Factors affecting loss severity include, among other things, changes in policy limits and deductibles, rate of inflation and judicial interpretations. Another factor affecting estimates of loss frequency and severity is the loss reporting lag, which is the period of time between the occurrence of a loss and the date the loss is reported to the Company. The length of the loss reporting lag affects the Company's ability to accurately predict loss frequency (loss frequencies are more predictable for short-tail lines) as well as the amount of reserves needed for IBNR.

If the actual levels of loss frequency and severity are higher or lower than expected, the ultimate losses will be different than management's best estimate. For most of its reserving classes, the Company believes that frequency can be predicted with greater accuracy than severity. Therefore, the Company believes management's best estimate is more sensitive to changes in severity than frequency. The following table, which the Company believes reflects a reasonable range of variability around its best estimate based on historical loss experience and management's judgment, reflects the impact of changes (which could be favorable or unfavorable) in frequency and severity on the Company's current accident year net loss estimate of \$140.9 million for claims occurring during the year ended December 31, 2013:

| (Dollars in thousands)  | Severity Change |             |             |            |          |          |
|-------------------------|-----------------|-------------|-------------|------------|----------|----------|
|                         |                 | -10%        | -5%         | 0%         | 5%       | 10%      |
| <b>Frequency Change</b> | <b>-5%</b>      | \$ (20,431) | \$ (13,738) | \$ (7,045) | \$ (352) | \$ 6,340 |
|                         | <b>-3%</b>      | (17,894)    | (11,061)    | (4,227)    | 2,607    | 9,440    |
|                         | <b>-2%</b>      | (16,626)    | (9,722)     | (2,818)    | 4,086    | 10,990   |
|                         | <b>-1%</b>      | (15,358)    | (8,384)     | (1,409)    | 5,566    | 12,540   |
|                         | <b>0%</b>       | (14,090)    | (7,045)     |            | 7,045    | 14,090   |
|                         | <b>1%</b>       | (12,822)    | (5,706)     | 1,409      | 8,524    | 15,640   |
|                         | <b>2%</b>       | (11,554)    | (4,368)     | 2,818      | 10,004   | 17,190   |
|                         | <b>3%</b>       | (10,286)    | (3,029)     | 4,227      | 11,483   | 18,740   |
|                         | <b>5%</b>       | (7,749)     | (352)       | 7,045      | 14,442   | 21,840   |



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The Company's net reserves for losses and loss expenses of \$587.0 million as of December 31, 2013 relate to multiple accident years. Therefore, the impact of changes in frequency and severity for more than one accident year could be higher or lower than the amounts reflected above.

### ***Recoverability of Reinsurance Receivables***

The Company regularly reviews the collectability of its reinsurance receivables, and includes adjustments resulting from this review in earnings in the period in which the adjustment arises. A.M. Best ratings, financial history, available collateral, and payment history with the reinsurers are several of the factors that the Company considers when judging collectability. Changes in loss reserves can also affect the valuation of reinsurance receivables if the change is related to loss reserves that are ceded to reinsurers. Certain amounts may be uncollectible if the Company's reinsurers dispute a loss or if the reinsurer is unable to pay. If its reinsurers do not pay, the Company is still legally obligated to pay the loss.

See Note 10 of the notes to consolidated financial statements in Item 8 of Part II of this report for further information surrounding the Company's reinsurance receivable balances and collectability as of December 31, 2013 and 2012. For a listing of the ten reinsurers for which the Company has the largest reinsurance asset amounts as of December 31, 2013, see "Reinsurance of Underwriting Risk" in Item 1 of Part I of this report.

### ***Investments***

The carrying amount of the Company's investments approximates their fair value. The Company regularly performs various analytical valuation procedures with respect to investments, including reviewing each fixed maturity security in an unrealized loss position to determine the amount of unrealized loss related to credit loss and the amount related to all other factors, such as changes in interest rates. The credit loss represents the portion of the amortized book value in excess of the net present value of the projected future cash flows discounted at the effective interest rate implicit in the debt security prior to impairment. The credit loss component of the other than temporary impairment is recorded through earnings, whereas the amount relating to factors other than credit losses are recorded in other comprehensive income, net of taxes. During its review, the Company considers credit rating, market price, and issuer specific financial information, among other factors, to assess the likelihood of collection of all principal and interest as contractually due. Securities for which the Company determines that a credit loss is likely are subjected to further analysis to estimate the credit loss to be recognized in earnings, if any. See Note 5 of the notes to consolidated financial statements in Item 8 of Part II of this report for the specific methodologies and significant assumptions used by asset class. Upon identification of such securities and periodically thereafter, a detailed review is performed to determine whether the decline is considered other than temporary. This review includes an analysis of several factors, including but not limited to, the credit ratings and cash flows of the securities, and the magnitude and length of time that the fair value of such securities is below cost.

For an analysis of the Company's securities with gross unrealized losses as of December 31, 2013 and 2012, and for other than temporary impairment losses that the Company recorded for the years ended December 31, 2013, 2012, and 2011, please see Note 6 of the notes to the consolidated financial statements in Item 8 of Part II of this report.

### ***Fair Value Measurements***

The Company categorizes its assets that are accounted for at fair value in the consolidated statements into a fair value hierarchy. The fair value hierarchy is directly related to the amount of subjectivity associated with the inputs utilized to determine the fair value of these assets. The reported value of financial instruments not carried at fair value, principally cash and cash equivalents, margin borrowing facility, and notes payable, approximate fair value. See Note 8 of the notes to the consolidated financial statements in Item 8 of Part II of this report for further information about the fair value hierarchy and the Company's assets that are accounted for at fair value.

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### ***Goodwill and Intangible Assets***

The Company tests for impairment of goodwill at least annually and more frequently as circumstances warrant in accordance with applicable accounting guidance. Accounting guidance allows for the testing of goodwill for impairment using both qualitative and quantitative factors. Impairment of goodwill is recognized only if the carrying amount of the business unit, including goodwill, exceeds the fair value of the reporting unit. The amount of the impairment loss would be equal to the excess carrying value of the goodwill over the implied fair value of the reporting unit goodwill. Based on the qualitative assessment performed in 2013, there was no impairment of goodwill as of December 31, 2013.

Impairment of intangible assets with indefinite useful lives is tested at least annually and more frequently as circumstances warrant in accordance with applicable accounting guidance. Accounting guidance allows for the testing of intangible assets for impairment using both qualitative and quantitative factors. Impairment of indefinite lived intangible assets is recognized only if the carrying amount of the intangible assets exceeds the fair value of said assets. The amount of the impairment loss would be equal to the excess carrying value of the assets over the fair value of said assets. Based on the qualitative assessment performed in 2013, there were no impairments of indefinite lived intangible assets as of December 31, 2013.

Intangible assets that are not deemed to have an indefinite useful life are amortized over their estimated useful lives. The carrying amounts of definite lived intangible assets are regularly reviewed for indicators of impairment in accordance with applicable accounting guidance. Impairment is recognized only if the carrying amount of the intangible asset is in excess of its undiscounted projected cash flows. The impairment is measured as the difference between the carrying amount and the estimated fair value of the asset. As of December 31, 2013, there were no triggering events that occurred during the year that would result in an impairment of definite lived intangible assets.

See Note 9 of the notes to the consolidated financial statements in Item 8 of Part II of this report for more details concerning the Company's goodwill and intangible assets.

### ***Deferred Acquisition Costs***

The costs of acquiring new and renewal insurance and reinsurance contracts include commissions, premium taxes and certain other costs that vary with and are directly related to the successful acquisition of new and renewal insurance and reinsurance contracts. The excess of the Company's costs of acquiring new and renewal insurance and reinsurance contracts over the related ceding commissions earned from reinsurers is capitalized as deferred acquisition costs and amortized over the period in which the related premiums are earned.

In accordance with accounting guidance for insurance enterprises, the method followed in computing such amounts limits them to their estimated realizable value that gives effect to the premium to be earned, related investment income, losses and loss adjustment expenses, and certain other costs expected to be incurred as the premium is earned. A premium deficiency is recognized if the sum of expected loss and loss adjustment expenses and unamortized acquisition costs exceeds related unearned premium. This evaluation is done at a product line level in Insurance Operations and at a treaty level in Reinsurance Operations. Any future expected loss on the related unearned premium is recorded first by impairing the unamortized acquisition costs on the related unearned premium followed by an increase to loss and loss adjustment expense reserves on additional expected loss in excess of unamortized acquisition costs. The Company calculates deferred acquisition costs for Insurance Operations separately by product lines and for its Reinsurance Operations separately for each treaty.

### ***Taxation***

The Company provides for income taxes in accordance with applicable accounting guidance. The Company's deferred tax assets and liabilities primarily result from temporary differences between the amounts recorded in the consolidated financial statements and the tax basis of the Company's assets and liabilities.

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At each balance sheet date, management assesses the need to establish a valuation allowance that reduces deferred tax assets when it is more likely than not that all, or some portion, of the deferred tax assets will not be realized. A valuation allowance would be based on all available information including the Company's assessment of uncertain tax positions and projections of future taxable income from each tax-paying component in each jurisdiction, principally derived from business plans and available tax planning strategies. There are no valuation allowances as of December 31, 2013 and 2012. The deferred tax asset balance is analyzed regularly by management. Based on these analyses, the Company has determined that its deferred tax asset is recoverable. Projections of future taxable income incorporate several assumptions of future business and operations that are apt to differ from actual experience. If, in the future, the Company's assumptions and estimates that resulted in the forecast of future taxable income for each tax-paying component prove to be incorrect, a valuation allowance may be required. This could have a material adverse effect on the Company's financial condition, results of operations, and liquidity.

The Company applies a more likely than not recognition threshold for all tax uncertainties, only allowing the recognition of those tax benefits that have a greater than 50% likelihood of being sustained upon examination by the taxing authorities. Please see Note 11 of the notes to the consolidated financial statements in Item 8 of Part II of this report for a discussion of the Company's tax uncertainties.

### **Business Segments**

The Company manages its business through two business segments: Insurance Operations, which includes the operations of United National Insurance Company, Diamond State Insurance Company, United National Specialty Insurance Company, Penn-America Insurance Company, Penn-Star Insurance Company, Penn-Patriot Insurance Company, American Insurance Adjustment Agency, Inc., Collectibles Insurance Services, LLC, Global Indemnity Insurance Agency, LLC, and J.H. Ferguson & Associates, LLC, and Reinsurance Operations, which includes the operations of Wind River Reinsurance Company, Ltd.

The Company evaluates the performance of its Insurance Operations and Reinsurance Operations segments based on gross and net premiums written, revenues in the form of net premiums earned, and expenses in the form of (1) net losses and loss adjustment expenses, (2) acquisition costs, and (3) other underwriting expenses.

See **Business Segments** in Item 1 of Part I of this report for a description of the Company's segments.

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The following table sets forth an analysis of financial data for the Company's segments during the periods indicated:

| (Dollars in thousands)                          | Years Ended December 31, |             |             |
|---|--------------------------|-------------|-------------|
|   | 2013 (6)                 | 2012        | 2011        |
| <b>Insurance Operations premiums written:</b>   |                          |             |             |
| Gross premiums written                          | \$ 232,373               | \$ 201,790  | \$ 229,148  |
| Ceded premiums written                          | 18,668                   | 23,958      | 26,831      |
| Net premiums written                            | \$ 213,705               | \$ 177,832  | \$ 202,317  |
| <b>Reinsurance Operations premiums written:</b> |                          |             |             |
| Gross premiums written                          | \$ 58,350                | \$ 42,263   | \$ 78,755   |
| Ceded premiums written                          | 71                       | 548         | 502         |
| Net premiums written                            | \$ 58,279                | \$ 41,715   | \$ 78,253   |
| <b>Revenues: (1)</b>                            |                          |             |             |
| Insurance Operations                            | \$ 202,097               | \$ 179,721  | \$ 228,687  |
| Reinsurance Operations                          | 52,416                   | 58,983      | 81,748      |
| Total revenues                                  | \$ 254,513               | \$ 238,704  | \$ 310,435  |
| <b>Expenses: (2)</b>                            |                          |             |             |
| Insurance Operations (3)                        | \$ 204,197               | \$ 198,425  | \$ 283,033  |
| Reinsurance Operations (5)                      | 34,445                   | 50,606      | 117,142     |
| Net expenses                                    | \$ 238,642               | \$ 249,031  | \$ 400,175  |
| <b>Income (loss) from segments:</b>             |                          |             |             |
| Insurance Operations                            | \$ (2,100)               | \$ (18,704) | \$ (54,346) |
| Reinsurance Operations (5)                      | 17,971                   | 8,377       | (35,394)    |
| Total income (loss) from segments               | \$ 15,871                | \$ (10,327) | \$ (89,740) |
| <b>Insurance combined ratio analysis: (4)</b>   |                          |             |             |
| <b>Insurance Operations</b>                     |                          |             |             |
| Loss ratio                                      | 59.5                     | 66.1        | 86.9        |
| Expense ratio                                   | 44.5                     | 44.6        | 43.7        |
| Combined ratio                                  | 104.0                    | 110.7       | 130.6       |
| <b>Reinsurance Operations</b>                   |                          |             |             |
| Loss ratio                                      | 30.8                     | 58.8        | 111.1       |
| Expense ratio                                   | 34.9                     | 25.9        | 33.0        |
| Combined ratio                                  | 65.7                     | 84.7        | 144.1       |
| <b>Consolidated</b>                             |                          |             |             |
| Loss ratio                                      | 53.5                     | 64.3        | 93.5        |
| Expense ratio                                   | 42.5                     | 39.9        | 40.8        |
| Combined ratio                                  | 96.0                     | 104.2       | 134.3       |

- (1) Excludes net investment income and net realized investment gains, which are not allocated to the Company's segments.
- (2) Excludes corporate and other operating expenses and interest expense, which are not allocated to the Company's segments.
- (3) Includes excise tax of \$1,026, \$936, and \$1,125 related to cessions from the Company's Insurance Operations to its Reinsurance Operations for 2013, 2012, and 2011, respectively.
- (4) The Company's insurance combined ratios are GAAP financial measures that are generally viewed in the insurance industry as indicators of underwriting profitability. The loss ratio is the ratio of net losses and loss adjustment expenses to net premiums earned. The expense ratio is the ratio of acquisition costs and other underwriting expenses to net premiums earned. The combined ratio is the sum of the loss and expense ratios.
- (5) Results for the year to date 2012 include the impact of an out-of-period adjustment which reduced Reinsurance Operations segment income by \$1.6 million.
- (6) On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company. Financial results for 2013 include United National Casualty Insurance Company. This was an asset sale which will not have a significant impact on the Company's ongoing business operations.

**Table of Contents****Results of Operations****Year Ended December 31, 2013 Compared with the Year Ended December 31, 2012****Insurance Operations**

The components of income from the Company's Insurance Operations segment and corresponding underwriting ratios are as follows:

| (Dollars in thousands)   | Years Ended<br>December 31, |             | Increase / (Decrease) |         |
|--|-----------------------------|-------------|-----------------------|---------|
|  | 2013                        | 2012        | \$                    | %       |
| Gross premiums written   | \$ 232,373                  | \$ 201,790  | \$ 30,583             | 15.2%   |
| Net premiums written   | \$ 213,705                  | \$ 177,832  | \$ 35,873             | 20.2%   |
| Net premiums earned  | \$ 196,302                  | \$ 179,153  | \$ 17,149             | 9.6%    |
| Other income   | 5,795                       | 568         | 5,227                 | 920.2%  |
| Total revenues   | \$ 202,097                  | \$ 179,721  | \$ 22,376             | 12.5%   |
| Losses and expenses:   |                             |             |                       |         |
| Net losses and loss adjustment expenses  | 116,837                     | 118,515     | (1,678)               | (1.4%)  |
| Acquisition costs and other underwriting expenses (1)                                      | 87,360                      | 79,910      | 7,450                 | 9.3%    |
| Loss from segment  | \$ (2,100)                  | \$ (18,704) | \$ 16,604             | (88.8%) |
| Underwriting Ratios:   |                             |             |                       |         |
| Loss ratio:  |                             |             |                       |         |
| Current accident year ( CAY )  | 63.4                        | 68.5        | (5.1)                 |         |
| Prior accident year ( PAY )  | (3.9)                       | (2.4)       | (1.5)                 |         |
| Calendar year  | 59.5                        | 66.1        | (6.6)                 |         |
| Expense ratio  | 44.5                        | 44.6        | (0.1)                 |         |
| Combined ratio   | 104.0                       | 110.7       | (6.7)                 |         |
| <b>Reconciliation of Non-GAAP Measures</b>   |                             |             |                       |         |
| Combined ratio excluding the effect of prior accident year (2) (9)                         | 107.9                       | 113.1       |                       |         |
| Effect of prior accident year  | (3.9)                       | (2.4)       |                       |         |
| Combined ratio   | 104.0                       | 110.7       |                       |         |
| Combined ratio excluding the effect of prior accident year and premium deficiency (3) (10) | 107.3                       | 115.3       |                       |         |
| Effect of prior accident year  | (3.9)                       | (2.4)       |                       |         |
| Effect of premium deficiency   | 0.6                         | (2.2)       |                       |         |
| Combined ratio   | 104.0                       | 110.7       |                       |         |
| Loss ratio excluding the effect of prior accident year (9) (12)                            | 63.4                        | 68.5        |                       |         |
| Effect of prior accident year  | (3.9)                       | (2.4)       |                       |         |
| Loss ratio   | 59.5                        | 66.1        |                       |         |

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|  |             |             |
|--|-------------|-------------|
| Loss ratio excluding the effect of prior accident year and premium deficiency<br><b>(4) (10)</b> | 63.4        | 70.4        |
| Effect of prior accident year  | (3.9)       | (2.4)       |
| Effect of premium deficiency   |             | (1.9)       |
| <b>Loss ratio</b>  | <b>59.5</b> | <b>66.1</b> |
| Property loss ratio excluding the effect of prior accident year <b>(9) (13)</b>                  | 50.4        | 65.0        |
| Effect of prior accident year  | (8.0)       | 1.0         |
| <b>Property loss ratio</b>   | <b>42.4</b> | <b>66.0</b> |

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| (Dollars in thousands)  | Years Ended    |                      | Increase / (Decrease) |   |
|---|----------------|----------------------|-----------------------|---|
|   | 2013           | December 31,<br>2012 | \$                    | % |
| Casualty loss ratio excluding the effect of prior accident year <b>(9) (14)</b>   | 81.5           | 72.5                 |                       |   |
| Effect of prior accident year casualty loss   | 1.9            | (6.2)                |                       |   |
| <b>Casualty loss ratio</b>  | <b>83.4</b>    | <b>66.3</b>          |                       |   |
| Casualty loss ratio excluding the effect of prior accident year and premium deficiency <b>(10) (15)</b>                     | 81.5           | 76.5                 |                       |   |
| Effect of prior accident year casualty loss   | 1.9            | (6.2)                |                       |   |
| Effect of premium deficiency  |                | (4.0)                |                       |   |
| <b>Casualty loss ratio</b>  | <b>83.4</b>    | <b>66.3</b>          |                       |   |
| Expense ratio excluding the effect of premium deficiency <b>(6) (11)</b>  | 43.9           | 44.9                 |                       |   |
| Effect of premium deficiency  | 0.6            | (0.3)                |                       |   |
| <b>Expense ratio</b>  | <b>44.5</b>    | <b>44.6</b>          |                       |   |
| Net losses and loss adjustment expenses excluding the effects of prior accident year and premium deficiency <b>(7) (10)</b> | 124,470        | 126,126              |                       |   |
| Effect of prior accident year   | (7,633)        | (4,212)              |                       |   |
| Effect of premium deficiency  |                | (3,399)              |                       |   |
| <b>Net losses and loss adjustment expenses</b>  | <b>116,837</b> | <b>118,515</b>       |                       |   |
| Acquisition costs and other underwriting expenses excluding the effects of premium deficiency <b>(8) (11)</b>               | 86,164         | 80,416               |                       |   |
| Effect of premium deficiency  | 1,196          | (506)                |                       |   |
| <b>Acquisition cost and other underwriting expenses</b>   | <b>87,360</b>  | <b>79,910</b>        |                       |   |

- (1) Includes excise tax of \$1,026 and \$936 related to cessions from the Company's Insurance Operations to its Reinsurance Operations for 2013 and 2012, respectively.
- (2) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the combined ratio.
- (3) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the combined ratio.
- (4) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the loss ratio.
- (5) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the casualty loss ratio.
- (6) This is a non-GAAP ratio that excludes the impact of premium deficiency charges. The most directly comparable GAAP measure is the expense ratio.
- (7) This is a non-GAAP measure that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the net losses and loss adjustment expenses.
- (8) This is a non-GAAP measure that excludes the impact of premium deficiency charges. The most directly comparable GAAP measure is the acquisition cost and other underwriting expenses.
- (9) The Company believes that this non-GAAP ratio is useful to investors when evaluating the Company's underwriting performance as trends in the Company's U.S. insurance operations may be obscured by prior accident year adjustments. This non-GAAP ratio should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company.
- (10)



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The Company believes that this non-GAAP ratio or measure is useful to investors when evaluating the Company's underwriting performance as trends in the Company's U.S. insurance operations may be obscured by prior accident year adjustments and premium deficiency charges. This non-GAAP ratio or measure should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company.

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- (11) The Company believes that this non-GAAP ratio or measure is useful to investors when evaluating the Company's underwriting performance as trends in the Company's U.S. insurance operations may be obscured by premium deficiency charges. This non-GAAP ratio or measure should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company.
- (12) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the loss ratio.
- (13) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the property loss ratio.
- (14) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the casualty loss ratio.
- (15) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the casualty loss ratio.

Management's discussion and analysis of financial condition and results of operation references various non-GAAP measures related to combined ratio, loss ratio, expense ratio, net losses and loss adjustment expenses, and acquisition cost and other underwriting expenses throughout the discussion and should be read in conjunction with the reconciliation of non-GAAP measures listed above.

**Premiums**

Gross premiums written, which represents the amount received or to be received for insurance policies written without reduction for reinsurance costs or other deductions, was \$232.4 million for 2013, compared with \$201.8 million for 2012, an increase of \$30.6 million or 15.2%. The increase was primarily driven by growth in the Company's small business binding authority of \$19.7 million, as well as growth in the property brokerage, programs and other lines. Growth was driven by new business, pricing increases, and increased agent relationships as well as a new product offering in property brokerage.

Net premiums written, which equals gross premiums written less ceded premiums written, was \$213.7 million for 2013, compared with \$177.8 million for 2012, an increase of \$35.9 million or 20.2%. The increase was primarily due to the increase in gross premiums written and a reduction of ceded premiums written as a result of an increase in retention in property excess of loss and property catastrophe. The ratio of net premiums written to gross premiums written was 92.0% for 2013 and 88.1% for 2012.

Net premiums earned were \$196.3 million for 2013, compared with \$179.2 million for 2012, an increase of \$17.1 million or 9.6%. Property net premiums earned for 2013 and 2012 were \$114.1 million and \$94.8 million, respectively. Casualty net premiums earned for 2013 and 2012 were \$82.2 million and \$84.3 million, respectively.

The Company's Insurance Operations' gross written, net written, and net earned premiums by product line are as follows:

| (Dollars in thousands)           | Year Ended December 31, 2013 |                   |                   | Year Ended December 31, 2012 |                   |                   |
|----------------------------------|------------------------------|-------------------|-------------------|------------------------------|-------------------|-------------------|
|                                  | Gross Written                | Net Written       | Net Earned        | Gross Written                | Net Written       | Net Earned        |
| Small Business Binding Authority | \$ 110,412                   | \$ 103,726        | \$ 95,070         | \$ 90,741                    | \$ 84,892         | \$ 80,014         |
| Property Brokerage               | 40,313                       | 34,469            | 30,294            | 35,124                       | 24,379            | 23,172            |
| Programs                         | 60,347                       | 55,524            | 53,094            | 56,872                       | 52,055            | 49,028            |
| Other                            | 21,301                       | 19,986            | 17,844            | 19,053                       | 16,506            | 26,939            |
| <b>Total</b>                     | <b>\$ 232,373</b>            | <b>\$ 213,705</b> | <b>\$ 196,302</b> | <b>\$ 201,790</b>            | <b>\$ 177,832</b> | <b>\$ 179,153</b> |

**Other Income**

Other income was \$5.8 million and \$0.6 million for the years ended December 31, 2013 and 2012, respectively. In 2013, other income is primarily comprised of the net gain on the asset sale of the Company's

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wholly owned subsidiary, United National Casualty Insurance Company of \$5.2 million and fee income. In 2012, other income is primary comprised of fee income.

### *Net Losses and Loss Adjustment Expenses*

The loss ratio for the Company's Insurance Operations was 59.5% for 2013 compared with 66.1% for 2012. The decrease in the loss ratio was driven by better performance in property lines for the current accident year offset by a higher current accident year loss ratio in casualty lines mainly due to poor performance of the commercial automobile line of business. The loss ratio is a GAAP financial measure that is generally viewed in the insurance industry as an indicator of underwriting profitability and is calculated by dividing net losses and loss adjustment expenses by net premiums earned.

The current accident year loss ratio decreased 5.1% to 63.4% in 2013 from 68.5% in 2012. Net losses for 2012 were lower than they otherwise would have been as a result of premium deficiency charges recorded in 2011. Excluding the impact of the 2011 premium deficiency charges, the current accident year loss ratio was 70.4% for 2012.

The current accident year property loss ratio decreased 14.6% from 65.0% in 2012 to 50.4% in 2013.

The non-catastrophe loss ratio decreased 8.4% from 50.0% in 2012 to 41.6% in 2013. Non-catastrophe losses were \$47.5 million and \$47.4 million for the years ended December 31, 2013 and 2012, respectively.

The catastrophe loss ratio decreased 6.3% from 15.0% in 2012 to 8.7% in 2013. Catastrophe losses were \$10.0 million and \$14.2 million for the years ended December 31, 2013 and 2012, respectively.

The current accident year casualty loss ratio increased 9.0% from 72.5% in 2012 to 81.5% in 2013. Net losses for 2012 were lower than they otherwise would have been as a result of premium deficiency charges recorded in 2011. Excluding the impact of 2011 premium deficiency charges, the casualty loss ratio for 2012 was 76.5%.

The prior accident year loss ratio decreased by 1.5% resulting from a decrease of net losses and loss adjustment expenses for prior accident years of \$7.6 million in 2013 compared to a decrease of net losses and loss adjustment expenses for prior accident years of \$4.2 million in 2012. When analyzing loss reserves and prior year development, the Company considers many factors, including the frequency and severity of claims, loss credit trends, case reserve settlements that may have resulted in significant development, and any other additional or pertinent factors that may impact reserve estimates.

In 2013, the Company reduced its prior accident year loss reserves by \$7.6 million, which primarily consisted of the following:

**Property:** A \$9.2 million reduction primarily driven by better than expected development from accident years 2010, 2011, and 2012 related primarily to lower than expected non-catastrophe severity.

**General Liability:** A \$6.7 million reduction primarily due to better than expected emergence in nearly all accident years between 2003 through 2011 partially offset by an increase to accident years 1998 through 2002 and 2012 due to higher than anticipated loss emergence.

**Asbestos and Environmental:** A \$6.8 million increase primarily related to policies written prior to 1990.

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**Professional:** A \$0.7 million increase primarily driven by \$2.2 million increase in aggregate from unexpected loss emergence in accident years 2006 to 2008 and 2010 offset by \$1.5 million of favorable emergence from accident years 1998 and 2011.

**Umbrella:** A \$1.1 million decrease primarily driven by better than expected loss emergence in accident years 2002 to 2010 offset by increases in 2011 and 2012.

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**Commercial Auto:** A \$0.9 million increase primarily related to accident year 2011.

**Marine:** A \$0.9 million increase primarily related to accident years 2011 and 2012.

In 2012, the Company reduced its prior accident year loss reserves by \$4.2 million, which primarily consisted of the following:

**General liability:** A \$6.3 million reduction primarily due to favorable emergence of \$4.7 million on small business binding and \$3.3 million on casualty brokerage exposures primarily in accident years 2002 through 2005. Partially offsetting these reductions were increases of \$2.0 million on construction defect reserves in accident year 2007. The Company also decreased its reinsurance allowance by \$0.7 million in this line due to changes in its reinsurance exposure on specifically identified claims and general decreases in ceded reserves.

**Umbrella:** A \$0.7 million reduction primarily due to continued favorable emergence. Umbrella coverage typically attaches to other coverage lines, so these net decreases follow the decreases in general liability above.

**Property:** A \$1.2 million increase primarily related to accident year 2011 due to greater than expected loss emergence on a large sinkhole claim.

**Auto liability:** A \$1.2 million increase primarily driven by continued loss emergence on casualty brokerage exposures.

Excluding prior accident year adjustments and premium deficiency charges which caused 2012 losses to be lower than what they otherwise would have been, the current accident year net losses and loss adjustment expenses were \$124.5 million and \$126.1 million for 2013 and 2012, respectively.

### ***Acquisition Costs and Other Underwriting Expenses***

Acquisition costs and other underwriting expenses were \$87.4 million for 2013, compared with \$79.9 million for 2012, an increase of \$7.5 million or 9.3%. Acquisition costs and other underwriting expenses for 2013 were \$1.2 million higher than they otherwise would have been as a result of the premium deficiency charges recorded in 2013 related to the commercial automobile product. Acquisition costs and other underwriting expenses for 2012 were lower than they otherwise would have been as a result of the premium deficiency charges recorded in 2011. Excluding the impact of the 2011 and 2013 premium deficiency charges, the acquisition costs and other underwriting expenses would have been \$86.2 million and \$80.4 million for 2013 and 2012, respectively. Excluding the premium deficiency charges, the increase is primarily due to the increase in earned premium volume.

### ***Expense and Combined Ratios***

The expense ratio for the Company's Insurance Operations was 44.5% for 2013, compared with 44.6% for 2012. The expense ratio is a GAAP financial measure that is calculated by dividing the sum of acquisition costs and other underwriting expenses by net premiums earned. Excluding the impact of the 2011 and 2013 premium deficiency charges, the expense ratio would have been 43.9% and 44.9% for 2013 and 2012, respectively.

The combined ratio for the Company's Insurance Operations was 104.0% for 2013, compared with 110.7% for 2012. The combined ratio is a GAAP financial measure and is the sum of the Company's loss and expense ratios. Excluding the impact of prior accident year adjustments, the current accident year combined ratio decreased from 113.1% in 2012 to 107.9% in 2013. Excluding the impact of the 2011 and 2013 premium deficiency charges, the current accident year combined ratio would have been 107.3% and 115.3% for 2013 and 2012, respectively. See discussion of loss ratio included in "Net Losses and Loss Adjustment Expenses" above and discussion of expense ratio in preceding paragraph above for an explanation of this decrease.

### ***Loss from Segment***

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The factors described above resulted in a loss from the Company's Insurance Operations of \$2.1 million for 2013, compared with a loss of \$18.7 million for 2012, an improvement of \$16.6 million.

**Table of Contents****Reinsurance Operations**

The components of income from the Company's Reinsurance Operations segment and corresponding underwriting ratios are as follows:

| (Dollars in thousands)   | Years Ended<br>December 31, |           | Increase / (Decrease) |         |
|--|-----------------------------|-----------|-----------------------|---------|
|  | 2013                        | 2012      | \$                    | %       |
| Gross premiums written (2)   | \$ 58,350                   | \$ 42,263 | \$ 16,087             | 38.1%   |
| Net premiums written (2)   | \$ 58,279                   | \$ 41,715 | \$ 16,564             | 39.7%   |
| Net premiums earned (2)  | \$ 52,420                   | \$ 59,709 | \$ (7,289)            | (12.2%) |
| Other income (loss)  | (4)                         | (726)     | 722                   | (99.4%) |
| Total revenues   | \$ 52,416                   | \$ 58,983 | \$ (6,567)            | (11.1%) |
| Losses and expenses:   |                             |           |                       |         |
| Net losses and loss adjustment expenses  | 16,154                      | 35,113    | (18,959)              | (54.0%) |
| Acquisition costs and other underwriting expenses (1)                                      | 18,291                      | 15,493    | 2,798                 | 18.1%   |
| Income from segment (1)  | \$ 17,971                   | \$ 8,377  | \$ 9,594              | 114.5%  |
| Underwriting Ratios:   |                             |           |                       |         |
| Loss ratio:  |                             |           |                       |         |
| Current accident year  | 31.3                        | 49.3      | (18.0)                |         |
| Prior accident year (2)  | (0.5)                       | 9.5       | (10.0)                |         |
| Calendar year  | 30.8                        | 58.8      | (28.0)                |         |
| Expense ratio  | 34.9                        | 25.9      | 9.0                   |         |
| Combined ratio   | 65.7                        | 84.7      | (19.0)                |         |
| <b><u>Reconciliation of Non-GAAP Measures</u></b>  |                             |           |                       |         |
| Combined ratio excluding the effect of prior accident year (3) (9)                         | 66.2                        | 75.2      |                       |         |
| Effect of prior accident year  | (0.5)                       | 9.5       |                       |         |
| Combined ratio   | 65.7                        | 84.7      |                       |         |
| Combined ratio excluding the effect of prior accident year and premium deficiency (4) (10) | 66.2                        | 76.5      |                       |         |
| Effect of prior accident year  | (0.5)                       | 9.5       |                       |         |
| Effect of premium deficiency   |                             | (1.3)     |                       |         |
| Combined ratio   | 65.7                        | 84.7      |                       |         |
| Loss ratio excluding the effect of prior accident year (5) (9)                             | 31.3                        | 49.3      |                       |         |
| Effect of prior accident year  | (0.5)                       | 9.5       |                       |         |
| Loss ratio   | 30.8                        | 58.8      |                       |         |
| Expense ratio excluding the effect of premium deficiency (6) (11)                          | 34.9                        | 31.0      |                       |         |
| Effect of premium deficiency   |                             | (5.1)     |                       |         |

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|  |        |         |
|--|--------|---------|
| Expense ratio  | 34.9   | 25.9    |
| Net losses and loss adjustment expenses excluding the effects of prior accident year (7) (9)           | 16,403 | 26,456  |
| Effect of prior accident year  | (249)  | 8,657   |
| Net losses and loss adjustment expenses  | 16,154 | 35,113  |
| Acquisition costs and other underwriting expenses excluding the effects of premium deficiency (8) (11) | 18,322 | 18,498  |
| Effect of premium deficiency   | (31)   | (3,005) |
| Acquisition cost and other underwriting expenses   | 18,291 | 15,493  |



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- (1) Results for the year to date 2012 include the impact of an out-of-period adjustment which reduced Reinsurance Operations segment income by \$1.6 million.
- (2) Net premiums written and earned for the year to date 2012 includes \$6.0 million related to reinsurance treaties written in 2009 and 2010 which were contractually due as a result of losses incurred on these treaties. The impact of these premiums are included in the Prior accident year ratios.
- (3) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the combined ratio.
- (4) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments and premium deficiency charges. The most directly comparable GAAP measure is the combined ratio.
- (5) This is a non-GAAP ratio that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the loss ratio.
- (6) This is a non-GAAP ratio that excludes the impact of premium deficiency charges. The most directly comparable GAAP measure is the expense ratio.
- (7) This is a non-GAAP measure that excludes the impact of prior accident year adjustments. The most directly comparable GAAP measure is the net losses and loss adjustment expenses.
- (8) This is a non-GAAP measure that excludes the impact of premium deficiency charges. The most directly comparable GAAP measure is the acquisition cost and other underwriting expenses
- (9) The Company believes that this non-GAAP ratio or measure is useful to investors when evaluating the Company's underwriting performance as trends in the Company's reinsurance operations may be obscured by prior accident year adjustments. This non-GAAP ratio or measure should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company.
- (10) The Company believes that this non-GAAP ratio or measure is useful to investors when evaluating the Company's underwriting performance as trends in the Company's reinsurance operations may be obscured by prior accident year adjustments and premium deficiency charges. This non-GAAP ratio or measure should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company
- (11) The Company believes that this non-GAAP ratio or measure is useful to investors when evaluating the Company's underwriting performance as trends in the Company's reinsurance operations may be obscured by premium deficiency charges. This non-GAAP ratio or measure should not be considered as a substitute for its most directly comparable GAAP measure and does not reflect the overall underwriting profitability of the Company.

Management's discussion and analysis of financial condition and results of operation references various non-GAAP measures related to combined ratio, loss ratio, expense ratio, net losses and loss adjustment expenses, and acquisition cost and other underwriting expenses throughout the discussion and should be read in conjunction with the reconciliation of non-GAAP measures listed above.

***Premiums***

Gross premiums written, which represents the amount received or to be received for reinsurance agreements written without reduction for reinsurance costs or other deductions, was \$58.4 million for 2013, compared with \$42.3 million for 2012, an increase of \$16.1 million or 38.1%. The increase was primarily due to several new treaties written during 2013. Wind River treaties written during 2012 and 2013 are predominantly related to property exposure comprised of property catastrophe business.

Net premiums written, which equals gross premiums written less ceded premiums written, was \$58.3 million for 2013, compared with \$41.7 million for 2012, an increase of \$16.6 million or 39.7%. The increase was primarily due to the increase in gross premiums written.

Net premiums earned were \$52.4 million for 2013, compared with \$59.7 million for 2012, a decrease of \$7.3 million or 12.2%. The decrease was primarily due to net earned premiums for 2012 including a premium increase

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of \$6.0 million related to reinsurance treaties written in 2009 and 2010 which were contractually due as a result of losses incurred on these treaties. Property net premiums earned for 2013 and 2012 were \$48.8 million and \$34.2 million, respectively. Casualty net premiums earned for 2013 and 2012 were \$3.6 million and \$25.5 million, respectively.

***Other Income (Loss)***

The Company recognized a loss of less than \$0.1 million for 2013 compared with a loss of \$0.7 million for 2012. Other income or loss is comprised of foreign exchange gains and losses.

***Net Losses and Loss Adjustment Expenses***

The loss ratio for the Company's Reinsurance Operations was 30.8% for 2013 compared with 58.8% for 2012. The decrease is primarily due to having more casualty business in 2012 as compared to 2013. The Company's casualty business has a higher loss ratio than its property business. The loss ratio is a GAAP financial measure that is generally viewed in the insurance industry as an indicator of underwriting profitability and is calculated by dividing net losses and loss adjustment expenses by net premiums earned.

The current accident year loss ratio decreased 18.0% from 49.3% for 2012 to 31.3% for 2013. This decrease is primarily due to no major property catastrophes affecting losses in 2013 as well as having more casualty business in 2012 as compared to 2013.

There was a decrease in net losses and loss adjustment expenses for prior accident years of \$0.3 million in 2013 which decreased the loss ratio by 0.5%, compared to an increase in net losses and loss adjustment expenses for prior accident years of \$8.7 million in 2012 which increased the loss ratio by 9.5%.

In 2013, the Company decreased its prior accident year loss reserves by \$0.3 million primarily due to better than anticipated loss emergence on property lines partially offset by adverse development on director and officer, general liability, automobile, and marine.

In 2012, the Company increased its prior accident year loss reserves by \$8.7 million, which primarily consisted of the following:

**Workers Compensation:** An \$8.3 million increase in workers' compensation lines primarily related to accident years 2009 and 2010 driven by increased frequency and severity. This increase in losses triggered \$6.0 million in additional premium during 2012.

**Marine:** A \$2.7 million increase in marine lines primarily related to accident year 2011 primarily due to higher than expected reported losses.

**Automobile Liability:** A \$1.3 million increase in auto liability lines primarily related to accident year 2009 resulting from further unexpected development on non-standard auto treaties which were not renewed.

**Property:** A \$3.4 million decrease in property lines primarily related to accident years 2009 and 2011 as a result of further development on worldwide catastrophe treaties.

Net losses and loss adjustment expenses were \$16.2 million for 2013, compared with \$35.1 million for 2012, a decrease of \$19.0 million or 54.0%. Excluding the impact of prior year adjustments, the current accident year net losses and loss adjustment expenses decreased from \$26.5 million for 2012 to \$16.4 million for 2013. This decrease is primarily attributable to the exiting of unprofitable treaties in previous years offset by increased property writings in 2013.

**Table of Contents*****Acquisition Costs and Other Underwriting Expenses***

Acquisition costs and other underwriting expenses were \$18.3 million for 2013, compared with \$15.5 million for 2012, an increase of \$2.8 million or 18.1%. In 2012, acquisition costs and other underwriting expenses were lower than they otherwise would have been as a result of premium deficiency charges recorded in 2011. Excluding the impact of the 2011 premium deficiency charges, acquisition costs and other underwriting expenses were \$18.3 million and \$18.5 million for 2013 and 2012, respectively. Profit commissions of \$5.1 million, which were the result of good performance of the property catastrophe treaties, were included in acquisition costs during 2013.

***Expense and Combined Ratios***

The expense ratio for the Company's Reinsurance Operations was 34.9% for 2013, compared with 25.9% for 2012. The expense ratio is a GAAP financial measure that is calculated by dividing the sum of acquisition costs and other underwriting expenses by net premiums earned. Excluding the impact of 2011 premium deficiency charges, the expense ratio would have been 34.9% and 31.0% for 2013 and 2012, respectively. The increase is related to an increase in commissions and contingent commissions due to business mix and good performance of the property catastrophe treaties in 2013.

The combined ratio for the Company's Reinsurance Operations was 65.7% for 2013, compared with 84.7% for 2012. The combined ratio is a GAAP financial measure and is the sum of the Company's loss and expense ratios. Excluding the impact of prior accident year adjustments, the combined ratio decreased from 75.2% in 2012 to 66.2% in 2013. Net losses and acquisition costs for 2012 were lower than they otherwise would have been as a result of premium deficiency charges recorded in 2011. Excluding the impact of 2011 premium deficiency charges, the current accident year combined ratio was 76.5% for 2012. See discussion of loss ratio included in *Net Losses and Loss Adjustment Expenses* above and discussion of expense ratio in preceding paragraph above for an explanation of this decrease.

***Income (Loss) from Segment***

The factors described above resulted in income from the Company's Reinsurance Operations of \$18.0 million in 2013, compared to \$8.4 million in 2012, an increase of \$9.6 million.

**Unallocated Corporate Items**

The following items are not allocated to the Company's Insurance Operations or Reinsurance Operations segments:

| (Dollars in thousands)                 | Year Ended December 31, |           | Increase / (Decrease) |          |
|--|-------------------------|-----------|-----------------------|----------|
|  | 2013                    | 2012      | \$                    | %        |
| Net investment income                  | \$ 37,209               | \$ 47,557 | \$ (10,348)           | (21.8%)  |
| Net realized investment gains          | 27,412                  | 6,755     | 20,657                | 305.8%   |
| Corporate and other operating expenses | (11,614)                | (9,691)   | 1,923                 | 19.8%    |
| Interest expense                       | (6,169)                 | (5,393)   | 776                   | 14.4%    |
| Income tax (expense) benefit           | (1,019)                 | 5,856     | 6,875                 | (117.4%) |

***Net Investment Income***

Net investment income, which is gross investment income less investment expenses, was \$37.2 million for 2013, compared with \$47.6 million for 2012, a decrease of \$10.3 million or 21.8%.

Gross investment income, which excludes realized gains and losses, was \$41.4 million for 2013, compared with \$52.0 million for 2012, a decrease of \$10.6 million or 20.4%. The decrease was partly due to gross investment income of \$4.8 million generated from distributions from limited partnership

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investments during 2012. Gross investment income of \$0.1 million was generated from distributions from limited partnership investments during 2013. Excluding distributions from limited partnership investments, gross investment income for 2013 decreased \$6.0 million or 12.6% compared to 2012. This decrease was primarily due to lower reinvestment yields, a reduction in the Company's fixed income portfolio related to funding the share repurchase program in 2012, and repayment of debt.

Investment expenses were \$4.2 million for 2013, compared with \$4.5 million for 2012, a decrease of \$0.3 million or 6.2%. The decrease is primarily due to a reduction of investments in corporate loans and a reduction in trust fees which is partially offset by an increase in investment management fees related to the Company's common stock portfolio.

As of December 31, 2013, the Company held agency mortgage-backed securities with a book value of \$164.8 million. Excluding the agency mortgage-backed securities, the average duration of the Company's fixed maturities portfolio was 1.9 years as of December 31, 2013, compared with 2.2 years as of December 31, 2012. Including cash and short-term investments, the average duration of the Company's fixed maturities portfolio, excluding agency mortgage-backed securities, as of December 31, 2013 was 1.7 years compared with 2.0 years as of December 31, 2012. Changes in interest rates can cause principal payments on certain investments to extend or shorten which can impact duration. At December 31, 2013, the Company's embedded book yield on its fixed maturities, not including cash, was 2.6% compared with 3.1% at December 31, 2012. As of December 31, 2013, the Company's investment portfolio held \$98.7 million in tax-free municipal bonds with an embedded book yield of 3.0% compared with an embedded book yield of 3.2% on \$129.4 million in tax-free municipal bonds as of December 31, 2012.

***Net Realized Investment Gains***

Net realized investment gains were \$27.4 million for 2013, compared with \$6.8 million for 2012. The net realized investment gains for 2013 consist primarily of net gains of \$1.4 million related to the Company's fixed maturities, \$25.8 million related to its equity securities, and \$1.4 million related to its interest rate swaps, offset by other than temporary impairment losses of \$1.2 million. The net realized investment gains for 2012 consist primarily of net gains of \$3.0 million related to the Company's fixed maturities and \$9.2 million related to its equity securities, offset by other than temporary impairment losses of \$5.4 million.

See Note 6 of the notes to the consolidated financial statements in Item 8 of Part II of this report for an analysis of total investment return on a pre-tax basis for the years ended December 31, 2013 and 2012.

***Corporate and Other Operating Expenses***

Corporate and other operating expenses consist of outside legal fees, other professional fees, directors' fees, management fees, salaries and benefits for holding company personnel, development costs for new products, and taxes incurred which are not directly related to operations. Corporate and other operating expenses were \$11.6 million for 2013, compared with \$9.7 million for 2012, an increase of \$1.9 million or 19.8%. The increase is primarily due to an increase in travel cost, legal expenses, and consulting fees offset by a reduction in audit fees.

***Interest Expense***

Interest expense was \$6.2 million and \$5.4 million for 2013 and 2012, respectively. This increase was primarily due to a make-whole payment of \$2.9 million related to the early prepayment of the guaranteed senior notes during the 2013 partially offset by lower interest expense on new margin borrowing facility and repayment of debt in 2013. See Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the Company's debt.

***Income Tax Expense (Benefit)***

Income tax expense was \$1.0 million for 2013, compared with a benefit of \$5.9 million for 2012. See Note 11 of the notes to the consolidated financial statements in Item 8 of Part II of this report for an analysis of income tax expense between periods.

**Table of Contents*****Net Income (Loss)***

The factors described above resulted in net income of \$61.7 million in 2013, compared with net income of \$34.8 million in 2012, an increase of \$26.9 million.

**Year Ended December 31, 2012 Compared with the Year Ended December 31, 2011****Insurance Operations**

The components of income from the Company's Insurance Operations segment and corresponding underwriting ratios are as follows:

| (Dollars in thousands)                                | Years Ended December 31, |             | Increase / (Decrease) |         |
|---|--------------------------|-------------|-----------------------|---------|
|   | 2012                     | 2011        | \$                    | %       |
| Gross premiums written                                | \$ 201,790               | \$ 229,148  | \$ (27,358)           | (11.9%) |
| Net premiums written                                  | \$ 177,832               | \$ 202,317  | \$ (24,485)           | (12.1%) |
| Net premiums earned                                   | \$ 179,153               | \$ 216,549  | \$ (37,396)           | (17.3%) |
| Other income  | 568                      | 12,138      | (11,570)              | (95.3%) |
| Total revenues  | \$ 179,721               | \$ 228,687  | \$ (48,966)           | (21.4%) |
| Losses and expenses:                                  |                          |             |                       |         |
| Net losses and loss adjustment expenses               | 118,515                  | 188,358     | (69,843)              | (37.1%) |
| Acquisition costs and other underwriting expenses (1) | 79,910                   | 94,675      | (14,765)              | (15.6%) |
| Loss from segment                                     | \$ (18,704)              | \$ (54,346) | \$ 35,642             | 65.6%   |
| Underwriting Ratios:                                  |                          |             |                       |         |
| Loss ratio:   |                          |             |                       |         |
| Current accident year                                 | 68.5                     | 91.4        | (22.9)                |         |
| Prior accident year                                   | (2.4)                    | (4.5)       | 2.1                   |         |
| Calendar year   | 66.1                     | 86.9        | (20.8)                |         |
| Expense ratio   | 44.6                     | 43.7        | 0.9                   |         |
| Combined ratio  | 110.7                    | 130.6       | (19.9)                |         |

(16) Includes excise tax of \$936 and \$1,125 related to cessions from the Company's Insurance Operations to its Reinsurance Operations for 2012 and 2011, respectively.

***Premiums***

Gross premiums written, which represents the amount received or to be received for insurance policies written without reduction for reinsurance costs or other deductions, was \$201.8 million for 2012, compared with \$229.1 million for 2011, a decrease of \$27.4 million or 11.9%. In the second half of 2011 the Company began exiting certain unprofitable classes of business which contributed to the decrease in 2012. This was partially offset by increases in the Company's small business class, property brokerage class, and commercial auto class, which is included in Other in the table below.

Net premiums written, which equals gross premiums written less ceded premiums written, was \$177.8 million for 2012, compared with \$202.3 million for 2011, a decrease of \$24.5 million or 12.1%. The decrease was primarily due to the decrease in gross premiums written noted above. The ratio of net premiums written to gross premiums written was 88.1% for 2012 and 88.3% for 2011, a decrease of 0.2 points.

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Net premiums earned were \$179.2 million for 2012, compared with \$216.5 million for 2011, a decrease of \$37.4 million or 17.3%. Property net premiums earned for 2012 and 2011 were \$94.8 million and \$97.6 million, respectively. Casualty net premiums earned for 2012 and 2011 were \$84.3 million and \$118.9 million, respectively.

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The Company's Insurance Operations' gross written, net written, and net earned premiums by product line are as follows:

| (Dollars in thousands)           | Year Ended December 31, 2012 |                   |                   | Year Ended December 31, 2011 |                   |                   |
|----------------------------------|------------------------------|-------------------|-------------------|------------------------------|-------------------|-------------------|
|                                  | Gross Written                | Net Written       | Net Earned        | Gross Written                | Net Written       | Net Earned        |
| Small Business Binding Authority | \$ 90,741                    | \$ 84,892         | \$ 80,014         | \$ 87,446                    | \$ 80,285         | \$ 82,071         |
| Property Brokerage               | 35,124                       | 24,379            | 23,172            | 30,957                       | 22,910            | 20,938            |
| Programs                         | 56,872                       | 52,055            | 49,028            | 54,990                       | 50,671            | 51,061            |
| Other                            | 19,053                       | 16,506            | 26,939            | 55,754                       | 48,451            | 62,479            |
| <b>Total</b>                     | <b>\$ 201,790</b>            | <b>\$ 177,832</b> | <b>\$ 179,153</b> | <b>\$ 229,148</b>            | <b>\$ 202,317</b> | <b>\$ 216,549</b> |

**Other Income**

Other income was \$0.6 million and \$12.1 million for the years ended December 31, 2012 and 2011, respectively. Other income is primarily comprised of fee income and for 2011, \$11.5 million received from the Company's settlement with AON, net of attorney's fees. Income from the AON settlement is non-recurring. Please see Note 16 to the consolidated financial statements in Item 8 of Part II of this report for additional details regarding income and related tax expense from this settlement.

**Net Losses and Loss Adjustment Expenses**

The loss ratio for the Company's Insurance Operations was 66.1% for 2012 compared with 86.9% for 2011. The loss ratio is a GAAP financial measure that is generally viewed in the insurance industry as an indicator of underwriting profitability and is calculated by dividing net losses and loss adjustment expenses by net premiums earned.

The current accident year loss ratio decreased 22.9 points to 68.5% in 2012 from 91.4% in 2011:

The current accident year property loss ratio decreased 12.5 points from 77.5% in 2011 to 65.0% in 2012.

The non-catastrophe loss ratio decreased 6.4 points from 56.4% in 2011 to 50.0% in 2012. Non-catastrophe losses were \$47.4 million and \$55.1 million for the years ended December 31, 2012 and 2011, respectively.

The catastrophe loss ratio decreased 6.1 points from 21.1% in 2011 to 15.0% in 2012. The decrease in the catastrophe loss ratio is primarily due to a decrease in severe losses when compared to prior year. Results for 2011 included losses from tornados and severe weather in the Midwest, Hurricane Irene and Tropical Storm Lee while 2012 included losses from Superstorm Sandy. Catastrophe losses were \$14.2 million and \$20.6 million for the years ended December 31, 2012 and 2011, respectively.

The current accident year casualty loss ratio decreased 30.5 points from 102.9% in 2011 to 72.4% in 2012 primarily due to the Company exiting certain unprofitable classes of business in the second half of 2011.

The prior accident year loss ratio increased by 2.1 points resulting from a decrease of net losses and loss adjustment expenses for prior accident years of \$4.2 million in 2012 compared to a decrease of net losses and loss adjustment expenses for prior accident years of \$9.7 million in 2011.

In 2012, the Company reduced its prior accident year loss reserves by \$4.2 million, which primarily consisted of the following:

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**General liability:** A \$6.3 million reduction primarily due to favorable emergence of \$4.7 million on small business binding and \$3.3 million on casualty brokerage exposures primarily in accident years



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2002 through 2005. Partially offsetting these reductions were increases of \$2.0 million on construction defect reserves in accident year 2007. The Company also decreased its reinsurance allowance by \$0.7 million in this line due to changes in its reinsurance exposure on specifically identified claims and general decreases in ceded reserves.

**Umbrella:** A \$0.7 million reduction primarily due to continued favorable emergence. Umbrella coverage typically attaches to other coverage lines, so these net decreases follow the decreases in general liability above.

**Property:** A \$1.2 million increase primarily related to accident year 2011 due to greater than expected loss emergence on a large sinkhole claim.

**Auto liability:** A \$1.2 million increase primarily driven by continued loss emergence on casualty brokerage exposures. In 2011, the Company reduced its prior accident year loss reserves by \$9.7 million, which primarily consisted of the following:

**General Liability:** A \$12.9 million reduction in general liability lines primarily consisted of net reductions of \$25.5 million in accident years 2008 and prior due to continued favorable emergence. Incurred losses for these years have developed at a rate lower than the Company's historical averages. The Company also decreased its reinsurance allowance by \$1.3 million in this line due to changes in reinsurance exposure on specifically identified claims and general decreases in ceded reserves. Offsetting these decreases were increases of \$13.9 million in accident years 2009 and 2010 primarily driven by loss emergence as well as revised exposure estimates for construction defect liability. Increased estimates for construction defect were primarily the result of a methodology change during the year, with some increases in recent years due to a slight increase in claim frequency in one of the reviewed segments. The Company has addressed profitability concerns by exiting certain classes of business within this line.

**Property:** A \$2.5 million reduction in property lines primarily related to accident years 2009 and 2010 related to subrogation on a large equine mortality claim as well as favorable development on prior year catastrophe claims.

**Umbrella:** A \$1.7 million reduction in umbrella lines primarily related to accident years 2010 and prior primarily due to continued favorable emergence. Umbrella coverage typically attaches to other coverage lines, so these net decreases follow the decreases in general liability above.

**Professional Liability:** A \$5.7 million increase in professional liability lines primarily consisted of increases of \$19.0 million related to accident years 1998, 2009 and 2010, offset partially by decreases of \$13.2 million related to all other accident years. In 2011, the Company exited certain professional liability classes where the volume of premium was low and loss volatility was high. The Company is focused on writing business where it expects to realize profit that meets return on investment thresholds.

**Auto Liability:** A \$1.8 million increase in auto liability lines is primarily related to accident year 2010 due to higher than expected severity.

Net losses and loss adjustment expenses were \$118.5 million for 2012, compared with \$188.4 million for 2011, a decrease of \$69.8 million or 37.1%. Excluding the impact of prior accident year adjustments, the current accident year net losses and loss adjustment expenses were \$122.7 million and \$198.0 million for 2012 and 2011, respectively. This decrease is primarily attributable to a decrease in catastrophe losses incurred in 2012 and the Company exiting certain unprofitable classes of business in the second half of 2011, as described above.

***Acquisition Costs and Other Underwriting Expenses***

Acquisition costs and other underwriting expenses were \$79.9 million for 2012, compared with \$94.7 million for 2011, a decrease of \$14.8 million or 15.6%. The decrease is primarily due to a decrease in commissions related to the decrease in net earned premiums and a decrease in

property and office costs.

**Table of Contents****Expense and Combined Ratios**

The expense ratio for the Company's Insurance Operations was 44.6% for 2012, compared with 43.7% for 2011. The expense ratio is a GAAP financial measure that is calculated by dividing the sum of acquisition costs and other underwriting expenses by net premiums earned.

The combined ratio for the Company's Insurance Operations was 110.7% for 2012, compared with 130.6% for 2011. The combined ratio is a GAAP financial measure and is the sum of the Company's loss and expense ratios. Excluding the impact of prior accident year adjustments, the combined ratio decreased from 135.1% in 2011 to 113.1% in 2012. See discussion of loss ratio included in Net Losses and Loss Adjustment Expenses above and discussion of expense ratio in preceding paragraph above for an explanation of this decrease.

**Loss from Segment**

The factors described above resulted in a loss from underwriting for the Company's Insurance Operations of \$18.7 million for 2012, compared with a loss from underwriting of \$54.3 million for 2011, a decrease in loss of \$35.6 million.

**Reinsurance Operations**

The components of income from the Company's Reinsurance Operations segment and corresponding underwriting ratios are as follows:

| (Dollars in thousands)                                | Years Ended December 31, |             | Increase / (Decrease) |          |
|---|--------------------------|-------------|-----------------------|----------|
|   | 2012                     | 2011        | \$                    | %        |
| Gross premiums written (2)                            | \$ 42,263                | \$ 78,755   | \$ (36,492)           | (46.3%)  |
| Net premiums written (2)                              | \$ 41,715                | \$ 78,253   | \$ (36,538)           | (46.7%)  |
| Net premiums earned (2)                               | \$ 59,709                | \$ 81,305   | \$ (21,596)           | (26.6%)  |
| Other income (loss)                                   | (726)                    | 443         | (1,169)               | (263.9%) |
| Total revenues  | \$ 58,983                | \$ 81,748   | \$ (22,765)           | (27.8%)  |
| Losses and expenses:                                  |                          |             |                       |          |
| Net losses and loss adjustment expenses               | 35,113                   | 90,326      | (55,213)              | (61.1%)  |
| Acquisition costs and other underwriting expenses (1) | 15,493                   | 26,816      | (11,323)              | (42.2%)  |
| Income (loss) from segment (1)                        | \$ 8,377                 | \$ (35,394) | \$ 43,771             | 123.7%   |
| Underwriting Ratios:                                  |                          |             |                       |          |
| Loss ratio:   |                          |             |                       |          |
| Current accident year                                 | 49.3                     | 95.0        | (45.7)                |          |
| Prior accident year (2)                               | 9.5                      | 16.1        | (6.6)                 |          |
| Calendar year   | 58.8                     | 111.1       | (52.3)                |          |
| Expense ratio   | 25.9                     | 33.0        | (7.1)                 |          |
| Combined ratio  | 84.7                     | 144.1       | (59.4)                |          |

- (1) Results for the year to date 2012 include the impact of an out-of-period adjustment which reduced Reinsurance Operations segment income by \$1.6 million.
- (2) Net premiums written and earned for the year to date 2012 includes \$6.0 million related to reinsurance treaties written in 2009 and 2010 which were contractually due as a result of losses incurred on these treaties. The impact of these premiums are included in the Prior accident year ratios.



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### *Premiums*

Gross premiums written, which represents the amount received or to be received for reinsurance agreements written without reduction for reinsurance costs or other deductions, was \$42.3 million for 2012, compared with \$78.8 million for 2011, a decrease of \$36.5 million or 46.3%. The decrease was primarily due to the cancellation of several unprofitable treaties in 2012, partially offset by \$6.0 million in new premium related to reinsurance treaties written in 2009 and 2010 which was contractually due as a result of losses incurred on these treaties. This income is non-recurring. Wind River only writes primarily property treaties at the current time.

Net premiums written, which equals gross premiums written less ceded premiums written, was \$41.7 million for 2012, compared with \$78.3 million for 2011, a decrease of \$36.5 million or 46.7%. The decrease was primarily due to the decrease in gross premiums written noted above.

Net premiums earned were \$59.7 million for 2012, compared with \$81.3 million for 2011, a decrease of \$21.6 million or 26.6%. The decrease was primarily due to decreases in net premiums written within the previous year. Property net premiums earned for 2012 and 2011 were \$34.2 million and \$32.8 million, respectively. Casualty net premiums earned for 2012 and 2011 were \$25.5 million and \$48.5 million, respectively.

### *Other Income (Loss)*

The Company recognized a loss of \$0.7 million for 2012 compared with income of \$0.4 million for 2011. Other income or loss is comprised of exchange gains and losses related to business written in foreign currencies.

### *Net Losses and Loss Adjustment Expenses*

The loss ratio for the Company's Reinsurance Operations was 58.8% for 2012 compared with 111.1% for 2011. The loss ratio is a GAAP financial measure that is generally viewed in the insurance industry as an indicator of underwriting profitability and is calculated by dividing net losses and loss adjustment expenses by net premiums earned.

The current accident year loss ratio decreased 45.7 points from 95.0% in 2011 to 49.3% in 2012.

The current accident year property loss ratio was 30.3% in 2012 compared to 94.3% in 2011. This decrease was primarily due to losses on a worldwide catastrophe treaty in 2011 related to the Japan earthquake and tsunami, New Zealand earthquakes, Australian floods, Alabama tornadoes, Hurricane Irene, Tropical Storm Lee, and other U.S. catastrophic events, compared with losses from Superstorm Sandy in 2012. Current accident year property losses for 2012 and 2011 were \$10.4 million and \$31.0 million, respectively.

The current accident year casualty loss ratio was 82.6% in 2012 compared to 95.5% in 2011. This decrease was primarily due to lower than expected losses on general liability treaties.

The prior accident year loss ratio decreased by 6.6 points resulting from an increase of net losses and loss adjustment expenses for prior accident years of \$8.7 million in 2012 compared to an increase of net losses and loss adjustment expenses for prior accident years of \$13.1 million in 2011.

In 2012, the Company increased its prior accident year loss reserves by \$8.7 million, which primarily consisted of the following:

**Workers Compensation:** An \$8.3 million increase in workers' compensation lines primarily related to accident years 2009 and 2010 driven by increased frequency and severity. This increase in losses triggered \$6.0 million in additional premium during the current period.

**Marine:** A \$2.7 million increase in marine lines primarily related to accident year 2011 primarily due to higher than expected reported losses.



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**Automobile Liability:** A \$1.3 million increase in auto liability lines primarily related to accident year 2009 resulting from further unexpected development on non-standard auto treaties which were not renewed.

**Property:** A \$3.4 million decrease in property lines primarily related to accident years 2009 and 2011 as a result of further development on worldwide catastrophe treaties.

In 2011, the Company increased its prior accident year loss reserves by \$13.1 million, which primarily consisted of the following:

**General Liability:** An \$8.7 million increase in general liability lines primarily related to accident years 2009 and 2010 due to loss emergence that was greater than expected.

**Automobile Liability:** A \$3.1 million increase in auto liability lines primarily related to accident year 2010 resulting from further unexpected development on non-standard auto treaties which were not renewed in 2011.

**Property:** A \$1.5 million increase in property lines primarily related to accident year 2010 and is primarily related to loss emergence on a worldwide catastrophe treaty.

**Workers Compensation:** A \$1.0 million increase in workers compensation lines primarily related to accident years 2009 and 2010 and is the result of expected losses recorded on adjustment premiums recorded in 2011.

**Professional Liability:** A \$1.3 million decrease in professional liability lines primarily related to accident years 2009 and 2010 and is the result of better than expected development on certain treaties.

Net losses and loss adjustment expenses were \$35.1 million for 2012, compared with \$90.3 million for 2011, a decrease of \$55.2 million or 61.1%. Excluding the impact of prior accident year adjustments, the current accident year net losses and loss adjustment expenses were \$26.5 million and \$77.3 million for 2012 and 2011, respectively. This decrease is primarily attributable to large catastrophe losses incurred in 2011 related to the Japan earthquake and tsunami, New Zealand earthquakes, Australian floods, Alabama tornadoes, Hurricane Irene, Tropical Storm Lee, and other U.S. catastrophic events, as well as the cancellation of unprofitable treaties in 2012, partially offset by the impact of Superstorm Sandy.

***Acquisition Costs and Other Underwriting Expenses***

Acquisition costs and other underwriting expenses were \$15.5 million for 2012, compared with \$26.8 million for 2011, a decrease of \$11.3 million or 42.2%. The decrease is primarily due to a decrease in commissions as a result of the decrease in net earned premiums.

***Expense and Combined Ratios***

The expense ratio for the Company's Reinsurance Operations was 25.9% for 2012, compared with 33.0% for 2011. The expense ratio is a GAAP financial measure that is calculated by dividing the sum of acquisition costs and other underwriting expenses by net premiums earned. The decrease in the expense ratio is primarily due to changes in mix of business as a result of cancelling several unprofitable treaties in 2011 and 2012, partially offset by an increase in contingent commissions due to the profitability of business in 2012.

The combined ratio for the Company's Reinsurance Operations was 84.7% for 2012, compared with 144.1% for 2011. The combined ratio is a GAAP financial measure and is the sum of the Company's loss and expense ratios. Excluding the impact of prior accident year adjustments, the combined ratio decreased from 128.0% in 2011 to 75.2% in 2012. See discussion of loss ratio included in Net Losses and Loss Adjustment Expenses above and discussion of expense ratio in preceding paragraph above for an explanation of this decrease.





**Table of Contents*****Income (Loss) from Segment***

The factors described above resulted in income from underwriting for the Company's Reinsurance Operations of \$8.4 million in 2012, compared to a loss from underwriting of \$35.4 million in 2011, an increase of \$43.8 million.

**Unallocated Corporate Items**

The following items are not allocated to the Company's Insurance Operations or Reinsurance Operations segments:

| (Dollars in thousands)                          | Year Ended<br>December 31, |           | Increase / (Decrease) |          |
|---|----------------------------|-----------|-----------------------|----------|
|   | 2012                       | 2011      | \$                    | %        |
| Net investment income                           | \$ 47,557                  | \$ 53,112 | \$ (5,555)            | (10.5%)  |
| Net realized investment gains                   | 6,755                      | 21,473    | (14,718)              | (68.5%)  |
| Corporate and other operating expenses          | (9,691)                    | (13,973)  | (4,282)               | (30.6%)  |
| Interest expense                                | (5,393)                    | (6,476)   | (1,083)               | (16.7%)  |
| Income tax (expense) benefit                    | 5,856                      | (2,787)   | 8,643                 | 310.1%   |
| Equity in net income of partnership, net of tax |                            | 53        | (53)                  | (100.0%) |

***Net Investment Income***

Net investment income, which is gross investment income less investment expenses, was \$47.6 million for 2012, compared with \$53.1 million for 2011, a decrease of \$5.6 million or 10.5%.

Gross investment income, which excludes realized gains and losses, was \$52.0 million for 2012, compared with \$57.8 million for 2011, a decrease of \$5.8 million or 10.1%. The decrease was primarily due to a reduction in the Company's fixed maturities portfolio related to funding the share repurchase program, repayment of debt and negative operating cash flow. This decrease was offset by investment income of \$4.8 million generated from distributions from two limited partnership investments. There was no investment income generated by limited partnership investments during 2011. Excluding distributions from limited partnership investments, gross investment income for 2012 decreased \$10.6 million or 18.4% compared to 2011.

Investment expenses were \$4.5 million for 2012, compared with \$4.7 million for 2011, a decrease of \$0.2 million or 5.6%. The decrease is primarily due to the reduction of investments in corporate loans.

As of December 31, 2012, the Company held mortgage-backed securities with a book value of \$189.9 million. Excluding the mortgage-backed securities, the average duration of the Company's fixed maturities portfolio was 2.2 years as of December 31, 2012, compared with 2.0 years as of December 31, 2011. Including cash and short-term investments, the average duration of the Company's fixed maturities portfolio, excluding mortgage-backed securities, as of December 31, 2012 was 2.0 years compared with 1.7 years as of December 31, 2011. Changes in interest rates can cause principal payments on certain investments to extend or shorten which can impact duration. At December 31, 2012, the Company's embedded book yield on its fixed maturities, not including cash, was 3.1% compared with 3.6% at December 31, 2011. As of December 31, 2012, the Company's investment portfolio held \$201.1 million in municipal bonds with an embedded book yield of 3.0% compared with an embedded book yield of 3.6% on \$206.1 million in municipal bonds as of December 31, 2011.

***Net Realized Investment Gains***

Net realized investment gains were \$6.8 million for 2012, compared with \$21.5 million for 2011. The net realized investment gains for 2012 consist primarily of net gains of \$3.0 million relative to the Company's fixed maturities and \$9.2 million relative to its equity securities, offset by other than temporary impairment losses of

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\$5.4 million. The net realized investment gains for 2011 consist primarily of net gains of \$14.2 million relative to the Company's fixed maturities and \$14.7 million relative to its equity securities, offset by mutual fund losses of \$0.8 million and other than temporary impairment losses of \$6.6 million.

See Note 6 of the notes to the consolidated financial statements in Item 8 of Part II of this report for an analysis of total investment return on a pre-tax basis for the years ended December 31, 2012 and 2011.

### ***Corporate and Other Operating Expenses***

Corporate and other operating expenses consist of outside legal fees, other professional fees, directors' fees, management fees, salaries and benefits for holding company personnel, development costs for new products, and taxes incurred which are not directly related to operations. Corporate and other operating expenses were \$9.7 million for 2012, compared with \$14.0 million for 2011, a decrease of \$4.3 million or 30.6%. The decrease is primarily due to a decrease in outside legal and other professional fees.

### ***Interest Expense***

Interest expense was \$5.4 million and \$6.5 million for 2012 and 2011, respectively. This reduction was primarily due to principal payments of \$18.0 million on the Company's senior notes payable made during July, 2011 and 2012. See Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the Company's debt.

### ***Income Tax Expense (Benefit)***

Income tax expense was a benefit of \$5.9 million for 2012, compared with expense of \$2.8 million for 2011. See Note 11 of the notes to the consolidated financial statements in Item 8 of Part II of this report for an analysis of income tax expense between periods.

### ***Equity in Net Income of Partnerships***

Equity in net income of partnerships, net of tax was \$0.05 million for 2011. There was no equity in net income of partnerships during 2012.

### ***Net Income (Loss)***

The factors described above resulted in net income of \$34.8 million in 2012, compared with a net loss of \$38.3 million in 2011, an increase of \$73.1 million.

## **Liquidity and Capital Resources**

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

Global Indemnity is a holding company. Its principal asset is its ownership of the shares of its direct and indirect subsidiaries, including those of its U.S. insurance companies: United National Insurance Company, Diamond State Insurance Company, United National Specialty Insurance Company, Penn-America Insurance Company, Penn-Star Insurance Company, and Penn-Patriot Insurance Company; and its Reinsurance Operations: Wind River Reinsurance.

The principal source of cash that Global Indemnity needs to meet its short term and long term liquidity needs, including the payment of corporate expenses and share repurchases, includes dividends, other permitted disbursements from its direct and indirect subsidiaries, reimbursement for equity awards granted to employees and intercompany borrowings. The principal sources of funds at these direct and indirect subsidiaries include

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underwriting operations, investment income, and proceeds from sales and redemptions of investments. Funds are used principally by these operating subsidiaries to pay claims and operating expenses, to make debt payments, fund margin requirements on interest rate swap agreements, to purchase investments, and to make dividend payments. The future liquidity of Global Indemnity is dependent on the ability of its subsidiaries to pay dividends. Global Indemnity has no planned capital expenditures that could have a material impact on its short-term or long-term liquidity needs.

Global Indemnity's U.S. insurance companies are restricted by statute as to the amount of dividends that they may pay without the prior approval of regulatory authorities. The dividend limitations imposed by state laws are based on the statutory financial results of each insurance company within the Insurance Operations that are determined by using statutory accounting practices that differ in various respects from accounting principles used in financial statements prepared in conformity with GAAP. See Regulation Statutory Accounting Principles. Key differences relate to, among other items, deferred acquisition costs, limitations on deferred income taxes, reserve calculation assumptions and surplus notes.

Under Indiana law, Diamond State Insurance Company may not pay any dividend or make any distribution of cash or other property, the fair market value of which, together with that of any other dividends or distributions made within the 12 consecutive months ending on the date on which the proposed dividend or distribution is scheduled to be made, exceeds the greater of (1) 10% of its surplus as of the 31<sup>st</sup> day of December of the last preceding year, or (2) its net income for the 12 month period ending on the 31<sup>st</sup> day of December of the last preceding year, unless the commissioner approves the proposed payment or fails to disapprove such payment within 30 days after receiving notice of such payment. An additional limitation is that Indiana does not permit a domestic insurer to declare or pay a dividend except out of unassigned surplus unless otherwise approved by the commissioner before the dividend is paid.

Under Pennsylvania law, United National Insurance Company, Penn-America Insurance Company, and Penn-Star Insurance Company may not pay any dividend or make any distribution that, together with other dividends or distributions made within the preceding 12 consecutive months, exceeds the greater of (1) 10% of its surplus as shown on its last annual statement on file with the commissioner or (2) its net income for the period covered by such statement, not including pro rata distributions of any class of its own securities, unless the commissioner has received notice from the insurer of the declaration of the dividend and the commissioner approves the proposed payment or fails to disapprove such payment within 30 days after receiving notice of such payment. An additional limitation is that Pennsylvania does not permit a domestic insurer to declare or pay a dividend except out of unassigned funds (surplus) unless otherwise approved by the commissioner before the dividend is paid. Furthermore, no dividend or other distribution may be declared or paid by a Pennsylvania insurance company that would reduce its total capital and surplus to an amount that is less than the amount required by the Insurance Department for the kind or kinds of business that it is authorized to transact. Pennsylvania law allows loans to affiliates up to 10% of statutory surplus without prior regulatory approval.

Under Virginia law, Penn-Patriot Insurance Company may not pay any dividend or make any distribution of cash or other property, the fair market value of which, together with that of any other dividends or distributions made within the preceding 12 consecutive months exceeds the lesser of either (1) 10% of its surplus as of the 31<sup>st</sup> day of December of the last preceding year, or (2) its net income, not including net realized capital gains, for the 12 month period ending on the 31<sup>st</sup> day of December of the last preceding year, not including pro rata distributions of any class of its securities, unless the commissioner approves the proposed payment or fails to disapprove such payment within 30 days after receiving notice of such payment. In determining whether the dividend must be approved, undistributed net income from the second and third preceding years, not including net realized capital gains, may be carried forward.

Under Wisconsin law, United National Specialty Insurance Company may not pay any dividend or make any distribution of cash or other property, other than a proportional distribution of its stock, the fair market value of which, together with that of other dividends paid or credited and distributions made within the preceding 12 months, exceeds the lesser of (1) 10% of its surplus as of the preceding 31<sup>st</sup> day of December, or (2) the greater

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of (a) its net income for the calendar year preceding the date of the dividend or distribution, minus realized capital gains for that calendar year or (b) the aggregate of its net income for the three calendar years preceding the date of the dividend or distribution, minus realized capital gains for those calendar years and minus dividends paid or credited and distributions made within the first two of the preceding three calendar years, unless it reports the extraordinary dividend to the commissioner at least 30 days before payment and the commissioner does not disapprove the extraordinary dividend within that period. Additionally, under Wisconsin law, all authorizations of distributions to shareholders, other than stock dividends, shall be reported to the commissioner in writing and no payment may be made until at least 30 days after such report.

In December, 2013, each of the U.S. insurance companies declared an extraordinary dividend that aggregated to \$200 million. In January, 2014, each of the dividends for the U.S. insurance companies was approved by the respective departments of insurance in Pennsylvania, Indiana, Wisconsin, and Virginia. On January 23, 2014, the U.S. insurance companies paid an aggregate dividend of \$200 million to Global Indemnity Group, Inc. See Note 20 of the notes to consolidated financial statements in Item 8 of Part II of this report for the dividend limitations for 2014.

Wind River Reinsurance is prohibited, without the approval of the BMA, from reducing by 15% or more its total statutory capital as set out in its previous year's statutory financial statements, and any application for such approval must include such information as the BMA may require. Based upon the total statutory capital plus the statutory surplus as set out in its 2013 statutory financial statements that will be filed in 2014, the Company believes Wind River Reinsurance could pay a dividend of up to \$236.0 million without requesting BMA approval. Wind River Reinsurance did not declare or pay any dividends during 2013. For 2014, the Company believes that Wind River Reinsurance, including distributions it could receive from its subsidiaries, should have sufficient liquidity and solvency to pay dividends.

***Surplus Levels***

Global Indemnity's U.S. insurance companies are required by law to maintain a certain minimum level of policyholders' surplus on a statutory basis. Policyholders' surplus is calculated by subtracting total liabilities from total assets. The NAIC has risk-based capital standards that are designed to identify property and casualty insurers that may be inadequately capitalized based on the inherent risks of each insurer's assets and liabilities and mix of net premiums written. Insurers falling below a calculated threshold may be subject to varying degrees of regulatory action. Based on the standards currently adopted, the policyholders' surplus of each of the U.S. insurance companies is in excess of the prescribed minimum company action level risk-based capital requirements.

***Cash Flows***

Sources of operating funds consist primarily of net premiums written and investment income. Funds are used primarily to pay claims and operating expenses and to purchase investments.

The Company's reconciliation of net income to cash provided from operations is generally influenced by the following:

the fact that the Company collect premiums, net of commission, in advance of losses paid;

the timing of the Company's settlements with its reinsurers; and

the timing of the Company's loss payments.

Net cash used for operating activities in 2013, 2012, and 2011 was \$4.9 million, \$35.0 million and \$7.7 million, respectively.

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In 2013, the increase in operating cash flows of approximately \$30.1 million from the prior year was primarily a net result of the following items:

|   | <b>2013</b> | <b>2012</b> | <b>Change</b> |
|---|-------------|-------------|---------------|
| Net premiums collected                    | \$ 250,987  | \$ 214,158  | \$ 36,829     |
| Net losses paid                           | (188,690)   | (199,732)   | 11,042        |
| Underwriting and corporate expenses       | (111,358)   | (99,767)    | (11,591)      |
| Net investment income                     | 44,367      | 55,768      | (11,401)      |
| Net federal income taxes recovered (paid) | 7,451       | (228)       | 7,679         |
| Interest paid                             | (7,678)     | (5,895)     | (1,783)       |
| Other                                     |             | 683         | (683)         |
| Net cash used for operating activities    | \$ (4,921)  | \$ (35,013) | \$ (30,334)   |

In 2012, the decrease in operating cash flows of approximately \$27.3 million from the prior year was primarily a net result of the following items:

|  | <b>2012</b> | <b>2011</b> | <b>Change</b> |
|--|-------------|-------------|---------------|
| Net premiums collected                 | \$ 214,158  | \$ 284,297  | \$ (70,139)   |
| Net losses paid                        | (199,732)   | (225,192)   | 25,460        |
| Underwriting and corporate expenses    | (99,767)    | (116,975)   | 17,208        |
| Net investment income                  | 55,768      | 61,058      | (5,290)       |
| Net federal income taxes paid          | (228)       | (4,895)     | 4,667         |
| Interest paid                          | (5,895)     | (6,900)     | 1,005         |
| Other                                  | 683         | 869         | (186)         |
| Net cash used for operating activities | \$ (35,013) | \$ (7,738)  | \$ (27,275)   |

See the consolidated statement of cash flows in the financial statements in Item 8 of Part II of this report for details concerning the Company's investing and financing activities.

**Liquidity**

Currently, Global Indemnity believes each company in its Insurance Operations and Reinsurance Operations maintains sufficient liquidity to pay claims through cash generated by operations and investments in liquid investments. The holding companies also maintain sufficient liquidity to meet their obligations. At December 31, 2013, the Company had cash and cash equivalents of \$105.5 million.

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company, to an unrelated party. Diamond State Insurance Company received a one-time payment of \$26.6 million and recognized a pre-tax gain of \$5.2 million. Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the ongoing business operations.

On September 30, 2013, the Company redeemed the entire outstanding principal amount on its UNG Trust I junior subordinated notes. The payment of \$10.4 million consisted of principal of \$10.3 million and interest of \$0.1 million. This payment was funded by borrowing \$10.0 million pursuant to a margin borrowing facility. The Company redeemed the entire outstanding principal amount on its UNG Trust II junior subordinated notes on October 29, 2013. The payment of \$20.8 million consisted of principal of \$20.6 million and interest of \$0.2 million. This payment was funded by borrowing \$20.2 million pursuant to the Company's margin borrowing facility. See Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report for details on the terms of the margin borrowing facility.



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On July 19, 2013, the Company paid the entire outstanding principal amount on its guaranteed senior notes. The payment of \$58.6 million consisted of principal of \$54.0 million and interest of \$4.6 million, which included a make-whole provision of \$2.9 million. This payment was funded by borrowing \$60.0 million pursuant to the Company's margin borrowing facility. Please see Note 13 of the notes to the consolidated financial statements in Item 8 of Part II of this report.

In 2011 and 2012, the Board of Directors authorized the Company to repurchase up to \$125.0 million of its A ordinary shares through share repurchase programs. The Company repurchased and retired an aggregate 5,371,419 of its A ordinary shares in the open market and in privately negotiated transactions at an aggregate price of \$112.2 million or an average of \$20.89 per share. The Company did not repurchase any additional A ordinary shares under the share repurchase programs during the year ended December 31, 2013. The Company does not have authorization from the Board of Directors to repurchase any additional A ordinary shares as of December 31, 2013. The excess cost of the repurchased shares over their par value was classified to additional paid-in capital as of December 31, 2013.

Included in the share repurchases above, on May 9, 2012, the Company announced a self-tender offer pursuant to which it could repurchase up to \$61.0 million of its A ordinary shares. On June 14, 2012, the Company accepted for purchase 2,913,464 of its A ordinary shares at a price of \$21.75 per share for a total cost of \$63.4 million, excluding fees and expenses related to the tender offer. The Company funded the purchase of the shares using cash on hand. Included within the A ordinary shares accepted for purchase were 122,578 A ordinary shares that Global Indemnity elected to purchase pursuant to its option to increase the size of the tender offer by up to 2.0% of the outstanding A ordinary shares.

*Stop Loss Agreement, Quota Share Arrangements and Intercompany Pooling Arrangement*

Global Indemnity's U.S. insurance companies and Wind River Reinsurance participate in a stop loss agreement that provides protection to the U.S. insurance companies in a loss corridor from 75% to 95% subject to certain restrictions.

The Company's U.S. insurance companies participate in quota share reinsurance agreements with Wind River Reinsurance whereby 50% of the net retained business of the U.S. insurance companies is ceded to Wind River Reinsurance. These agreements exclude named storms. Wind River Reinsurance is an unauthorized reinsurer. As a result, any losses and unearned premiums that are ceded to Wind River Reinsurance by the U.S. insurance companies must be collateralized. To satisfy this requirement, Wind River Reinsurance has set up custodial trust accounts on behalf of the U.S. insurance companies.

Wind River also has established trust accounts to collateralize exposure it has to third party ceding companies. The Company invests the funds in securities that have durations that closely match the expected duration of the liabilities assumed. The Company believes that Wind River Reinsurance will have sufficient liquidity to pay claims prospectively.

Global Indemnity's U.S. insurance companies participate in an intercompany pooling arrangement whereby premiums, losses, and expenses are shared pro rata amongst the U.S. insurance companies. United National Insurance Company is not an authorized reinsurer in all states. As a result, any losses and unearned premiums that are ceded to United National Insurance Company are collateralized. The state insurance departments that regulate the parties to the intercompany pooling agreements require United National Insurance Company to place assets on deposit subject to trust agreements for the protection of the other members of the U.S. insurance companies.

All trusts that the Company is required to maintain as a result of the above mentioned pooling agreements and quota share arrangements are adequately funded.

In 2014, the Company expects that, in the aggregate, the Insurance Operations and Reinsurance Operations will have sufficient liquidity to pay claims. The Company monitors its portfolios to assure liability and investment durations are closely matched.

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Prospectively, as fixed income investments mature and new cash is obtained, the cash available to invest will be invested in accordance with the Company's investment policy. The Company's investment policy allows the Company to invest in taxable and tax-exempt fixed income investments as well as publicly traded and private equity investments. With respect to bonds, the Company's credit exposure limit for each issuer varies with the issuer's credit quality. The allocation between taxable and tax-exempt bonds is determined based on market conditions and tax considerations. During 2011, the Company decreased the average duration on its investment portfolio in order to defensively position it during the current low interest rate environment. The fixed income portfolio currently has a duration of 2.19 years.

The Company has access to various capital sources including dividends from insurance subsidiaries, invested assets in its non-U.S. subsidiaries, and access to the debt and equity capital markets. The Company believes it has sufficient liquidity to meet its capital needs. See Note 20 of the notes to consolidated financial statements in Item 8 of Part II of this report for the dividends declared by Global Indemnity's U.S. insurance companies in 2013 and dividend limitations for 2014.

### **Capital Resources**

On January 18, 2006, U.A.I. (Luxembourg) Investment S.à.r.l. loaned \$6.0 million to United America Indemnity, Ltd. The loan was used to pay operating expenses that arise in the normal course of business. The loan is a demand loan and bears interest at 4.38%. In May, 2012, United America Indemnity, Ltd. repaid \$5.0 million of principal under this loan. At December 31, 2013, there was \$1.8 million of accrued interest on the loan. United America Indemnity, Ltd. is dependent on its subsidiaries to pay its dividends and operating expenses.

On November 12, 2007, Wind River Reinsurance issued a \$50.0 million demand line of credit to United America Indemnity, Ltd. which bears interest at 5.25%. The proceeds of the line were used to fund purchases of the Company's A ordinary shares as part of two \$50.0 million share buyback programs that were initiated in November 2007 and February 2008, respectively. On February 13, 2008, the demand line of credit was amended. The interest rate was decreased to 3.75% per annum, and the loan amount was increased to \$100.0 million. In June 2008, Wind River Reinsurance declared and paid a dividend of \$50.0 million to United America Indemnity, Ltd. United America Indemnity, Ltd. used proceeds from the dividend to repay a portion of the line of credit. In February, 2010 the line of credit was converted to a non-interest bearing note payable for the full amount of principal and accrued interest to date. As of December 31, 2013, there was \$53.0 million outstanding on the note payable.

U.A.I. (Luxembourg) Investment S.à.r.l. holds promissory notes of \$175.0 million and \$110.0 million from Global Indemnity Group, Inc. which have interest rates of 6.64% and 6.20%, respectively, and mature in 2018 and 2020, respectively. Interest on these notes is paid annually. Other than its investment portfolio, Global Indemnity Group, Inc. has no income producing operations. The ability of Global Indemnity Group, Inc. to generate cash to repay the notes is dependent on dividends that it receives from its subsidiaries or using other assets it holds.

In November, 2011, U.A.I. (Luxembourg) Investment S.à.r.l. issued a \$100.0 million demand line of credit to Global Indemnity (Cayman) Ltd. which bears interest at 1.2%. The proceeds of the line were loaned from Global Indemnity (Cayman) Ltd. to Global Indemnity plc, bearing interest at 1.2%, to fund purchases of the Company's A ordinary shares as part of the \$100.0 million share repurchase program announced in September, 2011. In August, 2012, the demand line of credit was increased to \$125.0 million to fund additional purchases under the Company's \$25.0 million share repurchase authorization. As of December 31, 2013, Global Indemnity plc owed Global Indemnity (Cayman) Ltd. \$108.0 million under this arrangement, with accrued interest of \$2.2 million, and Global Indemnity (Cayman) Ltd. had \$102.5 million outstanding on the line of credit, with accrued interest of \$2.2 million.

In November, 2012, American Insurance Service, Inc. (AIS) issued a \$35.0 million loan to Wind River Reinsurance, bearing interest at the six month London Interbank Offered Rate (LIBOR) plus 3.5%. Interest is payable semi-annually. The proceeds of the loan were used to fund trust accounts in the normal course of



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business. Effective October 31, 2013, American Insurance Service, Inc. ( AIS ) assigned all of its rights, obligations, duties, and liabilities under the note to Global Indemnity Group, Inc. As of December 31, 2013, there was \$25.0 million outstanding on the note payable, with accrued interest of \$0.2 million payable to AIS and \$0.2 million payable to Global Indemnity Group, Inc.

On July 19, 2013, the Company entered into a margin borrowing facility with a borrowing rate that is currently equal to the one week LIBOR rate plus 65 basis points, which combined is currently less than 1%. This facility is due on demand. The borrowing is subject to maintenance margin, which is a minimum account balance that must be maintained. A decline in market conditions could require an additional deposit of collateral. As of December 31, 2013, approximately \$120.9 million in collateral was deposited to support the borrowing. The amount borrowed against the margin account may fluctuate as routine investment transactions, such as dividends received, investment income received, maturities and pay-downs, impact cash balances. The margin facility contains customary events of default, including, without limitation, insolvency, failure to make required payments, failure to comply with any representations or warranties, failure to adequately assure future performance, and failure of a guarantor to perform under its guarantee.

**Contractual Obligations**

The Company has commitments in the form of operating leases, a revolving line of credit, and unpaid losses and loss expense obligations. As of December 31, 2013, contractual obligations related to Global Indemnity's commitments, including any principal and interest payments, were as follows:

| (Dollars in thousands)                                     | Total      | 2014       | Payment Due by Period |               | Thereafter |
|--|------------|------------|-----------------------|---------------|------------|
|  |            |            | 2015 and 2016         | 2017 and 2018 |            |
| Operating leases (1)                                       | \$ 11,620  | \$ 2,362   | \$ 3,810              | \$ 3,560      | \$ 1,888   |
| Commitments to fund limited partnerships                   | 2,490      | 2,490      |                       |               |            |
| Unpaid losses and loss adjustment expenses obligations (2) | 779,466    | 252,439    | 276,111               | 127,982       | 122,934    |
| Total  | \$ 793,576 | \$ 257,291 | \$ 279,921            | \$ 131,542    | \$ 124,822 |

- (1) The Company leases office space and equipment as part of its normal operations. The amounts shown above represent future commitments under such operating leases, net of expected sub-lease income from abandoned space. As part of its Profit Enhancement Initiative, the Company incurred charges in 2011 and 2010 resulting from future minimum lease commitments related to unused space. Cash payments on leases related to unused space will be paid in future periods and are included in this table.
- (2) These amounts represent the gross future amounts needed to pay losses and related loss adjustment expenses and do not reflect amounts that are expected to be recovered from the Company's reinsurers. See discussion in Liability for Unpaid Losses and Loss Adjustment Expenses for more details.

**Off Balance Sheet Arrangements**

The Company has no off balance sheet arrangements other than the floating rate common securities discussed in the Capital Resources section of Liquidity and Capital Resources. These floating rate common securities were cancelled in 2013.

**Inflation**

Property and casualty insurance premiums are established before the Company knows the amount of losses and loss adjustment expenses or the extent to which inflation may affect such amounts. The Company attempts to anticipate the potential impact of inflation in establishing its reserves.

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Future increases in inflation could result in future increases in interest rates, which in turn are likely to result in a decline in the market value of the investment portfolio and resulting in unrealized losses and reductions in shareholders' equity.

**Cautionary Note Regarding Forward-Looking Statements**

Some of the statements under "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this report may include forward-looking statements that reflect the Company's current views with respect to future events and financial performance that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. These statements can be identified by the use of forward-looking terminology such as "believe," "expect," "may," "will," "should," "project," "plan," "seek," "intend," or "anticipate" or the negative comparable terminology, and include discussions of strategy, financial projections and estimates and their underlying assumptions, statements regarding plans, objectives, expectations or consequences of identified transactions or natural disasters, and statements about the future performance, operations, products and services of the companies.

The Company's business and operations are and will be subject to a variety of risks, uncertainties and other factors. Consequently, actual results and experience may materially differ from those contained in any forward-looking statements. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: (1) the ineffectiveness of the Company's business strategy due to changes in current or future market conditions; (2) the effects of competitors' pricing policies, and of changes in laws and regulations on competition, including industry consolidation and development of competing financial products; (3) greater frequency or severity of claims and loss activity than the Company's underwriting, reserving or investment practices have anticipated; (4) decreased level of demand for the Company's insurance products or increased competition due to an increase in capacity of property and casualty insurers; (5) risks inherent in establishing loss and loss adjustment expense reserves; (6) uncertainties relating to the financial ratings of the Company's insurance subsidiaries; (7) uncertainties arising from the cyclical nature of the Company's business; (8) changes in the Company's relationships with, and the capacity of, its general agents, brokers, insurance companies and reinsurance companies from which the Company derives its business; (9) the risk that the Company's reinsurers may not be able to fulfill obligations; (10) investment performance and credit risk; (11) new tax legislation or interpretations that could lead to an increase in the Company's tax burden; (12) uncertainties relating to governmental and regulatory policies, both domestically and internationally; (13) foreign currency fluctuations; (14) the impact of catastrophic events; (15) the Company's subsidiaries' ability to pay dividends; (16) deterioration of debt and equity markets; (17) interest rate changes; and (18) uncertainties relating to ongoing or future litigation matters.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are set forth in "Risk Factors" in Item 1A and elsewhere in this Annual Report on Form 10-K. The Company's forward-looking statements speak only as of the date of this report or as of the date they were made. The Company undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

**Table of Contents****Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Market Risk**

Market risk is the risk of economic losses due to adverse changes in the estimated fair value of a financial instrument as the result of changes in interest rates, equity prices, credit risk, illiquidity, foreign exchange rates and commodity prices. The Company's consolidated balance sheet includes the estimated fair values of assets that are subject to market risk. The Company's primary market risks are interest rate risk and credit risks associated with investments in fixed maturities, equity price risk associated with investments in equity securities, and foreign exchange risk associated with premium received that is denominated in foreign currencies. Each of these risks is discussed in more detail below. The Company has no commodity risk.

**Interest Rate Risk**

The Company's primary market risk exposure is to changes in interest rates. The Company's fixed income investments are exposed to interest rate risk. Fluctuations in interest rates have a direct impact on the market valuation of these securities. As interest rates rise, the market value of the Company's fixed income investments fall, and the converse is also true. The Company seeks to manage interest rate risk through an active portfolio management strategy that involves the selection, by the Company's managers, of investments with appropriate characteristics, such as duration, yield, currency, and liquidity that are tailored to the anticipated cash outflow characteristics of the Company's liabilities. The Company's strategy for managing interest rate risk also includes maintaining a high quality bond portfolio with a relatively short duration to reduce the effect of interest rate changes on book value. A significant portion of the Company's investment portfolio matures each year, allowing for reinvestment at current market rates.

As of December 31, 2013, assuming identical shifts in interest rates for securities of all maturities, the table below illustrates the sensitivity of market value in Global Indemnity's bonds to selected hypothetical changes in basis point increases and decreases:

| Basis Point Change | (Dollars in thousands) |           | Change in Market Value |  |
|--------------------|------------------------|-----------|------------------------|--|
|                    | Market Value           | \$        | %                      |  |
| (200)              | \$ 1,231,389           | \$ 27,025 | 2.2%                   |  |
| (100)              | 1,222,887              | 18,523    | 1.5%                   |  |
| No change          | 1,204,364              |           | 0.0%                   |  |
| 100                | 1,178,906              | (25,458)  | (2.1%)                 |  |
| 200                | 1,154,146              | (50,218)  | (4.2%)                 |  |

The Company's interest rate swaps are also exposed to interest rate risk. Fluctuations in interest rates have a direct impact on the market valuation of these financial instruments. As interest rates decline, the market value of the Company's interest rate swaps fall, and the converse is also true. Since the Company has designated the interest rate swaps as non-hedge instruments, the changes in the fair value is recognized as net realized investment gains in the consolidated statement of operations. Therefore, changes in interest rates will have a direct impact to the Company's results of operation. In addition, on a daily basis, a margin requirement is calculated. If interest rates decline, the Company is required to pay a margin call equal to the change in the fair market value of the interest rate swap. When interest rates rise, the counterparty is required to pay to the Company a margin call equal to the change in fair market value of the interest rate swap.

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As of December 31, 2013, the table below illustrates the sensitivity of market value of the Company's interest rate swaps as well as the impact on the consolidated statement of operation to selected hypothetical changes in basis point increases and decreases:

| (Dollars in thousands) |              | Change in Market Value and Impact to Consolidated Statement of Income |
|------------------------|--------------|---|
| Basis Point Change     | Market Value |   |
| (200)                  | \$ (37,500)  | \$ (39,168)   |
| (100)                  | (16,895)     | (18,563)  |
| No change              | 1,668        |   |
| 100                    | 18,398       | 16,730  |
| 200                    | 33,480       | 31,812  |

**Credit Risk**

The Company has exposure to credit risk primarily as a holder of fixed income investments as well as corporate loans. With the exception of corporate loans, the Company's investment policy requires that it invests in debt instruments of high credit quality issuers and limits the amount of credit exposure to any one issuer based upon the rating of the security.

The Company's corporate loan portfolio is subject to default risk since these investments are typically below investment grade. To mitigate this risk, the Company's investment managers perform an in-depth structural analysis. As part of this analysis, they focus on the strength of any security granted to the lenders, the position of the loan in the company's capital structure and the appropriate covenant protection. In addition, as part of the Company's risk control, its investment managers maintain appropriate portfolio diversification by limiting issuer and industry exposure. This asset class was exited in the first quarter of 2014.

As of December 31, 2013, the Company had approximately \$30.2 million worth of investment exposure to subprime and Alt-A investments. As of December 31, 2013, approximately \$29.5 million of those investments have been rated BBB+ to AAA by Standard & Poor's and \$0.7 million were rated below investment grade. As of December 31, 2012, the Company had approximately \$35.2 million worth of investment exposure to subprime and Alt-A investments. As of December 31, 2012, approximately \$33.3 million of those investments have been rated BBB+ to AAA by Standard & Poor's and \$1.9 million were rated below investment grade. There were no impairments recognized on these investments during the year ended December 31, 2013. There was an impairment of \$0.03 million recognized on these investments during the year ended December 31, 2012.

In addition, the Company has credit risk exposure to its general agencies and reinsurers. The Company seeks to mitigate and control its risks to producers by typically requiring its general agencies to render payments within no more than 45 days after the month in which a policy is effective and including provisions within the Company's general agency contracts that allow it to terminate a general agency's authority in the event of non-payment.

With respect to its credit exposure to reinsurers, the Company seeks to mitigate and control its risk by ceding business to only those reinsurers having adequate financial strength and sufficient capital to fund their obligation. In addition, the Company seeks to mitigate credit risk to reinsurers through the use of trusts and letters of credit for collateral.

**Equity Price Risk**

In 2013, the strategy for the Company's equity portfolio followed a large cap value approach. This investment style placed primary emphasis on selecting the best relative values from those issues having a projected normalized price-earnings ratio at a discount to the market multiple.

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The Company compares the results of the Company's equity portfolio to a customized benchmark. Effective July, 2011, the custom benchmark is the S&P 500 Value excluding financials. Prior to July, 2011, the custom benchmark was the S&P Value/Citigroup excluding P&C Insurers, Multi-line insurers and Investment Banks/Brokers Index. To protect against equity price risk, the sector exposures within the Company's equity portfolio closely correlate to the sector exposures within the custom benchmark index. In 2013, the Company's common stock portfolio had a return of 31.6%, not including investment advisor fees, compared to the benchmark return of 30.5%.

The carrying values of investments subject to equity price risk are based on quoted market prices as of the balance sheet dates. Market prices are subject to fluctuation and thus the amount realized in the subsequent sale of an investment may differ from the reported market value. Fluctuation in the market price of an equity security results from perceived changes in the underlying economic makeup of a stock, the price of alternative investments and overall market conditions.

The Company attempts to mitigate its unsystemic risk, which is the risk that is associated with holding a particular security, by holding a large number of securities in that market. At year end, no security represented more than 3.8% of the market value of the equity portfolio. The Company continues to have systemic risk, which is the risk inherent in the general market due to broad macroeconomic factors that affect all companies in the market.

As of December 31, 2013, the table below summarizes the Company's equity price risk and reflects the effect of a hypothetical 10% and 20% increase or decrease in market prices. The selected hypothetical changes do not indicate what could be the potential best or worst scenarios.

| Hypothetical Price Change | (Dollars in thousands)                                   |  |
|---------------------------|--|--|
|                           | Estimated Fair Value after Hypothetical Change in Prices | Hypothetical Percentage Increase (Decrease) in Shareholders Equity (1) |
| (20%)                     | \$ 203,256   | (3.8%)   |
| (10%)                     | 228,663  | (1.9%)   |
| No change                 | 254,070  |  |
| 10%                       | 279,477  | 1.9%   |
| 20%                       | 304,884  | 3.8%   |

(1) Net of 35% tax

**Foreign Currency Exchange Risk**

The Company has foreign currency exchange risk associated with a portion of the business written at Wind River Reinsurance, as well as a small portion of expenses related to corporate overhead in its Ireland and Luxembourg offices. The Company also maintains investments in foreign denominated securities and cash accounts in foreign currencies in order to pay expenses in foreign countries. At period-end, the Company re-measures those non-U.S. currency financial assets to their current U.S. dollar equivalent. Financial liabilities, if any, are generally adjusted within the reserving process. However, for known losses on claims to be paid in foreign currencies, the Company re-measures the liabilities to their current U.S. dollar equivalent each period end.

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**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  
GLOBAL INDEMNITY PLC**

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and

Shareholders of Global Indemnity, plc:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Global Indemnity, plc. and its subsidiaries (the Company) at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the accompanying index present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated 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 and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Philadelphia, Pennsylvania

March 14, 2014

**Table of Contents****GLOBAL INDEMNITY PLC****Consolidated Balance Sheets**

(In thousands, except share amounts)

|   | December 31,<br>2013 | December 31,<br>2012 |
|---|----------------------|----------------------|
| <b>ASSETS</b>   |                      |                      |
| Fixed maturities:   |                      |                      |
| Available for sale, at fair value (amortized cost: \$1,187,685 and \$1,187,094)   | \$ 1,204,364         | \$ 1,229,322         |
| Equity securities:  |                      |                      |
| Available for sale, at fair value (cost: \$191,425 and \$167,179)   | 254,070              | 197,075              |
| Other invested assets:  |                      |                      |
| Available for sale, at fair value (cost: \$3,065 and \$3,049)   | 3,489                | 3,132                |
| Total investments   | 1,461,923            | 1,429,529            |
| Cash and cash equivalents   | 105,492              | 104,460              |
| Premiums receivable, net  | 49,888               | 37,752               |
| Reinsurance receivables, net  | 197,887              | 241,827              |
| Funds held by ceding insurers   | 18,662               | 7,410                |
| Federal income taxes receivable   |                      | 6,844                |
| Deferred federal income taxes   | 4,206                | 10,824               |
| Deferred acquisition costs  | 22,177               | 18,265               |
| Intangible assets   | 17,990               | 18,343               |
| Goodwill  | 4,820                | 4,820                |
| Prepaid reinsurance premiums  | 5,199                | 5,945                |
| Receivable for securities sold  | 723                  |                      |
| Other assets  | 22,812               | 17,684               |
| Total assets  | \$ 1,911,779         | \$ 1,903,703         |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                      |                      |
| <b>Liabilities:</b>   |                      |                      |
| Unpaid losses and loss adjustment expenses  | \$ 779,466           | \$ 879,114           |
| Unearned premiums   | 116,629              | 94,114               |
| Federal income taxes payable  | 1,595                |                      |
| Ceded balances payable  | 5,177                | 4,201                |
| Contingent commissions  | 12,677               | 9,911                |
| Payable for securities purchased  |                      | 2,634                |
| Margin borrowing facility   | 100,000              |                      |
| Notes and debentures payable  |                      | 84,929               |
| Other liabilities   | 22,955               | 22,182               |
| Total liabilities   | 1,038,499            | 1,097,085            |
| Commitments and contingencies (Note 16)   |                      |                      |
| <b>Shareholders equity:</b>   |                      |                      |
| Ordinary shares, \$0.0001 par value, 900,000,000 ordinary shares authorized; A ordinary shares issued: 16,200,406 and 16,087,939, respectively; A ordinary shares outstanding: 13,141,035 and 13,030,938, respectively; B ordinary shares issued and outstanding: 12,061,370 and 12,061,370, respectively | 3                    | 3                    |
| Additional paid-in capital  | 516,653              | 512,304              |
| Accumulated other comprehensive income, net of taxes  | 54,028               | 53,350               |
| Retained earnings   | 403,861              | 342,171              |



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|  |                |                |
|--|----------------|----------------|
| A ordinary shares in treasury, at cost: 3,059,371 and 3,057,001 shares, respectively | (101,265)      | (101,210)      |
| <b>Total shareholders' equity</b>  | <b>873,280</b> | <b>806,618</b> |
| Total liabilities and shareholders' equity   | \$ 1,911,779   | \$ 1,903,703   |

See accompanying notes to consolidated financial statements.

**Table of Contents****GLOBAL INDEMNITY PLC****Consolidated Statements of Operations**

(In thousands, except shares and per share data)

|  | Years Ended December 31, |            |             |
|--|--------------------------|------------|-------------|
|  | 2013                     | 2012       | 2011        |
| <b>Revenues:</b>   |                          |            |             |
| Gross premiums written   | \$ 290,723               | \$ 244,053 | \$ 307,903  |
| Net premiums written   | \$ 271,984               | \$ 219,547 | \$ 280,570  |
| Net premiums earned  | \$ 248,722               | \$ 238,862 | \$ 297,854  |
| Net investment income  | 37,209                   | 47,557     | 53,112      |
| Net realized investment gains:   |                          |            |             |
| Other than temporary impairment losses on investments  | (1,239)                  | (5,914)    | (6,628)     |
| Other than temporary impairment losses on investments recognized in other comprehensive income |                          | 541        |             |
| Other net realized investment gains  | 28,651                   | 12,128     | 28,101      |
| Total net realized investment gains  | 27,412                   | 6,755      | 21,473      |
| Other income (loss)  | 5,791                    | (158)      | 12,581      |
| Total revenues   | 319,134                  | 293,016    | 385,020     |
| <b>Losses and Expenses:</b>  |                          |            |             |
| Net losses and loss adjustment expenses  | 132,991                  | 153,628    | 278,684     |
| Acquisition costs and other underwriting expenses  | 105,651                  | 95,403     | 121,491     |
| Corporate and other operating expenses   | 11,614                   | 9,691      | 13,973      |
| Interest expense   | 6,169                    | 5,393      | 6,476       |
| Income (loss) before income taxes  | 62,709                   | 28,901     | (35,604)    |
| Income tax expense (benefit)   | 1,019                    | (5,856)    | 2,787       |
| Income (loss) before equity in net income of partnerships                                      | 61,690                   | 34,757     | (38,391)    |
| Equity in net income of partnerships, net of taxes   |                          |            | 53          |
| Net income (loss)  | \$ 61,690                | \$ 34,757  | \$ (38,338) |
| <b>Per share data (1):</b>   |                          |            |             |
| Net income (loss)  |                          |            |             |
| Basic  | \$ 2.46                  | \$ 1.30    | \$ (1.27)   |
| Diluted  | \$ 2.45                  | \$ 1.30    | \$ (1.27)   |
| Weighted-average number of shares outstanding  |                          |            |             |
| Basic  | 25,072,712               | 26,722,772 | 30,246,095  |
| Diluted  | 25,174,015               | 26,748,833 | 30,246,095  |

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- (1) For the year ended December 31, 2011, diluted shares are the same as basic shares since there was a net loss for the period.  
See accompanying notes to consolidated financial statements.

**Table of Contents****GLOBAL INDEMNITY PLC****Consolidated Statements of Comprehensive Income**

(In thousands)

|   | Years Ended December 31, |           |             |
|---|--------------------------|-----------|-------------|
|   | 2013                     | 2012      | 2011        |
| Net income (loss)   | \$ 61,690                | \$ 34,757 | \$ (38,338) |
| Other comprehensive income (loss), net of tax:  |                          |           |             |
| Unrealized holding gains (losses)   | 17,466                   | 8,295     | (2,226)     |
| Portion of other than temporary impairment losses recognized in other comprehensive income (loss) |                          | (538)     | (31)        |
| Recognition of previously unrealized holding (gains) losses                                       | (16,951)                 | 5,448     | (14,724)    |
| Unrealized foreign currency translation gains (losses)  | 163                      | (29)      | (56)        |
| Other comprehensive income (loss), net of tax   | 678                      | 13,176    | (17,037)    |
| Comprehensive income (loss), net of tax   | \$ 62,368                | \$ 47,933 | \$ (55,375) |

See accompanying notes to consolidated financial statements.

**Table of Contents****GLOBAL INDEMNITY PLC****Consolidated Statements of Changes in Shareholders' Equity**

(In thousands, except share amounts)

|  | Years Ended December 31, |             |            |
|--|--------------------------|-------------|------------|
|  | 2013                     | 2012        | 2011       |
| <b>Number of A ordinary shares issued:</b>   |                          |             |            |
| Number at beginning of period  | 16,087,939               | 21,429,683  | 21,340,821 |
| Ordinary shares issued under share incentive plans   | 74,400                   | 29,675      | 47,682     |
| Ordinary shares issued to directors  | 38,067                   |             | 41,180     |
| Ordinary shares retired  |                          | (5,371,419) |            |
| Number at end of period  | 16,200,406               | 16,087,939  | 21,429,683 |
| <b>Number of B ordinary shares issued:</b>   |                          |             |            |
| Number at beginning and end of period  | 12,061,370               | 12,061,370  | 12,061,370 |
| <b>Par value of A ordinary shares:</b>   |                          |             |            |
| Balance at beginning and end of period   | \$ 2                     | \$ 2        | \$ 2       |
| <b>Par value of B ordinary shares:</b>   |                          |             |            |
| Balance at beginning and end of period   | \$ 1                     | \$ 1        | \$ 1       |
| <b>Additional paid-in capital:</b>   |                          |             |            |
| Balance at beginning of period   | \$ 512,304               | \$ 621,917  | \$ 622,725 |
| Share compensation plans   | 4,349                    | 2,582       | (808)      |
| A ordinary shares retired  |                          | (112,195)   |            |
| Balance at end of period   | \$ 516,653               | \$ 512,304  | \$ 621,917 |
| <b>Accumulated other comprehensive income, net of deferred income tax:</b>                       |                          |             |            |
| Balance at beginning of period   | \$ 53,350                | \$ 40,174   | \$ 57,211  |
| Other comprehensive income (loss):   |                          |             |            |
| Change in unrealized holding gains (losses)  | 514                      | 13,219      | (16,952)   |
| Change in other than temporary impairment losses recognized in other comprehensive income (loss) | 1                        | (14)        | (29)       |
| Unrealized foreign currency translation gains (losses)   | 163                      | (29)        | (56)       |
| Other comprehensive income (loss)  | 678                      | 13,176      | (17,037)   |
| Balance at end of period   | \$ 54,028                | \$ 53,350   | \$ 40,174  |
| <b>Retained earnings:</b>  |                          |             |            |
| Balance at beginning of period   | \$ 342,171               | \$ 307,413  | \$ 345,751 |
| Net income (loss)  | 61,690                   | 34,757      | (38,338)   |
| Balance at end of period   | \$ 403,861               | \$ 342,171  | \$ 307,413 |
| <b>Number of treasury shares:</b>  |                          |             |            |
| Number at beginning of period  | 3,057,001                | 4,619,005   | 3,040,277  |
| A ordinary shares purchased  | 2,370                    | 3,809,415   | 1,578,728  |

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|                                      |              |              |              |  |
|--------------------------------------|--------------|--------------|--------------|--|
| A ordinary shares retired            |              | (5,371,419)  |              |  |
| Number at end of period              | 3,059,371    | 3,057,001    | 4,619,005    |  |
| <b>Treasury shares, at cost:</b>     |              |              |              |  |
| Balance at beginning of period       | \$ (101,210) | \$ (130,444) | \$ (100,912) |  |
| A ordinary shares purchased, at cost | (55)         | (82,961)     | (29,532)     |  |
| A ordinary shares retired            |              | 112,195      |              |  |
| Balance at end of period             | \$ (101,265) | \$ (101,210) | \$ (130,444) |  |
| Total shareholders' equity           | \$ 873,280   | \$ 806,618   | \$ 839,063   |  |

See accompanying notes to consolidated financial statements.

**Table of Contents****GLOBAL INDEMNITY PLC****Consolidated Statements of Cash Flows**

(In thousands)

|   | Years Ended December 31, |           |             |
|---|--------------------------|-----------|-------------|
|   | 2013                     | 2012      | 2011        |
| <b>Cash flows from operating activities:</b>  |                          |           |             |
| Net income (loss)   | \$ 61,690                | \$ 34,757 | \$ (38,338) |
| Adjustments to reconcile net income (loss) to net cash used for operating activities:       |                          |           |             |
| Amortization of trust preferred securities issuance costs                                   | 77                       | 59        | 76          |
| Amortization and depreciation   | 832                      | 1,880     | 2,224       |
| Restricted stock and stock option expense   | 4,349                    | 2,625     | (651)       |
| Deferred federal income taxes   | (3)                      | (1,463)   | 169         |
| Amortization of bond premium and discount, net  | 6,696                    | 6,981     | 6,196       |
| Net realized investment gains   | (27,412)                 | (6,755)   | (21,473)    |
| Gain on the disposition of subsidiary   | (5,166)                  |           |             |
| Equity in net income of partnerships  |                          |           | (53)        |
| Changes in:   |                          |           |             |
| Premiums receivable, net  | (12,136)                 | 8,594     | 7,948       |
| Reinsurance receivables, net  | 43,940                   | 46,159    | 134,858     |
| Funds held by ceding insurers   | (11,252)                 | (5,912)   | 865         |
| Unpaid losses and loss adjustment expenses  | (99,639)                 | (92,263)  | (81,366)    |
| Unearned premiums   | 22,515                   | (19,927)  | (21,831)    |
| Ceded balances payable  | 976                      | (4,686)   | (3,489)     |
| Other assets and liabilities, net   | 1,539                    | (6,788)   | (1,153)     |
| Contingent commissions  | 2,766                    | 2,438     | (1,787)     |
| Federal income tax receivable/payable   | 8,473                    | (4,621)   | (2,277)     |
| Deferred acquisition costs, net   | (3,912)                  | 3,299     | 7,795       |
| Prepaid reinsurance premiums  | 746                      | 610       | 4,549       |
| Net cash used for operating activities  | (4,921)                  | (35,013)  | (7,738)     |
| <b>Cash flows from investing activities:</b>  |                          |           |             |
| Proceeds from sale of fixed maturities  | 292,200                  | 454,655   | 724,969     |
| Proceeds from sale of equity securities   | 101,379                  | 50,176    | 122,045     |
| Proceeds from maturity of fixed maturities  | 143,034                  | 73,370    | 45,225      |
| Proceeds from sale of other invested assets   |                          | 1,114     | 10,565      |
| Proceeds from disposition of subsidiary, net of cash and cash equivalents disposed of \$679 | 25,885                   |           |             |
| Amount held in connection with derivatives  | (5,421)                  |           |             |
| Purchases of fixed maturities   | (465,318)                | (457,150) | (635,736)   |
| Purchases of equity securities  | (100,806)                | (57,509)  | (145,355)   |
| Purchases of other invested assets  | (16)                     | (13)      | (10,054)    |
| Net cash provided by (used for) investing activities  | (9,063)                  | 64,643    | 111,659     |
| <b>Cash flows from financing activities:</b>  |                          |           |             |
| Borrowings under margin borrowing facility  | 100,000                  |           |             |
| Tax expense associated with share-based compensation plans                                  |                          |           | (132)       |
| Purchases of A ordinary shares  | (55)                     | (82,959)  | (29,532)    |
| Retirement of junior subordinated debentures  | (30,929)                 |           |             |
| Principal payments of term debt   | (54,000)                 | (18,071)  | (18,285)    |

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|  |            |            |            |
|--|------------|------------|------------|
| Net cash provided by (used for) financing activities | 15,016     | (101,030)  | (47,949)   |
| Net change in cash and cash equivalents              | 1,032      | (71,400)   | 55,972     |
| Cash and cash equivalents at beginning of period     | 104,460    | 175,860    | 119,888    |
| Cash and cash equivalents at end of period           | \$ 105,492 | \$ 104,460 | \$ 175,860 |

See accompanying notes to consolidated financial statements.



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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Principles of Consolidation and Basis of Presentation**

Global Indemnity plc ( Global Indemnity or the Company ) was incorporated on March 9, 2010 and is domiciled in Ireland. Global Indemnity replaced the Company s predecessor, United America Indemnity, Ltd., as the ultimate parent company as a result of a re-domestication transaction. United America Indemnity, Ltd. was incorporated on August 26, 2003, and is domiciled in the Cayman Islands. United America Indemnity, Ltd. is now a subsidiary of the Company. The Company s A ordinary shares are publicly traded on the NASDAQ Global Select Market under the trading symbol GBLI.

The Company manages its business through two business segments: Insurance Operations, which includes the operations of United National Insurance Company, Diamond State Insurance Company, United National Specialty Insurance Company, Penn-America Insurance Company, Penn-Star Insurance Company, Penn-Patriot Insurance Company, American Insurance Adjustment Agency, Inc., Collectibles Insurance Services, LLC, Global Indemnity Insurance Agency, LLC, and J.H. Ferguson & Associates, LLC, and Reinsurance Operations, which includes the operations of Wind River Reinsurance Company, Ltd. ( Wind River Reinsurance )

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company, to an unrelated party. The financial results for 2013, 2012, and 2011 include the financial results for United National Casualty Insurance Company. Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the Company s ongoing business operations.

The Company offers property and casualty insurance products in the excess and surplus lines marketplace through its Insurance Operations and provides third party treaty reinsurance for specialty property and casualty insurance and reinsurance companies through its Reinsurance Operations. The Company manages its Insurance Operations by differentiating them into three product classifications: Penn-America, which markets to small commercial businesses through a select network of wholesale general agents with specific binding authority; United National, which markets insurance products for targeted insured segments, including specialty products, such as property, general liability, and professional lines through program administrators with specific binding authority; and Diamond State, which markets property, casualty, and professional lines products, which are developed by the Company s underwriting department by individuals with expertise in those lines of business, through wholesale brokers and also markets through program administrators having specific binding authority. These product classifications comprise the Company s Insurance Operations business segment and are not considered individual business segments because each product has similar economic characteristics, distribution, and coverage. Collectively, the Company s U.S. insurance subsidiaries are licensed in all 50 states and the District of Columbia. The Company s Reinsurance Operations consist solely of the operations of its Bermuda-based wholly-owned subsidiary, Wind River Reinsurance. Wind River Reinsurance provides reinsurance solutions through brokers, primary writers, including regional insurance companies, and program managers and is focused on using its capital capacity to write catastrophe-oriented placements and other niche or specialty-focused treaties meeting the Company s risk tolerance and return thresholds.

The consolidated financial statements have been prepared in conformity with United States of America generally accepted accounting principles ( GAAP ), which differs in certain respects from those principles followed in reports to insurance regulatory authorities. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect 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 reporting period. Actual results could differ from those estimates.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The consolidated financial statements include the accounts of Global Indemnity and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The Company's wholly owned business trust subsidiaries, United National Group Capital Trust I ( UNG Trust I ) and United National Group Capital Statutory Trust II ( UNG Trust II ) were not consolidated as of December 31, 2012 pursuant to the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification. The Company's business trust subsidiaries in the aggregate issued \$30.0 million of Trust Preferred Securities and \$0.9 million of floating rate common securities. The sole assets of the Company's business trust subsidiaries were \$30.9 million of junior subordinated debentures issued by the Company. In 2013, the Company repaid the entire outstanding principal due on the junior subordinated debentures. The Company's business trust subsidiaries were cancelled in the 4<sup>th</sup> quarter of 2013.

Certain prior period amounts have been reclassified to conform to the current period presentation.

**2. Change in Accounting Principle**

In October, 2010, the FASB issued new accounting guidance that modified the definition of costs that can be capitalized in the acquisition of new and renewal business for insurance companies. Under the new guidance, only direct incremental costs associated with successful insurance contract acquisitions or renewals are deferrable. The Company adopted this guidance retrospectively effective January 1, 2012.

The Company's deferrable costs include: incremental direct costs of contract acquisition, primarily commissions and premium taxes, the portion of an employee's total compensation attributable to successful acquisition or renewal of insurance and reinsurance contracts and other costs directly related to acquisition activities that would not have been incurred had the contract not been acquired. These costs are deferred and amortized ratably over the period in which the related premiums are earned.

In accordance with accounting guidance for insurance enterprises, the method followed in computing such amounts limits them to their estimated realizable value that gives effect to the premium to be earned, related investment income, losses and loss adjustment expenses, and certain other costs expected to be incurred as the premium is earned. A premium deficiency is recognized if the sum of expected loss and loss adjustment expenses and unamortized acquisition costs exceeds related unearned premium after consideration of investment income. Any future expected loss on the related unearned premium is recorded first by impairing the unamortized acquisition costs on the related unearned premium followed by an increase to loss and loss adjustment expense reserves on additional expected loss in excess of unamortized acquisition costs. For additional information surrounding premium deficiencies, see Note 3.

The effect of adoption of this guidance on the consolidated balance sheet as of December 31, 2011 was as follows:

| <b>Balance Sheet</b>                       | <b>December 31, 2011</b>      |                              |
|--|-------------------------------|------------------------------|
|  | <b>As Previously Reported</b> | <b>As Currently Reported</b> |
| <b>(Dollars in thousands)</b>              |                               |                              |
| Deferred acquisition costs                 | \$ 25,565                     | \$ 21,564                    |
| Deferred federal income taxes              | 13,242                        | 14,642                       |
| <b>Total assets</b>                        | <b>2,075,517</b>              | <b>2,072,916</b>             |
| Retained earnings                          | 310,014                       | 307,413                      |
| <b>Total shareholders' equity</b>          | <b>841,664</b>                | <b>839,063</b>               |
| Total liabilities and shareholders' equity | 2,075,517                     | 2,072,916                    |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The effect of adoption of this guidance on the consolidated income statement for the year ended December 31, 2011 was as follows:

| <b>Income Statement</b>                              | <b>Year Ended<br/>December 31, 2011</b> |                                  |
|--|---|----------------------------------|
|  | <b>As Previously<br/>Reported</b>       | <b>As Currently<br/>Reported</b> |
| <b>(Dollars in thousands, except per share data)</b> |   |                                  |
| Acquisition costs and other underwriting expenses    | \$ 123,475                              | \$ 121,491                       |
| Loss before income taxes                             | (37,588)                                | (35,604)                         |
| Income tax expense                                   | 2,093                                   | 2,787                            |
| Net loss   | (39,628)                                | (38,338)                         |
| Net loss per share basic                             | \$ (1.31)                               | \$ (1.27)                        |
| Net loss per share diluted                           | \$ (1.31)                               | \$ (1.27)                        |

The effect of adoption of this guidance on the consolidated statement of cash flows for the year ended December 31, 2011 was as follows:

| <b>Statement of Cash Flows</b>       | <b>Year Ended<br/>December 31, 2011</b> |                                  |
|--------------------------------------|---|----------------------------------|
|                                      | <b>As Previously<br/>Reported</b>       | <b>As Currently<br/>Reported</b> |
| <b>(Dollars in thousands)</b>        |   |                                  |
| Net loss                             | \$ (39,628)                             | \$ (38,338)                      |
| Deferred federal income taxes        | (525)                                   | 169                              |
| Change in deferred acquisition costs | 9,779                                   | 7,795                            |

**3. Premium Deficiency**

The Company recognizes a premium deficiency charge if the sum of expected loss and loss adjustment expenses and unamortized acquisition costs exceeds related unearned premium after consideration of investment income. This evaluation is done at a product line level in Insurance Operations and at a treaty level in Reinsurance Operations. Any future expected loss on the related unearned premium is recorded first by impairing the unamortized acquisition costs on the related unearned premium followed by an increase to loss and loss adjustment expense reserves on additional expected loss in excess of unamortized acquisition costs.

For the years ended December 31, 2013 and 2012, the total premium deficiency charges were \$1.7 million and \$0.5 million, comprised solely of reductions to unamortized deferred acquisition costs within the commercial automobile lines in Insurance Operations. The 2013 premium deficiency charge of \$1.7 million was recorded as of September 30, 2013. Based on the Company's analysis, the Company expensed acquisition cost as incurred for the remainder of 2013 for the commercial automobile lines in Insurance Operations. The 2012 premium deficiency charge was recorded as of December 31, 2012. As the charges were a reduction of unamortized deferred acquisition costs in each respective period, no premium deficiency reserve exists as of December 31, 2013 or 2012.

For the year ended December 31, 2011, the Company recorded \$13.3 million of total premium deficiency charges, comprised of reductions to deferred acquisition costs of \$8.2 million and increases to unpaid loss and loss adjustment expenses of \$5.1 million. The \$13.3 million of total premium deficiency charges recorded during the year ended December 31, 2011 consisted of \$8.1 million recorded in Insurance Operations and \$5.2 million recorded in Reinsurance Operations. The \$8.1 million recorded in Insurance Operations related primarily to casualty and

professional lines products distributed through wholesale brokers and consisted of \$3.7 million of

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

reductions to deferred acquisition costs and \$4.4 million of increases to unpaid loss and loss adjustment expenses. The \$5.2 million recorded in Reinsurance Operations related primarily to marine lines and consisted of \$4.5 million of reductions to deferred acquisition costs and \$0.7 million of increases to unpaid loss and loss adjustment expenses. As of December 31, 2011, \$4.1 million of premium deficiency reserves were included in unpaid losses and loss adjustment expenses. The net increase to expense for the period was \$8.9 million, consisting of \$5.3 million recorded in Insurance Operations and \$3.6 million recorded in Reinsurance Operations, as \$4.4 million would have been expensed regardless as a result of normal amortization of deferred acquisition costs.

**4. Profit Enhancement Initiative**

In 2010 and 2011, the Company committed to a Profit Enhancement Initiative in response to the continuing impact of the domestic recession and the competitive landscape within the excess and surplus lines market. In the fourth quarter of 2010, the Company reduced its U.S. based census by approximately 25%, closed underperforming U.S. facilities, and supplemented staffing in Bermuda and in Ireland. The total cost of this initiative was recorded in the Company's consolidated statements of operations within its Insurance Operations segment in the fourth quarter of 2010. All action items relating to this initiative were implemented by December 31, 2010.

In December of 2011, the Company incurred additional costs related to streamlining its operations in response to the continued competitive landscape within the excess and surplus lines market. These charges were recorded within the Company's consolidated statement of operations in the fourth quarter of 2011 and impacted both its Insurance Operations as well as its Reinsurance Operations. All action items related to the reorganization were implemented by December 31, 2011.

Components of the 2011 reorganization included (1) employee termination and severance charges of \$0.79 million; (2) charges of \$0.84 million related to discontinuing use of leased office space, net of expected sub-lease income; and (3) fixed asset and leasehold improvement impairments of \$1.17 million. Of the \$2.79 million in additional charges incurred, \$2.03 million were recorded within the Insurance Operations segment and \$0.76 million were recorded within the Reinsurance Operations segment.

The following table summarizes charges incurred by expense type and the remaining liability as of December 31, 2013, 2012 and 2011:

| (Dollars in thousands)              | Employee<br>Termination | Operating<br>Leases | Asset<br>Impairments | Workers<br>Compensation | Total    |
|-------------------------------------|-------------------------|---------------------|----------------------|-------------------------|----------|
| Liability at January 1, 2011        | \$ 1,129                | \$ 1,532            | \$                   | \$ 492                  | \$ 3,153 |
| Cash payments                       | (1,129)                 | (805)               |                      | (492)                   | (2,426)  |
| Additional charges incurred in 2011 | 785                     | 842                 | 1,165                |                         | 2,792    |
| Non-cash adjustments                |                         | 259                 | (1,165)              |                         | (906)    |
| Liability at December 31, 2011      | \$ 785                  | \$ 1,828            | \$                   | \$                      | \$ 2,613 |
| Cash payments                       | (773)                   | (690)               |                      |                         | (1,463)  |
| Non-cash adjustments                |                         | (267)               |                      |                         | (267)    |
| Liability at December 31, 2012      | \$ 12                   | \$ 871              | \$                   | \$                      | \$ 883   |
| Cash payments                       | (12)                    | (487)               |                      |                         | (499)    |
| Non-cash adjustments                |                         | (6)                 |                      |                         | (6)      |
| Liability at December 31, 2013      | \$                      | \$ 378              | \$                   | \$                      | \$ 378   |



**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the charges incurred within the Company's consolidated statement of operations related to profit enhancement initiative for the years ended December 31, 2013, 2012 and 2011:

| (Dollars in thousands)                            | Years Ended December 31, |          |          |
|---|--------------------------|----------|----------|
|   | 2013                     | 2012     | 2011     |
| Acquisition costs and other underwriting expenses | \$ (6)                   | \$ (267) | \$ 3,051 |

**5. Summary of Significant Accounting Policies****Investments**

The Company's investments in fixed maturities and equity securities are classified as available for sale and are carried at their fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of the Company's available for sale portfolio, excluding limited partnership interests, are determined on the basis of quoted market prices where available. If quoted market prices are not available, the Company uses third party pricing services to assist in determining fair value. In many instances, these services examine the pricing of similar instruments to estimate fair value. The Company purchases bonds with the expectation of holding them to their maturity; however, changes to the portfolio are sometimes required to assure it is appropriately matched to liabilities. In addition, changes in financial market conditions and tax considerations may cause the Company to sell an investment before it matures. Corporate loans have stated maturities; however, they generally do not reach their final maturity due to borrowers refinancing. The difference between amortized cost and fair value of the Company's available for sale investments, net of the effect of deferred income taxes, is reflected in accumulated other comprehensive income in shareholders' equity and, accordingly, has no effect on net income other than for the credit loss component of impairments deemed to be other than temporary.

As of December 31, 2013 and 2012, the Company held \$53.9 million and \$130.0 million in corporate loans, respectively. Corporate loans are primarily investments in senior secured floating rate loans that banks have made to corporations. The loans are generally priced at an interest rate spread over LIBOR which resets periodically, typically at intervals between one month and one year. The Company's investments in corporate loans are purchased in secondary markets for the purpose of being held as investments. They are carried at fair value with any change in the difference between amortized cost and fair value, net of the effect of deferred income taxes, reflected in accumulated other comprehensive income in shareholders' equity. These investments are typically below investment grade.

The Company's investments in other invested assets are comprised of limited liability partnership interests and are carried at their fair value. The change in the difference between cost and the fair value of the partnership interests, net of the effect of deferred income taxes, is reflected in accumulated other comprehensive income in shareholders' equity and, accordingly, has no effect on net income other than for impairments deemed to be other than temporary.

The Company's investments in other invested assets were valued at \$3.5 million and \$3.1 million as of December 31, 2013 and 2012, respectively. Both of these amounts relate to investments in limited partnerships. The Company does not have access to daily valuations, therefore; the estimated fair value of the limited partnerships are measured utilizing net asset value as a practical expedient for the limited partnerships.

Net realized gains and losses on investments are determined based on the specific identification method.

The Company regularly performs various analytical valuation procedures with respect to its investments, including reviewing each fixed maturity security in an unrealized loss position to assess whether the security is a





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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

candidate for credit loss. Specifically, the Company considers credit rating, market price, and issuer specific financial information, among other factors, to assess the likelihood of collection of all principal and interest as contractually due. Securities for which the Company determines that a credit loss is likely are subjected to further analysis through discounted cash flow testing to estimate the credit loss to be recognized in earnings, if any. The specific methodologies and significant assumptions used by asset class are discussed below. Upon identification of such securities and periodically thereafter, a detailed review is performed to determine whether the decline is considered other than temporary. This review includes an analysis of several factors, including but not limited to, the credit ratings and cash flows of the securities and the magnitude and length of time that the fair value of such securities is below cost.

For fixed maturities, the factors considered in reaching the conclusion that a decline below cost is other than temporary include, among others, whether:

- (1) the issuer is in financial distress;
- (2) the investment is secured;
- (3) a significant credit rating action occurred;
- (4) scheduled interest payments were delayed or missed;
- (5) changes in laws or regulations have affected an issuer or industry;
- (6) the investment has an unrealized loss and was identified by the Company's investment manager as an investment to be sold before recovery or maturity; and
- (7) the investment failed cash flow projection testing to determine if anticipated principal and interest payments will be realized.

According to accounting guidance, for debt securities in an unrealized loss position, the Company is required to assess whether it has the intent to sell the debt security or more likely than not will be required to sell the debt security before the anticipated recovery. If either of these conditions is met, the Company must recognize an other than temporary impairment with the entire unrealized loss being recorded through earnings. For debt securities in an unrealized loss position not meeting these conditions, the Company assesses whether the impairment of a security is other than temporary. If the impairment is deemed to be other than temporary, the Company must separate the other than temporary impairment into two components: the amount representing the credit loss and the amount related to all other factors, such as changes in interest rates. The credit loss represents the portion of the amortized book value in excess of the net present value of the projected future cash flows discounted at the effective interest rate implicit in the debt security prior to impairment. The credit loss component of the other than temporary impairment is recorded through earnings, whereas the amount relating to factors other than credit losses is recorded in other comprehensive income, net of taxes.

For equity securities, management carefully reviews all securities with unrealized losses to determine if a security should be impaired and further focuses on securities that have either:

(1) persisted with unrealized losses for more than twelve consecutive months or

(2) the value of the investment has been 20% or more below cost for six continuous months or more.

The amount of any write-down, including those that are deemed to be other than temporary, is included in earnings as a realized loss in the period in which the impairment arose.

For an analysis of other than temporary losses that were recorded for the years ended December 31, 2013, 2012, and 2011, please see Note 6 below.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Cash and Cash Equivalents***

For the purpose of the statements of cash flows, the Company considers all liquid instruments with an original maturity of three months or less to be cash equivalents. The Company has a cash management program that provides for the investment of excess cash balances primarily in short-term money market instruments. Generally, bank balances exceed federally insured limits. The carrying amount of cash and cash equivalents approximates fair value.

At December 31, 2013, the Company had approximately \$67.6 million of cash and cash equivalents that was invested in a diversified portfolio of high quality short-term debt securities.

***Valuation of Premium Receivable***

The Company evaluates the collectability of premium receivable based on a combination of factors. In instances in which the Company is aware of a specific circumstance where a party may be unable to meet its financial obligations to the Company, a specific allowance for bad debts against amounts due is recorded to reduce the net receivable to the amount reasonably believed by management to be collectible. For all remaining balances, allowances are recognized for bad debts based on the length of time the receivables are past due. The allowance for bad debts was \$1.8 million and \$1.3 million as of December 31, 2013 and 2012, respectively.

***Goodwill and Intangible Assets***

The Company tests for impairment of goodwill at least annually and more frequently as circumstances warrant in accordance with applicable accounting guidance. Accounting guidance allows for the testing of goodwill for impairment using both qualitative and quantitative factors. Impairment of goodwill is recognized only if the carrying amount of the business unit, including goodwill, exceeds the fair value of the reporting unit. The amount of the impairment loss would be equal to the excess carrying value of the goodwill over the implied fair value of the reporting unit goodwill. Based on the qualitative assessment performed in 2013, there was no impairment of goodwill as of December 31, 2013.

Impairment of intangible assets with an indefinite useful life is tested at least annually and more frequently as circumstances warrant in accordance with applicable accounting guidance. Accounting guidance allows for the testing of indefinite lived intangible assets for impairment using both qualitative and quantitative factors. Impairment of indefinite lived intangible assets is recognized only if the carrying amount of the intangible assets exceeds the fair value of said assets. The amount of the impairment loss would be equal to the excess carrying value of the assets over the fair value of said assets. Based on the qualitative assessment performed in 2013, there were no impairments of indefinite lived intangible assets as of December 31, 2013.

Intangible assets that are not deemed to have an indefinite useful life are amortized over their estimated useful lives. The carrying amounts of definite lived intangible assets are regularly reviewed for indicators of impairment in accordance with applicable accounting guidance. Impairment is recognized only if the carrying amount of the intangible asset is in excess of its undiscounted projected cash flows. The impairment is measured as the difference between the carrying amount and the estimated fair value of the asset. As of December 31, 2013, there were no triggering events that occurred during the year that would result in an impairment of definite lived intangible assets.

***Reinsurance***

In the normal course of business, the Company seeks to reduce the loss that may arise from events that cause unfavorable underwriting results by reinsuring certain levels of risk from various areas of exposure with reinsurers. Amounts receivable from reinsurers are estimated in a manner consistent with the reinsured policy and the reinsurance contract.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company regularly reviews the collectability of reinsurance receivables. An allowance for uncollectible reinsurance receivable is recognized based on the financial strength of the reinsurers and the length of time any balances are past due. Any changes in the allowance resulting from this review are included in income during the period in which the determination is made. During 2013, there was no change in the Company's uncollectible reinsurance reserve. During 2012, the Company decreased its uncollectible reinsurance reserve by \$1.0 million, due to write-offs of receivables deemed to be uncollectible and a decrease in the amount of carried reinsurance receivables.

The applicable accounting guidance requires that the reinsurer must assume significant insurance risk under the reinsured portions of the underlying insurance contracts and that there must be a reasonably possible chance that the reinsurer may realize a significant loss from the transaction. The Company has evaluated its reinsurance contracts and concluded that each contract qualifies for reinsurance accounting treatment pursuant to this guidance.

***Income Taxes***

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. Management believes that it is more likely than not that the results of future operations will generate sufficient taxable income to realize the remaining deferred income tax assets, and accordingly, the Company has not established any valuation allowances.

***Deferred Acquisition Costs***

The costs of acquiring new and renewal insurance and reinsurance contracts include commissions, premium taxes and certain other costs that vary with and are directly related to the successful acquisition of new and renewal insurance and reinsurance contracts. The excess of the Company's costs of acquiring new and renewal insurance and reinsurance contracts over the related ceding commissions earned from reinsurers is capitalized as deferred acquisition costs and amortized over the period in which the related premiums are earned.

The amortization of deferred acquisition costs for the years ended December 31, 2013, 2012, and 2011 was \$53.8 million, \$48.9 million, and \$78.1 million, respectively.

***Premium Deficiency***

In accordance with accounting guidance for insurance enterprises, the method followed in computing deferred acquisition costs limits them to their estimated realizable value that gives effect to the premium to be earned, related investment income, losses and loss adjustment expenses, and certain other costs expected to be incurred as the premium is earned. A premium deficiency is recognized if the sum of expected loss and loss adjustment expenses and unamortized acquisition costs exceeds related unearned premium after consideration of investment income. Any future expected loss on the related unearned premium is recorded first by impairing the unamortized acquisition costs on the related unearned premium followed by an increase to loss and loss adjustment expense reserves on additional expected loss in excess of unamortized acquisition costs.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the years ended December 31, 2013, 2012, and 2011, the Company recorded premium deficiencies of \$1.7 million, \$0.5 million and \$13.3 million, respectively. For additional information surrounding premium deficiencies, see Note 3.

***Derivative Instruments***

The Company uses derivative instruments to manage its exposure to cash flow variability from interest rate risk. The derivative instruments are carried on the balance sheet at fair value and included in other assets or other liabilities. Changes in the fair value of the derivative instruments are recognized as net realized investment gains on the consolidated statement of operations.

***Margin Borrowing Facility***

The carrying amounts reported in the balance sheet represent the outstanding borrowings.

***Notes and Debentures Payable***

The carrying amounts reported in the balance sheet represent the outstanding balances.

In accordance with the applicable accounting guidance that establishes standards for classifying and measuring certain financial instruments with characteristics of both liabilities and equity, the Company's junior subordinated debentures are classified as a liability on the balance sheet and the related distributions are recorded as interest expense in the statement of operations.

In 2013, the Company repaid the entire outstanding principal due on the junior subordinated debentures. The Company's business trust subsidiaries were cancelled in the 4<sup>th</sup> quarter of 2013.

***Unpaid Losses and Loss Adjustment Expenses***

The liability for unpaid losses and loss adjustment expenses represents the Company's best estimate of future amounts needed to pay losses and related settlement expenses with respect to events insured by the Company. This liability is based upon the accumulation of individual case estimates for losses reported prior to the close of the accounting period with respect to direct business, estimates received from ceding companies with respect to assumed reinsurance, and estimates of unreported losses.

The process of establishing the liability for unpaid losses and loss adjustment expenses of a property and casualty insurance company is complex, requiring the use of informed actuarially based estimates and judgments. In some cases, significant periods of time, up to several years or more, may elapse between the occurrence of an insured loss and the reporting of that loss to the Company. To establish this liability, the Company regularly reviews and updates the methods of making such estimates and establishing the resulting liabilities. Any resulting adjustments are recorded in income during the period in which the determination is made.

***Premiums***

Premiums are recognized as revenue ratably over the term of the respective policies and treaties. Unearned premiums are computed on a pro rata basis to the day of expiration.

***Contingent Commissions***

Certain professional general agencies of the Insurance Operations are paid special incentives, referred to as contingent commissions, when results of business produced by these agencies are more favorable than



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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

predetermined thresholds. Similarly, in some circumstances, companies that cede business to the Reinsurance Operations are paid profit commissions based on the profitability of the ceded portfolio. These commissions are charged to other underwriting expenses when incurred. The liability for the unpaid portion of these commissions, which is stated separately on the face of the consolidated balance sheet as contingent commissions, was \$12.7 million and \$9.9 million as of December 31, 2013 and 2012, respectively.

***Share-Based Compensation***

The Company accounts for stock options and other equity based compensation using the modified prospective application of the fair value-based method permitted by the appropriate accounting guidance. See Note 17 for details.

***Earnings per Share***

Basic earnings per share have been calculated by dividing net income available to common shareholders by the weighted-average ordinary shares outstanding. Diluted earnings per share has been calculated by dividing net income available to common shareholders by the sum of the weighted-average ordinary shares outstanding and the weighted-average common share equivalents outstanding, which include options, warrants, and other equity awards. See Note 19 for details.

***Foreign Currency***

The Company maintains investments and cash accounts in foreign currencies related to the operations of its business. At period-end, the Company re-measures non-U.S. currency financial assets to their current U.S. dollar equivalent. The resulting gain or loss for foreign denominated investments is reflected in accumulated other comprehensive income in shareholders' equity; whereas, the gain or loss on foreign denominated cash accounts is reflected in income during the period. Financial liabilities, if any, are generally adjusted within the reserving process. However, for known losses on claims to be paid in foreign currencies, the Company re-measures the liabilities to their current U.S. dollar equivalent each period end with the resulting gain or loss reflected in income during the period. Net transaction gains, primarily comprised of re-measurement of known losses on claims to be paid in foreign currencies, were \$0.3 million for each of the years ended December 31, 2013 and 2011. Net transaction losses, primarily comprised of re-measurement of known losses on claims to be paid in foreign currencies, were \$0.7 million for the year ended December 31, 2012.

***Out-of-Period Adjustment***

During the preparation of the Company's consolidated financial statements for the year ended December 31, 2012, the Company identified an error in the consolidated financial statements as of and for the years ended December 31, 2011, 2010 and 2009 related to the recognition of incurred losses on two of the assumed reinsurance treaties at the Company's Reinsurance Operations. These contracts relate to accident years 2009 and 2010 and have not been renewed. During the years ended December 31, 2009, 2010 and 2011, the Company's internal calculations over-recorded the profitability of these two treaties, resulting in net income and equity being overstated by approximately \$1.6 million over the three year period. There was no impact to the Company's cash flows during these periods.

The Company corrected this error in its consolidated financial statements as of and for the year ended December 31, 2012 by increasing the Unpaid losses and loss adjustment expenses line item on the consolidated balance sheet and the Net losses and loss adjustment expenses line item on the consolidated statement of

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operations by \$1.6 million, or \$0.06 per diluted share, the cumulative effect of the error. The Company does not believe that these adjustments are material to any prior years consolidated financial statements. As a result, the Company has not restated or adjusted any prior period amounts for this error.

**Other income (loss)**

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company to an unrelated party. Diamond State Insurance Company received a one-time payment of \$26.6 million and recognized a pretax gain of \$5.2 million which is reflected in other income (loss). Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the ongoing business operations of the Company.

**6. Investments**

The amortized cost and estimated fair value of investments were as follows as of December 31, 2013 and 2012:

| (Dollars in thousands)                           | Amortized<br>Cost   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value | Other<br>than<br>temporary<br>impairments<br>recognized<br>in AOCI<br>(1) |
|--|---------------------|------------------------------|-------------------------------|-------------------------|---|
| <b>As of December 31, 2013</b>                   |                     |                              |                               |                         |   |
| Fixed maturities:                                |                     |                              |                               |                         |   |
| U.S. treasury and agency obligations             | \$ 78,510           | \$ 3,330                     | \$ (166)                      | \$ 81,674               | \$  |
| Obligations of states and political subdivisions | 178,705             | 4,472                        | (2,241)                       | 180,936                 |   |
| Mortgage-backed securities                       | 228,550             | 4,219                        | (2,859)                       | 229,910                 | (5)   |
| Asset-backed securities                          | 167,454             | 1,210                        | (228)                         | 168,436                 | (19)  |
| Commercial mortgage-backed securities            | 54,822              | 9                            | (856)                         | 53,975                  |   |
| Corporate bonds and loans                        | 426,872             | 9,112                        | (592)                         | 435,392                 |   |
| Foreign corporate bonds                          | 52,772              | 1,269                        |                               | 54,041                  |   |
| Total fixed maturities                           | 1,187,685           | 23,621                       | (6,942)                       | 1,204,364               | (24)  |
| Common stock                                     | 191,425             | 63,281                       | (636)                         | 254,070                 |   |
| Other invested assets                            | 3,065               | 424                          |                               | 3,489                   |   |
| <b>Total</b>                                     | <b>\$ 1,382,175</b> | <b>\$ 87,326</b>             | <b>\$ (7,578)</b>             | <b>\$ 1,461,923</b>     | <b>\$ (24)</b>  |

(1) Represents the total amount of other than temporary impairment losses relating to factors other than credit losses recognized in accumulated other comprehensive income ( AOCI ).



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| (Dollars in thousands)                           | Amortized<br>Cost   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value | Other<br>than<br>temporary<br>impairments<br>recognized<br>in AOCI<br>(2) |
|--|---------------------|------------------------------|-------------------------------|-------------------------|---|
| <b>As of December 31, 2012</b>                   |                     |                              |                               |                         |   |
| Fixed maturities:                                |                     |                              |                               |                         |   |
| U.S. treasury and agency obligations             | \$ 102,186          | \$ 6,559                     | \$ (1)                        | \$ 108,744              | \$  |
| Obligations of states and political subdivisions | 194,326             | 6,883                        | (132)                         | 201,077                 |   |
| Mortgage-backed securities                       | 247,639             | 8,492                        | (189)                         | 255,942                 | (8)   |
| Asset-backed securities                          | 111,289             | 2,071                        | (9)                           | 113,351                 | (24)  |
| Commercial mortgage-backed securities            | 8,070               | 60                           | (13)                          | 8,117                   |   |
| Corporate bonds and loans                        | 469,860             | 16,739                       | (428)                         | 486,171                 |   |
| Foreign corporate bonds                          | 53,724              | 2,196                        |                               | 55,920                  |   |
| <b>Total fixed maturities</b>                    | <b>1,187,094</b>    | <b>43,000</b>                | <b>(772)</b>                  | <b>1,229,322</b>        | <b>(32)</b>   |
| Common stock                                     | 167,179             | 32,847                       | (2,951)                       | 197,075                 |   |
| Other invested assets                            | 3,049               | 83                           |                               | 3,132                   |   |
| <b>Total</b>                                     | <b>\$ 1,357,322</b> | <b>\$ 75,930</b>             | <b>\$ (3,723)</b>             | <b>\$ 1,429,529</b>     | <b>\$ (32)</b>  |

(2) Represents the total amount of other than temporary impairment losses relating to factors other than credit losses recognized in accumulated other comprehensive income ( AOCI ).

Excluding U.S. treasuries and agency bonds, the Company did not hold any debt or equity investments in a single issuer that was in excess of 4% and 3% of shareholders' equity at December 31, 2013 or 2012, respectively.

The amortized cost and estimated fair value of the Company's fixed maturities portfolio classified as available for sale at December 31, 2013, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (Dollars in thousands)                 | Amortized<br>Cost   | Estimated<br>Fair Value |
|--|---------------------|-------------------------|
| Due in one year or less                | \$ 119,111          | \$ 120,974              |
| Due in one year through five years     | 516,463             | 529,604                 |
| Due in five years through ten years    | 75,290              | 75,424                  |
| Due in ten years through fifteen years | 2,843               | 3,147                   |
| Due after fifteen years                | 23,152              | 22,894                  |
| Mortgage-backed securities             | 228,550             | 229,910                 |
| Asset-backed securities                | 167,454             | 168,436                 |
| Commercial mortgage-backed securities  | 54,822              | 53,975                  |
|  | <b>\$ 1,187,685</b> | <b>\$ 1,204,364</b>     |



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The following table contains an analysis of the Company's securities with gross unrealized losses, categorized by the period that the securities were in a continuous loss position as of December 31, 2013:

| (Dollars in thousands)                           | Less than 12 months |                         | 12 months or longer (1) |                         | Total      |                         |
|--|---------------------|-------------------------|-------------------------|-------------------------|------------|-------------------------|
|  | Fair Value          | Gross Unrealized Losses | Fair Value              | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Fixed maturities:                                |                     |                         |                         |                         |            |                         |
| U.S. treasury and agency obligations             | \$ 9,335            | \$ (166)                | \$                      | \$                      | \$ 9,335   | \$ (166)                |
| Obligations of states and political subdivisions | 61,401              | (2,000)                 | 9,922                   | (241)                   | 71,323     | (2,241)                 |
| Mortgage-backed securities                       | 110,304             | (2,859)                 | 2                       |                         | 110,306    | (2,859)                 |
| Asset-backed securities                          | 42,247              | (228)                   | 3                       |                         | 42,250     | (228)                   |
| Commercial mortgage-backed securities            | 45,642              | (856)                   |                         |                         | 45,642     | (856)                   |
| Corporate bonds and loans                        | 60,306              | (582)                   | 376                     | (10)                    | 60,682     | (592)                   |
| Total fixed maturities                           | 329,235             | (6,691)                 | 10,303                  | (251)                   | 339,538    | (6,942)                 |
| Common stock                                     | 18,622              | (627)                   | 140                     | (9)                     | 18,762     | (636)                   |
| Total  | \$ 347,857          | \$ (7,318)              | \$ 10,443               | \$ (260)                | \$ 358,300 | \$ (7,578)              |

(1) Fixed maturities in a gross unrealized loss position for twelve months or longer are primarily comprised of non-credit losses on investment grade securities where management does not intend to sell, and it is more likely than not that the Company will not be forced to sell the security before recovery. The Company has analyzed these securities and has determined that they are not impaired.

The following table contains an analysis of the Company's securities with gross unrealized losses, categorized by the period that the securities were in a continuous loss position as of December 31, 2012:

| (Dollars in thousands)                           | Less than 12 months |                         | 12 months or longer (2) |                         | Total      |                         |
|--|---------------------|-------------------------|-------------------------|-------------------------|------------|-------------------------|
|  | Fair Value          | Gross Unrealized Losses | Fair Value              | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Fixed maturities:                                |                     |                         |                         |                         |            |                         |
| U.S. treasury and agency obligations             | \$ 2,002            | \$ (1)                  | \$                      | \$                      | \$ 2,002   | \$ (1)                  |
| Obligations of states and political subdivisions | 33,204              | (132)                   |                         |                         | 33,204     | (132)                   |
| Mortgage-backed securities                       | 33,635              | (172)                   | 640                     | (17)                    | 34,275     | (189)                   |
| Asset-backed securities                          | 5,722               | (3)                     | 4,763                   | (6)                     | 10,485     | (9)                     |
| Commercial mortgage-backed securities            | 2,839               | (13)                    |                         |                         | 2,839      | (13)                    |
| Corporate bonds and loans                        | 8,202               | (274)                   | 3,308                   | (154)                   | 11,510     | (428)                   |
| Total fixed maturities                           | 85,604              | (595)                   | 8,711                   | (177)                   | 94,315     | (772)                   |
| Common stock                                     | 30,153              | (2,284)                 | 3,950                   | (667)                   | 34,103     | (2,951)                 |
| Total  | \$ 115,757          | \$ (2,879)              | \$ 12,661               | \$ (844)                | \$ 128,418 | \$ (3,723)              |



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(2) Fixed maturities in a gross unrealized loss position for twelve months or longer are primarily comprised of non-credit losses on investment grade securities where management does not intend to sell, and it is more likely than not that the Company will not be forced to sell the security before recovery. The Company has analyzed these securities and has determined that they are not impaired.

Subject to the risks and uncertainties in evaluating the potential impairment of a security's value, the impairment evaluation conducted by the Company as of December 31, 2013 concluded the unrealized losses discussed above are not other than temporary impairments. The impairment evaluation process is discussed in the Investment section of Note 5 (Summary of Significant Accounting Policies).

The following is a description, by asset type, of the methodology and significant inputs that the Company used to measure the amount of credit loss recognized in earnings, if any:

**U.S. treasury and agency obligations** As of December 31, 2013, gross unrealized losses related to U.S. treasury and agency obligations were \$0.166 million. All unrealized losses have been in an unrealized loss position for less than twelve months. All of these securities are rated AA+. Extensive macroeconomic and market analysis is conducted in evaluating these securities. The analysis is driven by moderate interest rate anticipation, yield curve management, and security selection.

**Obligations of states and political subdivisions** As of December 31, 2013, gross unrealized losses related to obligations of states and political subdivisions were \$2.241 million. Of this amount, \$0.241 million have been in an unrealized loss position for twelve months or greater and are rated A- or better. All factors that influence performance of the municipal bond market are considered in evaluating these securities. The aforementioned factors include investor expectations, supply and demand patterns, and current versus historical yield and spread relationships. The analysis relies on the output of fixed income credit analysts, as well as dedicated municipal bond analysts who perform extensive in-house fundamental analysis on each issuer, regardless of their rating by the major agencies.

**Mortgage-backed securities ( MBS )** As of December 31, 2013, gross unrealized losses related to mortgage-backed securities were \$2.859 million. Of this amount, less than \$0.001 million have been in an unrealized loss position for twelve months or greater and are rated AA+. Mortgage-backed securities are modeled to project principal losses under downside, base, and upside scenarios for the economy and home prices. The primary assumption that drives the security and loan level modeling is the Home Price Index ( HPI ) projection. The model first projects HPI at the national level, then at the zip-code level based on the historical relationship between the individual zip code HPI and the national HPI. The model utilizes loan level data and borrower characteristics including FICO score, geographic location, original and current loan size, loan age, mortgage rate and type (fixed rate / interest-only / adjustable rate mortgage), issuer / originator, residential type (owner occupied / investor property), dwelling type (single family / multi-family), loan purpose, level of documentation, and delinquency status as inputs. The model also includes the explicit treatment of silent second liens, utilization of loan modification history, and the application of roll rate adjustments.

**Asset backed securities ( ABS )** As of December 31, 2013, gross unrealized losses related to asset backed securities were \$0.228 million. Of this amount, less than \$0.001 million have been in an unrealized loss position for twelve months or greater and are rated A or better. The weighted average credit enhancement for the Company's asset backed portfolio is 26.4. This represents the percentage of pool losses that can occur before an asset backed security will incur its first dollar of principal losses. Every ABS transaction is analyzed on a stand-alone basis. This analysis involves a thorough review of the collateral, prepayment, and structural risk in each transaction. Additionally, the analysis includes an in-depth credit analysis of the originator and servicer of the collateral. The analysis projects an expected loss for a deal given a set of assumptions specific to the asset type.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

These assumptions are used to calculate at what level of losses the deal will incur its first dollar of principal loss. The major assumptions used to calculate this ratio are loss severities, recovery lags, and no advances on principal and interest.

**Commercial mortgage-backed securities ( CMBS )** As of December 31, 2013, gross unrealized losses related to the CMBS portfolio were \$0.856 million. All unrealized losses have been in an unrealized loss position for less than twelve months. The weighted average credit enhancement for the Company's CMBS portfolio is 28.7. This represents the percentage of pool losses that can occur before a mortgage-backed security will incur its first dollar of principal loss. For the Company's CMBS portfolio, a loan level analysis is utilized where every underlying CMBS loan is re-underwritten based on a set of assumptions reflecting expectations for the future path of the economy. In the analysis, the focus is centered on stressing the significant variables that influence commercial loan defaults and collateral losses in CMBS deals. These variables include: (1) a projected drop in occupancies; (2) capitalization rates that vary by property type and are forecasted to return to more normalized levels as the capital markets repair and capital begins to flow again; and (3) property value stress testing using projected property performance and projected capitalization rates. Term risk is triggered if the projected debt service coverage rate falls below 1x. Balloon risk is triggered if a property's projected performance does not satisfy new, tighter mortgage standards.

**Corporate bonds and loans** As of December 31, 2013, gross unrealized losses related to corporate bonds and loans were \$0.592 million. Of this amount, \$0.010 million have been in an unrealized loss position for twelve months or greater. The analysis for this sector includes maintaining detailed financial models that include a projection of each issuer's future financial performance, including prospective debt servicing capabilities, capital structure composition, and the value of the collateral. The analysis incorporates the macroeconomic environment, industry conditions in which the issuer operates, the issuer's current competitive position, its vulnerability to changes in the competitive and regulatory environment, issuer liquidity, issuer commitment to bondholders, issuer creditworthiness, and asset protection. Part of the process also includes running downside scenarios to evaluate the expected likelihood of default as well as potential losses in the event of default.

**Foreign bonds** As of December 31, 2013, the Company did not have any gross unrealized losses related to foreign bonds. For this sector, detailed financial models are maintained that include a projection of each issuer's future financial performance, including prospective debt servicing capabilities, capital structure composition, and the value of the collateral. The analysis incorporates the macroeconomic environment, industry conditions in which the issuer operates, the issuer's current competitive position, its vulnerability to changes in the competitive and regulatory environment, issuer liquidity, issuer commitment to bondholders, issuer creditworthiness, and asset protection. Part of the process also includes running downside scenarios to evaluate the expected likelihood of default as well as potential losses in the event of default.

**Common stock** As of December 31, 2013, gross unrealized losses related to common stock were \$0.636 million. Of this amount, \$0.009 million have been in an unrealized loss position for twelve months or greater. To determine if an other than temporary impairment of an equity security has occurred, the Company considers, among other things, the severity and duration of the decline in fair value of the equity security. The Company also examines other factors to determine if the equity security could recover its value in a reasonable period of time.

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The Company recorded the following other than temporary impairments ( OTTI ) on its investment portfolio for the years ended December 31, 2013, 2012, and 2011:

| (Dollars in thousands)   | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2013                     | 2012       | 2011       |
| Fixed maturities:  |                          |            |            |
| OTTI losses, gross   | \$ (280)                 | \$ (1,258) | \$ (2,449) |
| Portion of loss recognized in other comprehensive income (pre-tax) |                          | 541        |            |
| Net impairment losses on fixed maturities recognized in earnings   | (280)                    | (717)      | (2,449)    |
| Equity securities  | (959)                    | (4,656)    | (4,179)    |
| Total  | \$ (1,239)               | \$ (5,373) | \$ (6,628) |

The following table is an analysis of the credit losses recognized in earnings on debt securities held by the Company as of December 31, 2013, 2012, and 2011 for which a portion of the OTTI loss was recognized in other comprehensive income (loss).

| (Dollars in thousands)   | Years Ended December 31, |       |        |
|--|--------------------------|-------|--------|
|  | 2013                     | 2012  | 2011   |
| Balance at beginning of period   | \$ 86                    | \$ 86 | \$ 115 |
| Additions where no OTTI was previously recorded  |                          | 55    |        |
| Additions where an OTTI was previously recorded  |                          |       |        |
| Reductions for securities for which the company intends to sell or more likely than not will be required to sell before recovery |                          |       |        |
| Reductions reflecting increases in expected cash flows to be collected   |                          |       |        |
| Reductions for securities sold during the period   | (32)                     | (55)  | (29)   |
| Balance at end of period   | \$ 54                    | \$ 86 | \$ 86  |

**Accumulated Other Comprehensive Income, Net of Tax**

Accumulated other comprehensive income, net of tax, as of December 31, 2013 and 2012 was as follows:

| (Dollars in thousands)                             | December 31, |           |
|--|--------------|-----------|
|  | 2013         | 2012      |
| Net unrealized gains from:                         |              |           |
| Fixed maturities                                   | \$ 16,679    | \$ 42,228 |
| Common stock                                       | 62,645       | 29,896    |
| Other  | 184          | 83        |
| Deferred taxes                                     | (25,480)     | (18,857)  |
| Accumulated other comprehensive income, net of tax | \$ 54,028    | \$ 53,350 |





**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The changes in accumulated other comprehensive income, net of tax, by component for the year ended December 31, 2013 was as follows:

| Year Ended December 31, 2013  | Unrealized Gains<br>and Losses on<br>Available for Sale<br>Securities, Net<br>of<br>Tax | Foreign Currency<br>Items, Net of<br>Tax | Accumulated Other<br>Comprehensive<br>Income, Net of<br>Tax |
|---|---|--|---|
| <b>(Dollars in thousands)</b>   |   |  |   |
| Beginning balance   | \$ 53,435   | \$ (85)                                  | \$ 53,350   |
| Other comprehensive income (loss) before reclassification               | 17,630  | (1)                                      | 17,629  |
| Amounts reclassified from accumulated other comprehensive income (loss) | (17,115)  | 164                                      | (16,951)  |
| Other comprehensive income (loss)                                       | 515   | 163                                      | 678   |
| Ending balance  | \$ 53,950   | \$ 78                                    | \$ 54,028   |

The reclassifications out of accumulated other comprehensive income for the year ended December 31, 2013 were as follows:

| (Dollars in thousands)<br>Details about Accumulated Other<br>Comprehensive Income Components | Affected Line Item in the<br>Consolidated Statements of Operations | Amounts Reclassified<br>from Accumulated<br>Other Comprehensive<br>Income<br>Year Ended<br>December 31, 2013 |
|--|--|--|
| Unrealized gains and losses on available for sale securities                                 | Other net realized investment gains                                | \$ (27,476)  |
|  | Other than temporary impairment losses on investments              | 1,239  |
|  | Total before tax   | (26,237)   |
|  | Income tax (expense) benefit                                       | 9,122  |
|  | Net of tax   | \$ (17,115)  |
| Foreign Currency Items   | Other net realized investment gains                                | 252  |
|  | Income tax (expense) benefit                                       | (88)   |
|  | Net of tax   | \$ 164   |
| Total reclassifications  | Net of tax   | \$ (16,951)  |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Net Realized Investment Gains**

The components of net realized investment gains for the years ended December 31, 2013, 2012, and 2011 were as follows:

| (Dollars in thousands)                     | Years Ended December 31, |                 |                  |
|--|--------------------------|-----------------|------------------|
|  | 2013                     | 2012            | 2011             |
| <b>Fixed maturities:</b>                   |                          |                 |                  |
| Gross realized gains                       | \$ 1,857                 | \$ 4,100        | \$ 15,295        |
| Gross realized losses                      | (691)                    | (1,800)         | (3,511)          |
| Net realized gains (losses)                | 1,166                    | 2,300           | 11,784           |
| <b>Common stock:</b>                       |                          |                 |                  |
| Gross realized gains                       | 27,302                   | 10,630          | 15,792           |
| Gross realized losses                      | (2,483)                  | (6,175)         | (6,862)          |
| Net realized gains (losses)                | 24,819                   | 4,455           | 8,930            |
| <b>Preferred stock:</b>                    |                          |                 |                  |
| Gross realized gains                       |                          |                 | 1,546            |
| Gross realized losses                      |                          |                 |                  |
| Net realized gains (losses)                |                          |                 | 1,546            |
| <b>Other invested assets</b>               |                          |                 |                  |
| Gross realized gains                       |                          |                 |                  |
| Gross realized losses                      |                          |                 | (787)            |
| Net realized gains (losses)                |                          |                 | (787)            |
| <b>Derivatives:</b>                        |                          |                 |                  |
| Gross realized gains                       | 1,668                    |                 |                  |
| Gross realized losses                      | (241)                    |                 |                  |
| Net realized gains (losses)                | 1,427                    |                 |                  |
| <b>Total net realized investment gains</b> | <b>\$ 27,412</b>         | <b>\$ 6,755</b> | <b>\$ 21,473</b> |

The proceeds from sales of available for sale securities resulting in net realized investment gains for the years ended December 31, 2013, 2012, and 2011 were as follows:

| (Dollars in thousands) | Years Ended December 31, |            |            |
|------------------------|--------------------------|------------|------------|
|                        | 2013                     | 2012       | 2011       |
| Fixed maturities       | \$ 292,200               | \$ 454,655 | \$ 724,969 |

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|                       |         |        |         |
|-----------------------|---------|--------|---------|
| Equity securities     | 101,379 | 50,176 | 122,045 |
| Other invested assets |         | 1,114  | 9,217   |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Net Investment Income**

The sources of net investment income for the years ended December 31, 2013, 2012, and 2011 were as follows:

| (Dollars in thousands)         | Years Ended December 31, |                  |                  |
|--------------------------------|--------------------------|------------------|------------------|
|                                | 2013                     | 2012             | 2011             |
| Fixed maturities               | \$ 35,669                | \$ 41,969        | \$ 54,153        |
| Equity securities              | 5,452                    | 5,132            | 3,602            |
| Cash and cash equivalents      | 126                      | 111              | 68               |
| Other invested assets          | 141                      | 4,802            | 11               |
| <b>Total investment income</b> | <b>41,388</b>            | <b>52,014</b>    | <b>57,834</b>    |
| Investment expense             | (4,179)                  | (4,457)          | (4,722)          |
| <b>Net investment income</b>   | <b>\$ 37,209</b>         | <b>\$ 47,557</b> | <b>\$ 53,112</b> |

The Company's total investment return on a pre-tax basis for 2013, 2012, and 2011 were as follows:

| (Dollars in thousands)                   | Years Ended December 31, |               |                |
|--|--------------------------|---------------|----------------|
|  | 2013                     | 2012          | 2011           |
| Net investment income                    | \$ 37,209                | \$ 47,557     | \$ 53,112      |
| Net realized investment gains            | 27,412                   | 6,755         | 21,473         |
| Net equity in net income of partnerships |                          |               | 81             |
| Net unrealized investment gains (losses) | 7,301                    | 18,417        | (22,882)       |
| <b>Net investment return</b>             | <b>34,713</b>            | <b>25,172</b> | <b>(1,328)</b> |
| Total investment return                  | \$ 71,922                | \$ 72,729     | \$ 51,784      |
| <b>Total investment return %</b>         | <b>4.6%</b>              | <b>4.6%</b>   | <b>3.1%</b>    |
| Average investment portfolio (1)         | \$ 1,549,747             | \$ 1,590,281  | \$ 1,680,813   |

(1) Average of total cash and invested assets, net of receivable/payable for securities purchased and sold, as of the beginning and end of the period.

**Insurance Enhanced Municipal Bonds**

As of December 31, 2013, the Company held insurance enhanced municipal bonds of approximately \$27.4 million, which represented approximately 1.7% of its total cash and invested assets, net of payable/ receivable for securities purchased and sold. These securities had an average rating of AA-. Approximately \$3.0 million of these bonds are pre-refunded with U.S. treasury securities, of which \$1.4 million are backed by financial guarantors, meaning that funds have been set aside in escrow to satisfy the future interest and principal obligations of the

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bond. Of the remaining \$24.4 million of insurance enhanced municipal bonds, \$15.1 million would have carried a lower credit rating had they not been insured. The following table provides a breakdown of the ratings for these municipal bonds with and without insurance.

| <b>(Dollars in thousands)</b> |  | <b>Ratings<br/>with<br/>Insurance</b> | <b>Ratings<br/>without<br/>Insurance</b> |
|-------------------------------|--|---------------------------------------|--|
| <b>Rating</b>                 |  |                                       |  |
| AAA                           |  | \$ 8,851                              | \$                                       |
| AA                            |  |                                       | 8,851                                    |
| A                             |  | 6,245                                 | 6,245                                    |
| Total                         |  | \$ 15,096                             | \$ 15,096                                |

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A summary of the Company's insurance enhanced municipal bonds that are backed by financial guarantors, including the pre-refunded bonds that are escrowed in U.S. government obligations, as of December 31, 2013, is as follows:

| (Dollars in thousands)                | Total     | Pre-refunded<br>Securities | Government<br>Guaranteed<br>Securities | Exposure Net<br>of Pre-refunded<br>&<br>Government<br>Guaranteed<br>Securities |
|---------------------------------------|-----------|----------------------------|--|--|
|                                       |           |                            |  |  |
| <b>Financial Guarantor</b>            |           |                            |  |  |
| Ambac Financial Group                 | \$ 2,291  | \$ 1,239                   | \$                                     | \$ 1,052   |
| Assured Guaranty Corporation          | 9,130     |                            |  | 9,130  |
| Municipal Bond Insurance Association  | 4,048     |                            |  | 4,048  |
| Gov't National Housing Association    | 1,399     | 135                        | 1,264                                  |  |
| Permanent School Fund Guaranty        | 8,852     |                            | 8,852                                  |  |
| Total backed by financial guarantors  | 25,720    | 1,374                      | 10,116                                 | 14,230   |
| Other credit enhanced municipal bonds | 1,650     | 1,650                      |  |  |
| Total                                 | \$ 27,370 | \$ 3,024                   | \$ 10,116                              | \$ 14,230  |

In addition to the \$27.4 million of insurance enhanced municipal bonds, the Company also held insurance enhanced asset-backed and credit securities with a market value of approximately \$20.3 million, which represented approximately 1.3% of the Company's total invested assets, net of receivable/payable for securities purchased and sold. The financial guarantors of the Company's \$20.3 million of insurance enhanced asset-backed and credit securities include Municipal Bond Insurance Association (\$6.8 million), Ambac (\$1.6 million), Assured Guaranty Corporation (\$6.8 million), and Other (\$5.1 million).

The Company had no direct investments in the entities that have provided financial guarantees or other credit support to any security held by the Company at December 31, 2013.

**Bonds Held on Deposit**

Certain cash balances, cash equivalents, equity securities, and bonds available for sale were deposited with various governmental authorities in accordance with statutory requirements, were held as collateral pursuant to borrowing arrangement, or were held in trust pursuant to intercompany reinsurance agreements. The fair values were as follows as of December 31, 2013 and 2012:

| (Dollars in thousands)   | Estimated Fair Value |                      |
|--|----------------------|----------------------|
|  | December 31,<br>2013 | December 31,<br>2012 |
| On deposit with governmental authorities   | \$ 36,176            | \$ 42,492            |
| Intercompany trusts held for the benefit of U.S. policyholders                               | 584,683              | 553,893              |
| Held in trust pursuant to third party requirements   | 129,339              | 132,684              |
| Held in trust pursuant to U.S. regulatory requirements for the benefit of U.S. policyholders |                      | 6,368                |
| Securities held as collateral for borrowing arrangements                                     | 120,937(a)           |                      |
| Total  | \$ 871,135           | \$ 735,437           |

- (a) Amount required to collateralize margin borrowing facility.

**7. Derivative Instruments**

The Company uses interest rate swaps to reduce its exposure to changes in interest rates. Interest rate swaps are used by the Company primarily to reduce risks from changes in interest rates. In an interest rate swap, the

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Company agrees with another party to exchange, at specified intervals, the difference between fixed rate and floating rate interest amounts as calculated by reference to an agreed notional amount. As of December 31, 2013, the Company posted collateral of \$5.0 million which is included in other assets on the consolidated balance sheets.

The Company accounts for its interest rate swaps in accordance with accounting guidance under Financial Accounting Standards Codification (ASC) section 815, *Derivatives and Hedging*. The Company has designated the interest rate swaps as non-hedge instruments. Accordingly, the Company recognizes the fair value of the interest rate swaps as other assets or other liabilities on the consolidated balance sheets with the changes in fair value recognized as net realized investment gains in the consolidated statement of operations. The estimated fair value of the interest rate swaps, which is primarily derived from the forward interest rate curve, is based on the valuation received from a third party financial institution.

The following table summarizes information on the location and amount of the derivatives' fair value on the consolidated balance sheets as of December 31, 2013 and 2012:

| (Dollars in thousands)                | December 31, 2013      |                 | December 31, 2012 |                 |            |
|---------------------------------------|------------------------|-----------------|-------------------|-----------------|------------|
| Derivatives Not Designated as Hedging | Balance Sheet Location | Notional Amount | Fair Value        | Notional Amount | Fair Value |
| <b>Instruments under ASC 815</b>      |                        |                 |                   |                 |            |
| Interest rate swap agreements         | Other assets           | \$ 200,000      | \$ 1,668          | \$              | \$         |

The following table summarizes the net gains included in the consolidated statement of operations for changes in the fair value of the derivatives and the periodic net settlements under the derivatives for the years ended December 31, 2013, 2012, and 2011:

| (Dollars in thousands)        | Statement of Operations Line  | Years Ended December 31, |      |      |
|-------------------------------|-------------------------------|--------------------------|------|------|
|                               |                               | 2013                     | 2012 | 2011 |
| Interest rate swap agreements | Net realized investment gains | \$ 1,427                 | \$   | \$   |

**8. Fair Value Measurements**

The accounting standards related to fair value measurements define fair value, establish a framework for measuring fair value, outline a fair value hierarchy based on inputs used to measure fair value, and enhance disclosure requirements for fair value measurements. These standards do not change existing guidance as to whether or not an instrument is carried at fair value. The Company has determined that its fair value measurements are in accordance with the requirements of these accounting standards.

The Company's invested assets are carried at their fair value and are categorized based upon a fair value hierarchy:

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets that the Company has the ability to access at the measurement date.

Level 2 inputs utilize other than quoted prices included in Level 1 that are observable for similar assets, either directly or indirectly.



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Level 3 inputs are unobservable for the asset, and include situations where there is little, if any, market activity for the asset.

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In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset.

Both observable and unobservable inputs may be used to determine the fair value of positions that the Company has classified within the Level 3 category. As a result, the unrealized gains and losses for invested assets within the Level 3 category presented in the tables below may include changes in fair value that are attributed to both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

The following table presents information about the Company's invested assets measured at fair value on a recurring basis as of December 31, 2013 and 2012, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value.

| As of December 31, 2013<br>(Dollars in thousands) | Fair Value Measurements |              |          | Total        |
|---|-------------------------|--------------|----------|--------------|
|   | Level 1                 | Level 2      | Level 3  |              |
| Fixed maturities:                                 |                         |              |          |              |
| U.S. treasury and agency obligations              | \$ 71,294               | \$ 10,380    | \$       | \$ 81,674    |
| Obligations of states and political subdivisions  |                         | 180,936      |          | 180,936      |
| Mortgage-backed securities                        |                         | 229,910      |          | 229,910      |
| Commercial mortgage-backed securities             |                         | 53,975       |          | 53,975       |
| Asset-backed securities                           |                         | 168,436      |          | 168,436      |
| Corporate bonds and loans                         |                         | 435,392      |          | 435,392      |
| Foreign corporate bonds                           |                         | 54,041       |          | 54,041       |
| Total fixed maturities                            | 71,294                  | 1,133,070    |          | 1,204,364    |
| Common stock                                      | 254,070                 |              |          | 254,070      |
| Other invested assets                             |                         |              | 3,489    | 3,489        |
| Derivative instruments                            |                         | 1,668        |          | 1,668        |
| Total assets measured at fair value               | \$ 325,364              | \$ 1,134,738 | \$ 3,489 | \$ 1,463,591 |

| As of December 31, 2012<br>(Dollars in thousands) | Fair Value Measurements |           |         | Total      |
|---|-------------------------|-----------|---------|------------|
|   | Level 1                 | Level 2   | Level 3 |            |
| Fixed maturities:                                 |                         |           |         |            |
| U.S. treasury and agency obligations              | \$ 89,981               | \$ 18,763 | \$      | \$ 108,744 |
| Obligations of states and political subdivisions  |                         | 201,077   |         | 201,077    |
| Mortgage-backed securities                        |                         | 255,942   |         | 255,942    |
| Commercial mortgage-backed securities             |                         | 8,117     |         | 8,117      |
| Asset-backed securities                           |                         | 113,351   |         | 113,351    |
| Corporate bonds and loans                         |                         | 486,171   |         | 486,171    |
| Foreign corporate bonds                           |                         | 55,920    |         | 55,920     |
| Total fixed maturities                            | 89,981                  | 1,139,341 |         | 1,229,322  |
| Common stock                                      | 197,075                 |           |         | 197,075    |
| Other invested assets                             |                         |           | 3,132   | 3,132      |

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Derivative instruments

|                                     |            |              |          |              |
|-------------------------------------|------------|--------------|----------|--------------|
| Total assets measured at fair value | \$ 287,056 | \$ 1,139,341 | \$ 3,132 | \$ 1,429,529 |
|-------------------------------------|------------|--------------|----------|--------------|

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The securities classified as Level 1 in the above table consist of U.S. Treasuries and equity securities actively traded on an exchange.

The securities classified as Level 2 in the above table consist primarily of fixed maturity securities and derivative instruments. Based on the typical trading volumes and the lack of quoted market prices for fixed maturities, security prices are derived through recent reported trades for identical or similar securities making adjustments through the reporting date based upon available market observable information. If there are no recent reported trades, matrix or model processes are used to develop a security price where future cash flow expectations are developed based upon collateral performance and discounted at an estimated market rate. Included in the pricing of asset-backed securities, collateralized mortgage obligations, and mortgage-backed securities are estimates of the rate of future prepayments of principal over the remaining life of the securities. Such estimates are derived based on the characteristics of the underlying structure and prepayment speeds previously experienced at the interest rate levels projected for the underlying collateral. For corporate loans, price quotes from multiple dealers along with recent reported trades for identical or similar securities are used to develop prices. The estimated fair value of the interest rate swaps is obtained from a third party financial institution who utilizes observable inputs such as the forward interest rate curve.

There were no transfers between Level 1 and Level 2 during the years ended December 31, 2013, 2012, and 2011.

The following tables present the changes in Level 3 investments measured at fair value on a recurring basis for 2013 and 2012:

| <b>(Dollars in thousands)</b>                             | <b>Other<br/>Invested<br/>Assets</b> |
|---|--------------------------------------|
| Beginning balance at January 1, 2013                      | \$ 3,132                             |
| Total gains (losses) (realized / unrealized):             |                                      |
| Included in equity in net income of partnership           |                                      |
| Included in accumulated other comprehensive income (loss) | 341                                  |
| Purchases   | 16                                   |
| Sales   |                                      |
| Ending balance at December 31, 2013                       | \$ 3,489                             |

|  |    |
|--|----|
| Losses for 2013 included in earnings attributable to the change in unrealized losses related to assets still held at December 31, 2013 | \$ |
|--|----|

| <b>(Dollars in thousands)</b>                                 | <b>Other<br/>Invested<br/>Assets</b> |
|---|--------------------------------------|
| Beginning balance at January 1, 2012                          | \$ 6,617                             |
| Total gains (losses) (realized / unrealized):                 |                                      |
| Included in equity in net income of partnership               |                                      |
| Included in accumulated other comprehensive income (loss) (1) | (2,384)                              |
| Purchases   | 13                                   |
| Sales   | (1,114)                              |
| Ending balance at December 31, 2012                           | \$ 3,132                             |

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Losses for 2012 included in earnings attributable to the change in unrealized losses related to assets still held at December 31, 2012

\$

- (1) The Company received a \$4.8 million distribution on a limited partnership investment during the year ended December 31, 2012, which was recognized in investment income and reduced accumulated other comprehensive income.

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The investments classified as Level 3 in the above table relate to investments in limited partnerships. The Company does not have access to daily valuations; therefore, the estimated fair values of the limited partnerships are measured utilizing net asset value as a practical expedient for the limited partnerships.

In February, 2011, the Company's remaining interest of \$1.1 million related to a limited partnership which holds convertible preferred securities of a privately held company was liquidated.

***Fair Value of Alternative Investments***

Included in "Other invested assets" in the fair value hierarchy at December 31, 2013 and 2012 are limited liability partnerships measured at fair value. The following table provides the fair value and future funding commitments related to these investments at December 31, 2013 and 2012.

| (Dollars in thousands)   | December 31, 2013 |                           | December 31, 2012 |                           |
|--------------------------|-------------------|---------------------------|-------------------|---------------------------|
|                          | Fair Value        | Future Funding Commitment | Fair Value        | Future Funding Commitment |
| Equity Fund, LP (1)      | \$ 3,489          | \$ 2,490                  | \$ 3,132          | \$ 2,507                  |
| Real Estate Fund, LP (2) |                   |                           |                   |                           |
| <b>Total</b>             | <b>\$ 3,489</b>   | <b>\$ 2,490</b>           | <b>\$ 3,132</b>   | <b>\$ 2,507</b>           |

- (1) This limited partnership invests in companies, from various business sectors, whereby the partnership has acquired control of the operating business as a lead or organizing investor. The Company does not have the contractual option to redeem its limited partnership interest but receives distributions based on the liquidation of the underlying assets. The Company does not have the ability to sell or transfer its limited partnership interest without consent from the general partner.
- (2) This limited partnership invests in real estate assets through a combination of direct or indirect investments in partnerships, limited liability companies, mortgage loans, and lines of credit. The Company does not have the contractual option to redeem its limited partnership interest but receives distributions based on the liquidation of the underlying assets. The Company does not have the ability to sell or transfer its limited partnership interest without consent from the general partner. The Company continues to hold an investment in this limited partnership and has written the fair value down to zero.

***Pricing***

The Company's pricing vendors provide prices for all investment categories except for investments in limited partnerships. One vendor provides prices for equity securities and all fixed maturity categories except for corporate loans. A second vendor provides prices for the corporate loan securities.

The following is a description of the valuation methodologies used by the Company's pricing vendors for investment securities carried at fair value:

Equity prices are received from all primary and secondary exchanges.

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Corporate and agency bonds are evaluated by utilizing a multi-dimensional relational model. For bonds with early redemption options, an option adjusted spread model is utilized. Both asset classes use standard inputs and incorporate security set up, defined sector breakdown, benchmark yields, apply base spreads, yield to maturity, and adjust for corporate actions.

A volatility-driven multi-dimensional spread table or an option-adjusted spread model and prepayment model is used for agency commercial mortgage obligations ( CMO ). For non-agency CMOs, a

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prepayment/spread/yield/price adjustment model is utilized. CMOs are categorized with mortgage-backed securities in the tables listed above. For ABSs, a multi-dimensional, collateral specific spread / prepayment speed tables is utilized. For both asset classes, evaluations utilize standard inputs plus new issue data, monthly payment information, and collateral performance. The evaluated pricing models incorporate security set-up, prepayment speeds, cash flows, and treasury swap curves and spread adjustments.

For municipals, a multi-dimensional relational model is used to evaluate securities within this asset class. The evaluated pricing models for this asset class incorporate security set-up, benchmark yields, apply base spreads, yield to worst or market convention, ratings updates, prepayment schedules and adjustments for material events notices.

U.S. treasuries are evaluated by obtaining feeds from a number of live data sources including active market makers and inter-dealer brokers.

For MBSs, a matrix model correlation to TBA (a forward MBS trade) or benchmarking is utilized to value a security.

Corporate loans are priced using averages of bids and offers obtained from the broker/dealer community involved in trading such loans.

The Company performs certain procedures to validate whether the pricing information received from the pricing vendors is reasonable, to ensure that the fair value determination is consistent with accounting guidance, and to ensure that its assets are properly classified in the fair value hierarchy. The Company's procedures include, but are not limited to:

Reviewing periodic reports provided by the Investment Manager that provide information regarding rating changes and securities placed on watch. This procedure allows the Company to understand why a particular security's market value may have changed.

Understanding and periodically evaluating the various pricing methods and procedures used by the Company's pricing vendors to ensure that investments are properly classified within the fair value hierarchy.

On a quarterly basis, the Company corroborates investment security prices received from its pricing vendors by obtaining pricing from a second pricing vendor for a sample of securities.

During 2013 or 2012, the Company has not adjusted quotes or prices obtained from the pricing vendors.

The reported value of financial instruments not carried at fair value, principally cash and cash equivalents, margin borrowing facility, and notes payable, approximate fair value.

**9. Goodwill and Intangible Assets**

***Goodwill***



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As of December 31, 2013 and 2012, the Company has goodwill of \$4.8 million as a result of a 2010 acquisition, which represents the excess purchase price over the Company's best estimate of the fair value of the assets acquired. Impairment testing performed in 2013 and 2012 did not result in impairment of the goodwill acquired.

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The following table presents details of the Company's intangible assets as of December 31, 2013:

(Dollars in thousands)

| Description              | Useful Life | Cost      | Accumulated Amortization | Net Value |
|--------------------------|-------------|-----------|--------------------------|-----------|
| Trademarks               | Indefinite  | \$ 4,800  | \$                       | \$ 4,800  |
| Trade names              | Indefinite  | 4,200     |                          | 4,200     |
| State insurance licenses | Indefinite  | 5,000     |                          | 5,000     |
| Customer relationships   | 15 years    | 5,300     | 1,310                    | 3,990     |
| Non-compete agreements   | 2 years     | 50        | 50                       |           |
|                          |             | \$ 19,350 | \$ 1,360                 | \$ 17,990 |

The following table presents details of the Company's intangible assets as of December 31, 2012:

(Dollars in thousands)

| Description              | Useful Life | Cost      | Accumulated Amortization | Net Value |
|--------------------------|-------------|-----------|--------------------------|-----------|
| Trademarks               | Indefinite  | \$ 4,800  | \$                       | \$ 4,800  |
| Trade names              | Indefinite  | 4,200     |                          | 4,200     |
| State insurance licenses | Indefinite  | 5,000     |                          | 5,000     |
| Customer relationships   | 15 years    | 5,300     | 957                      | 4,343     |
| Non-compete agreements   | 2 years     | 50        | 50                       |           |
|                          |             | \$ 19,350 | \$ 1,007                 | \$ 18,343 |

Amortization related to the Company's definite lived intangible assets was \$0.4 million in each of the years ended December 31, 2013, 2012 and 2011.

The Company expects that amortization expense for the next five years will be as follows:

(Dollars in thousands)

|      |       |
|------|-------|
| 2014 | (353) |
| 2015 | (353) |
| 2016 | (353) |
| 2017 | (353) |
| 2018 | (353) |

*Intangible assets with indefinite lives*

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As of December 31, 2013 and 2012, indefinite lived intangible assets, which are comprised of trade names, trademarks, and state insurance licenses, were \$14.0 million. The Company reviewed internal business unit results, the growth of competitors and the overall property and casualty insurance market for indicators of impairment of its indefinite lived intangible assets. Impairment testing performed in 2013 and 2012 indicated that there was no impairment of these assets.

### *Intangible assets with definite lives*

As of December 31, 2013 and 2012, definite lived intangible assets were \$4.0 million and \$4.3 million, net of accumulated amortization, and were comprised of customer relationships and non-compete agreements. The Company reviewed internal business unit results, the growth of competitors and the overall property and casualty insurance market for indicators of impairment of its definite lived intangible assets. There was no impairment of these assets in 2013 or 2012.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. Reinsurance**

The Company cedes risk to unrelated reinsurers on a pro rata ( quota share ) and excess of loss basis in the ordinary course of business to limit its net loss exposure on insurance contracts. Reinsurance ceded arrangements do not discharge the Company of primary liability. Moreover, reinsurers may fail to pay the Company due to a lack of reinsurer liquidity, perceived improper underwriting, losses for risks that are excluded from reinsurance coverage and other similar factors, all of which could adversely affect the Company's financial results.

The Company had the following reinsurance balances as of December 31, 2013 and December 31, 2012:

| (Dollars in thousands)                              | December 31, 2013 | December 31, 2012 |
|---|-------------------|-------------------|
| Reinsurance receivables                             | \$ 197,887        | \$ 241,827        |
| Collateral securing reinsurance receivables         | (9,436)           | (155,082)         |
| Reinsurance receivables, net of collateral          | \$ 188,451        | \$ 86,745         |
| Allowance for uncollectible reinsurance receivables | \$ 9,010          | \$ 9,010          |
| Prepaid reinsurance premiums                        | 5,199             | 5,945             |

The reinsurance receivables above are net of a purchase accounting adjustment related to discounting acquired loss reserves to their present value and applying a risk margin to the discounted reserves. This adjustment was \$6.0 million and \$8.0 million at December 31, 2013 and 2012, respectively.

As of December 31, 2013, the Company had aggregate unsecured reinsurance receivables that exceeded 3% of shareholders' equity from the following reinsurers. Unsecured reinsurance receivables include amounts receivable for paid and unpaid losses and loss adjustment expenses, less amounts secured by collateral.

| (Dollars in millions)          | Reinsurance<br>Receivables | A.M. Best<br>Ratings<br>(As of<br>December 31,<br>2013) |
|--------------------------------|----------------------------|---|
| Munich Re America Corporation  | \$ 112.8                   | A+  |
| Westport Insurance Corporation | 30.0                       | A+  |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The effect of reinsurance on premiums written and earned is as follows:

| (Dollars in thousands)                | Written    | Earned     |
|---------------------------------------|------------|------------|
| For the year ended December 31, 2013: |            |            |
| Direct business                       | \$ 232,373 | \$ 215,713 |
| Reinsurance assumed                   | 58,350     | 52,494     |
| Reinsurance ceded                     | (18,739)   | (19,485)   |
| Net premiums                          | \$ 271,984 | \$ 248,722 |
| For the year ended December 31, 2012: |            |            |
| Direct business                       | \$ 201,787 | \$ 203,587 |
| Reinsurance assumed                   | 42,266     | 60,393     |
| Reinsurance ceded                     | (24,506)   | (25,118)   |
| Net premiums                          | \$ 219,547 | \$ 238,862 |
| For the year ended December 31, 2011: |            |            |
| Direct business                       | \$ 228,910 | \$ 247,816 |
| Reinsurance assumed                   | 78,993     | 81,920     |
| Reinsurance ceded                     | (27,333)   | (31,882)   |
| Net premiums                          | \$ 280,570 | \$ 297,854 |

**11. Income Taxes**

The statutory income tax rates of the countries where the Company does business are 35.0% in the United States, 0.0% in Bermuda, 0.0% in the Cayman Islands, 0.0% in Gibraltar, 29.22% in the Duchy of Luxembourg, and 25.0% on non-trading income, 33.0% on capital gains and 12.5% on trading income in the Republic of Ireland. The statutory income tax rate of each country is applied against the annual taxable income of each country to calculate the annual income tax expense.

The Company's income before income taxes from its non-U.S. subsidiaries and U.S. subsidiaries, including the results of the quota share and stop-loss agreements between Wind River Reinsurance and the Insurance Operations, for the years ended December 31, 2013, 2012, and 2011 were as follows:

**Year Ended December 31, 2013:**

| (Dollars in thousands) | Non-U.S.<br>Subsidiaries | U.S.<br>Subsidiaries | Eliminations | Total      |
|------------------------|--------------------------|----------------------|--------------|------------|
| <b>Revenues:</b>       |                          |                      |              |            |
| Gross premiums written | \$ 169,618               | \$ 232,374           | \$ (111,269) | \$ 290,723 |
| Net premiums written   | \$ 169,547               | \$ 102,437           | \$           | \$ 271,984 |

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|   |            |           |          |            |
|---|------------|-----------|----------|------------|
| Net premiums earned                               | \$ 154,987 | \$ 93,735 | \$       | \$ 248,722 |
| Net investment income                             | 35,750     | 21,064    | (19,605) | 37,209     |
| Net realized investment gains                     | 175        | 27,237    |          | 27,412     |
| Other income (loss)                               | (4)        | 5,795     |          | 5,791      |
| Total revenues                                    | 190,908    | 147,831   | (19,605) | 319,134    |
| <b>Losses and Expenses:</b>                       |            |           |          |            |
| Net losses and loss adjustment expenses           | 65,337     | 67,654    |          | 132,991    |
| Acquisition costs and other underwriting expenses | 64,822     | 40,829    |          | 105,651    |
| Corporate and other operating expenses            | 4,745      | 6,869     |          | 11,614     |
| Interest expense                                  | 1,165      | 24,609    | (19,605) | 6,169      |
| Income (loss) before income taxes                 | \$ 54,839  | \$ 7,870  | \$       | \$ 62,709  |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Year Ended December 31, 2012:**

| (Dollars in thousands)                            | Non-U.S.<br>Subsidiaries | U.S.<br>Subsidiaries | Eliminations | Total      |
|---|--------------------------|----------------------|--------------|------------|
| <b>Revenues:</b>                                  |                          |                      |              |            |
| Gross premiums written                            | \$ 135,176               | \$ 201,791           | \$ (92,914)  | \$ 244,053 |
| Net premiums written                              | \$ 134,628               | \$ 84,919            | \$           | \$ 219,547 |
| Net premiums earned                               | \$ 153,283               | \$ 85,579            | \$           | \$ 238,862 |
| Net investment income                             | 42,012                   | 23,985               | (18,440)     | 47,557     |
| Net realized investment gains                     | 995                      | 5,760                |              | 6,755      |
| Other income (loss)                               | (726)                    | 568                  |              | (158)      |
| Total revenues                                    | 195,564                  | 115,892              | (18,440)     | 293,016    |
| <b>Losses and Expenses:</b>                       |                          |                      |              |            |
| Net losses and loss adjustment expenses           | 93,044                   | 60,584               |              | 153,628    |
| Acquisition costs and other underwriting expenses | 59,046                   | 36,357               |              | 95,403     |
| Corporate and other operating expenses            | 4,753                    | 4,938                |              | 9,691      |
| Interest expense                                  |                          | 23,833               | (18,440)     | 5,393      |
| Income (loss) before income taxes                 | \$ 38,721                | \$ (9,820)           | \$           | \$ 28,901  |

**Year Ended December 31, 2011:**

| (Dollars in thousands)                            | Non-U.S.<br>Subsidiaries | U.S.<br>Subsidiaries | Eliminations | Total       |
|---|--------------------------|----------------------|--------------|-------------|
| <b>Revenues:</b>                                  |                          |                      |              |             |
| Gross premiums written                            | \$ 184,854               | \$ 229,148           | \$ (106,099) | \$ 307,903  |
| Net premiums written                              | \$ 184,352               | \$ 96,218            | \$           | \$ 280,570  |
| Net premiums earned                               | \$ 193,816               | \$ 104,038           | \$           | \$ 297,854  |
| Net investment income                             | 43,837                   | 27,716               | (18,441)     | 53,112      |
| Net realized investment gains                     | 4,304                    | 17,169               |              | 21,473      |
| Other income                                      | 443                      | 12,138               |              | 12,581      |
| Total revenues                                    | 242,400                  | 161,061              | (18,441)     | 385,020     |
| <b>Losses and Expenses:</b>                       |                          |                      |              |             |
| Net losses and loss adjustment expenses           | 202,633                  | 76,051               |              | 278,684     |
| Acquisition costs and other underwriting expenses | 80,272                   | 41,219               |              | 121,491     |
| Corporate and other operating expenses            | 9,414                    | 4,559                |              | 13,973      |
| Interest expense                                  |                          | 24,917               | (18,441)     | 6,476       |
| Income (loss) before income taxes                 | \$ (49,919)              | \$ 14,315            | \$           | \$ (35,604) |

The following table summarizes the components of income tax expense (benefit):

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| (Dollars in thousands)                      | Years Ended December 31, |            |          |
|---|--------------------------|------------|----------|
|   | 2013                     | 2012       | 2011     |
| Current income tax expense (benefit):       |                          |            |          |
| Foreign                                     | \$ 163                   | \$ (628)   | \$ 729   |
| U.S. Federal                                | 859                      | (3,765)    | 1,889    |
| Total current income tax expense (benefit)  | 1,022                    | (4,393)    | 2,618    |
| Deferred income tax expense (benefit):      |                          |            |          |
| U.S. Federal                                | (3)                      | (1,463)    | 169      |
| Total deferred income tax expense (benefit) | (3)                      | (1,463)    | 169      |
| Total income tax expense (benefit)          | \$ 1,019                 | \$ (5,856) | \$ 2,787 |



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## GLOBAL INDEMNITY PLC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The weighted average expected tax provision has been calculated using income (loss) before income taxes in each jurisdiction multiplied by that jurisdiction's applicable statutory tax rate.

The following table summarizes the differences between the tax provision for financial statement purposes and the expected tax provision at the weighted average tax rate:

| (Dollars in thousands)                     | 2013     |                        | Years Ended December 31,<br>2012 |                        | 2011     |                        |
|--|----------|------------------------|----------------------------------|------------------------|----------|------------------------|
|  | Amount   | % of Pre-Tax<br>Income | Amount                           | % of Pre-Tax<br>Income | Amount   | % of Pre-Tax<br>Income |
| Expected tax provision at weighted average | \$ 2,954 | 4.7%                   | \$ (3,283)                       | (11.4%)                | \$ 5,740 | (16.1%)                |
| Adjustments:                               |          |                        |                                  |                        |          |                        |
| Tax exempt interest                        | (1,009)  | (1.6)                  | (1,445)                          | (5.0)                  | (1,915)  | 5.4                    |
| Dividend exclusion                         | (1,135)  | (1.8)                  | (1,060)                          | (3.7)                  | (734)    | 2.1                    |
| Other                                      | 209      | 0.3                    | (68)                             | (0.2)                  | (304)    | 0.8                    |
| Actual taxes on continuing operations      | \$ 1,019 | 1.6%                   | \$ (5,856)                       | (20.3%)                | \$ 2,787 | (7.8%)                 |

The effective income tax rate for 2013 was 1.6%, compared with an effective income tax benefit rate of 20.3% for 2012 and an effective income tax benefit rate of 7.8% for 2011. The increase in the effective income tax rate in 2013 compared with 2012 is primarily due to the gain on the disposition of a subsidiary and an increase in capital gains in taxable jurisdictions in 2013 compared with 2012. The increase in the effective income tax benefit rate in 2012 compared to 2011 is primarily due to an increase in net losses in taxable jurisdictions in 2012 compared with 2011. For 2013, 2012 and 2011, the effective rate differed from the weighted average expected income tax expense rate primarily due to investments in tax-exempt securities and dividend exclusion.

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The tax effects of temporary differences that give rise to significant portions of the net deferred tax assets at December 31, 2013 and 2012 are presented below:

| <b>(Dollars in thousands)</b>   | <b>2013</b>     | <b>2012</b>      |
|---|-----------------|------------------|
| <b>Deferred tax assets:</b>   |                 |                  |
| Discounted unpaid losses and loss adjustment expenses   | \$ 9,459        | \$ 10,375        |
| Unearned premiums   | 3,346           | 2,737            |
| Alternative minimum tax credit carryover  | 9,947           | 9,185            |
| Partnership K1 basis differences  | 178             | 678              |
| Investment impairments  | 852             | 2,926            |
| Stock options   | 1,526           | 1,046            |
| Deferred acquisition costs  | 789             | 722              |
| Stat-to-GAAP reinsurance reserve  | 1,359           | 2,361            |
| Intercompany transfers  | 4,605           | 1,980            |
| Other   | 2,563           | 2,548            |
| <b>Total deferred tax assets</b>  | <b>34,624</b>   | <b>34,558</b>    |
| <b>Deferred tax liabilities:</b>  |                 |                  |
| Intangible assets   | 3,220           | 3,220            |
| Unrealized gain on securities available-for-sale and investments in limited partnerships included in accumulated other comprehensive income | 25,480          | 18,857           |
| Investment basis differences  | 400             | 398              |
| Depreciation and amortization   | 355             | 269              |
| Other   | 963             | 990              |
| <b>Total deferred tax liabilities</b>   | <b>30,418</b>   | <b>23,734</b>    |
| <b>Total net deferred tax assets</b>  | <b>\$ 4,206</b> | <b>\$ 10,824</b> |

Management believes it is more likely than not that the deferred tax assets will be completely utilized in future years. As a result, the Company has not recorded a valuation allowance at December 31, 2013 and 2012.

The Company had an alternative minimum tax ( AMT ) credit carryforward of \$9.9 million and \$9.2 million as of December 31, 2013 and 2012, respectively, which can be carried forward indefinitely. The company has a net operating loss ( NOL ) carryforward of \$1.2 million and \$0.9 million as of December 31, 2013 and 2012, respectively, that expires in 2032.

The Company and some of its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. The Company is no longer subject to U.S. federal tax examinations by tax authorities for tax years before 2009.

Should the Company's subsidiaries that are subject to income taxes imposed by the U.S. authorities pay a dividend to their foreign affiliates, withholding taxes would apply. The Company has not recorded deferred taxes for potential withholding tax on undistributed earnings. The Company believes it qualifies for treaty benefits under the Tax Convention with Luxembourg and would be subject to a 5% withholding tax if it were to pay a dividend. Determination of the unrecognized deferred tax liability related to these undistributed earnings is not practicable because of the complexities with its hypothetical calculation.

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The Company applies a more-likely-than-not recognition threshold for all tax uncertainties whereby it only recognizes those tax benefits that have a greater than 50% likelihood of being sustained upon examination by the

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taxing authorities. If recognized, the gross unrecognized tax benefits could lower the effective income tax rate in any future period. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

| <b>(Dollars in thousands)</b>     |        |
|-----------------------------------|--------|
| Balance as of January 1, 2012     | \$ 277 |
| Lapses on statutes of limitations | (277)  |
|                                   |        |
| Balance as of December 31, 2012   |        |
| Lapses on statutes of limitations |        |
|                                   |        |
| Balance as of December 31, 2013   | \$     |

The Company classifies all interest and penalties related to uncertain tax positions as income tax expense. As of December 31, 2013, the Company did not record any liabilities for tax-related interest and penalties on its consolidated balance sheet.

**12. Liability for Unpaid Losses and Loss Adjustment Expenses**

Activity in the liability for unpaid losses and loss adjustment expenses is summarized as follows:

| <b>(Dollars in thousands)</b>                            | <b>Years Ended December 31,</b> |             |              |
|--|---------------------------------|-------------|--------------|
|  | <b>2013</b>                     | <b>2012</b> | <b>2011</b>  |
| Balance at beginning of period                           | \$ 879,114                      | \$ 971,377  | \$ 1,052,743 |
| Less: Ceded reinsurance receivables                      | 240,566                         | 283,652     | 407,195      |
| Net balance at beginning of period                       | 638,548                         | 687,725     | 645,548      |
| Incurred losses and loss adjustment expenses related to: |                                 |             |              |
| Current year   | 140,873                         | 149,183     | 275,284      |
| Prior years  | (7,882)                         | 4,445       | 3,400        |
| Total incurred losses and loss adjustment expenses       | 132,991                         | 153,628     | 278,684      |
| Paid losses and loss adjustment expenses related to:     |                                 |             |              |
| Current year   | 50,732                          | 52,164      | 78,340       |
| Prior years  | 133,832                         | 150,641     | 158,167      |
| Total paid losses and loss adjustment expenses           | 184,564                         | 202,805     | 236,507      |
| Net balance at end of period                             | 586,975                         | 638,548     | 687,725      |
| Plus: Ceded reinsurance receivables                      | 192,491                         | 240,566     | 283,652      |
| Balance at end of period                                 | \$ 779,466                      | \$ 879,114  | \$ 971,377   |

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When analyzing loss reserves and prior year development, the Company considers many factors, including the frequency and severity of claims, loss trends, case reserve settlements that may have resulted in significant development, and any other additional or pertinent factors that may impact reserve estimates.

During 2013, the Company reduced its prior accident year loss reserves by \$7.9 million, which consisted of a \$7.6 million decrease related to Insurance Operations and a \$0.3 million decrease related to Reinsurance Operations.

During 2013, the Company reduced its prior accident year loss reserves for its Insurance Operations by \$7.6 million, which primarily consisted of the following:

**Property:** A \$9.2 million reduction primarily driven by better than expected development from accident years 2010, 2011, and 2012 related primarily to lower than expected non-catastrophe severity.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**General Liability:** A \$6.7 million reduction primarily due to better than expected emergence in nearly all accident years between 2003 through 2011 partially offset by an increase to accident years 1998 through 2002 and 2012 due to higher than anticipated loss emergence.

**Asbestos and Environmental:** A \$6.8 million increase primarily related to policies written prior to 1990.

**Professional:** A \$0.7 million increase primarily driven by \$2.2 million increase in aggregate from unexpected loss emergence in accident years 2006 to 2008 and 2010 offset by \$1.5 million of favorable emergence from accident years 1998 and 2011.

**Umbrella:** A \$1.1 million decrease primarily driven by better than expected loss emergence in accident years 2002 to 2010 offset by increases in 2011 and 2012.

**Commercial Auto:** A \$0.9 million increase primarily related to accident year 2011.

**Marine:** A \$0.9 million increase primarily related to accident years 2011 and 2012.

In 2013, the Company decreased its prior accident year loss reserves for its Reinsurance Operations by \$0.3 million primarily due to better than anticipated loss emergence on property lines partially offset by adverse development on director and officer, general liability, automobile, and marine.

During 2012, the Company increased its prior accident year loss reserves by \$4.4 million, which consisted of a \$4.2 million decrease related to Insurance Operations and a \$8.7 million increase related to Reinsurance Operations.

The \$4.2 million decrease related to Insurance Operations primarily consisted of the following:

**General liability:** A \$6.3 million reduction primarily due to favorable emergence of \$4.7 million on small business binding and \$3.3 million on casualty brokerage exposures primarily in accident years 2002 through 2005. Partially offsetting these reductions were increases of \$2.0 million on construction defect reserves in accident year 2007. The Company also decreased its reinsurance allowance by \$0.7 million in this line due to changes in its reinsurance exposure on specifically identified claims and general decreases in ceded reserves.

**Umbrella:** A \$0.7 million reduction primarily due to continued favorable emergence. Umbrella coverage typically attaches to other coverage lines, so these net decreases follow the decreases in general liability above.

**Property:** A \$1.2 million increase primarily related to accident year 2011 due to greater than expected loss emergence on a large sinkhole claim.

**Auto liability:** A \$1.2 million increase primarily driven by continued loss emergence on casualty brokerage exposures.

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The \$8.7 million increase related to Reinsurance Operations primarily consisted of the following:

**Workers Compensation:** An \$8.3 million increase in workers compensation lines primarily related to accident years 2009 and 2010 driven by increased frequency and severity. As a result of these increased losses, the Company recorded \$6.0 million in additional premium related to these treaties.

**Marine:** A \$2.7 million increase in marine lines primarily related to accident year 2011 primarily due to higher than expected reported losses.

**Automobile Liability:** A \$1.3 million increase in auto liability lines primarily related to accident year 2009 resulting from further unexpected development on non-standard auto treaties which were not renewed.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Property:** A \$3.4 million decrease in property lines primarily related to accident years 2009 and 2011 as a result of further development on worldwide catastrophe treaties.

During 2011, the Company increased its prior accident year loss reserves by \$3.4 million, which consisted of a \$9.7 million decrease related to Insurance Operations and a \$13.1 million increase related to Reinsurance Operations.

The \$9.7 million decrease related to Insurance Operations primarily consisted of the following:

**General Liability:** A \$12.9 million reduction in general liability lines primarily consisted of net reductions of \$25.5 million in accident years 2008 and prior due to continued favorable emergence. Incurred losses for these years have developed at a rate lower than the Company's historical averages. The Company also decreased its reinsurance allowance by \$1.3 million in this line due to changes in reinsurance exposure on specifically identified claims and general decreases in ceded reserves. Offsetting these decreases were increases of \$13.9 million in accident years 2009 and 2010 primarily driven by loss emergence as well as revised exposure estimates for construction defect liability. Increased estimates for construction defect were primarily the result of a methodology change during the year, with some increases in recent years due to a slight increase in claim frequency in one of the reviewed segments. The Company has addressed profitability concerns by exiting certain classes of business within this line.

**Property:** A \$2.5 million reduction in property lines primarily related to accident years 2009 and 2010 related to subrogation on a large equine mortality claim as well as favorable development on prior year catastrophe claims.

**Umbrella:** A \$1.7 million reduction in umbrella lines primarily related to accident years 2010 and prior primarily due to continued favorable emergence. Umbrella coverage typically attaches to other coverage lines, so these net decreases follow the decreases in general liability above.

**Professional Liability:** A \$5.7 million increase in professional liability lines primarily consisted of increases of \$19.0 million related to accident years 1998, 2009 and 2010, offset partially by decreases of \$13.2 million related to all other accident years. In 2011, the Company exited certain professional liability classes where the volume of premium was low and loss volatility was high. The Company is focused on writing business where it expects to realize profit that meets return on investment thresholds.

**Auto Liability:** A \$1.8 million increase in auto liability lines is primarily related to accident year 2010 due to higher than expected severity.

The \$13.1 million increase related to Reinsurance Operations primarily consisted of the following:

**General Liability:** An \$8.7 million increase in general liability lines primarily related to accident years 2009 and 2010 due to loss emergence that was greater than expected.

**Automobile Liability:** A \$3.1 million increase in automobile liability lines primarily related to accident year 2010 resulting from further unexpected development on non-standard auto treaties which were not renewed in 2011.



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**Property:** A \$1.5 million increase in property lines primarily related to accident year 2010 and is primarily related to loss emergence on a worldwide catastrophe treaty.

**Workers Compensation:** A \$1.0 million increase in workers compensation lines primarily related to accident years 2009 and 2010 and is the result of expected losses recorded on adjustment premiums recorded in 2011.

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**Professional Liability:** A \$1.3 million decrease in professional liability lines primarily related to accident years 2009 and 2010 and is the result of better than expected development on certain treaties.

Prior to 2001, the Company underwrote multi-peril business insuring general contractors, developers, and sub-contractors primarily involved in residential construction that has resulted in significant exposure to construction defect ( CD ) claims. The Company's reserves for CD claims (\$70.5 million and \$74.8 million as of December 31, 2013 and 2012, net of reinsurance, respectively) are established based upon management's best estimate in consideration of known facts, existing case law and generally accepted actuarial methodologies. However, due to the inherent uncertainty concerning this type of business, the ultimate exposure for these claims may vary significantly from the amounts currently recorded.

The Company has exposure to asbestos & environmental ( A&E ) claims. The asbestos exposure primarily arises from the sale of product liability insurance, and the environmental exposure arises from the sale of general liability and commercial multi-peril insurance. In establishing the liability for unpaid losses and loss adjustment expenses related to A&E exposures, management considers facts currently known and the current state of the law and coverage litigation. Liabilities are recognized for known claims (including the cost of related litigation) when sufficient information has been developed to indicate the involvement of a specific insurance policy, and management can reasonably estimate its liability. In addition, liabilities have been established to cover additional exposures on both known and unasserted claims. Estimates of the liabilities are reviewed and updated regularly. Case law continues to evolve for such claims, and significant uncertainty exists about the outcome of coverage litigation and whether past claim experience will be representative of future claim experience. Included in net unpaid losses and loss adjustment expenses as of December 31, 2013, 2012, and 2011 were IBNR reserves of \$18.2 million, \$14.6 million, and \$26.2 million, respectively, and case reserves of approximately \$4.8 million, \$5.5 million, and \$3.6 million, respectively, for known A&E-related claims.

The following table shows the Company's gross reserves for A&E losses:

| (Dollars in thousands)  | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2013                     | 2012      | 2011      |
| Gross reserve for A&E losses and loss adjustment expenses beginning of period | \$ 44,767                | \$ 50,601 | \$ 49,151 |
| Plus: Incurred losses and loss adjustment expenses case reserves              | 2,154                    | 7,687     | 2,005     |
| Plus: Incurred losses and loss adjustment expenses IBNR                       | 5,961                    | (5,860)   | 2,395     |
| Less: Payments  | 2,727                    | 7,661     | 2,950     |
| Gross reserves for A&E losses and loss adjustment expenses end of period      | \$ 50,155                | \$ 44,767 | \$ 50,601 |

The following table shows the Company's net reserves for A&E losses:

| (Dollars in thousands)  | Years Ended December 31, |           |           |
|---|--------------------------|-----------|-----------|
|   | 2013                     | 2012      | 2011      |
| Net reserve for A&E losses and loss adjustment expenses beginning of period | \$ 20,134                | \$ 25,285 | \$ 30,333 |
| Plus: Incurred losses and loss adjustment expenses case reserves            | 1,351                    | 6,934     | 1,873     |
| Plus: Incurred losses and loss adjustment expenses IBNR                     | 3,506                    | (5,683)   | (4,926)   |
| Less: Payments  | 1,953                    | 6,402     | 1,995     |
| Net reserves for A&E losses and loss adjustment expenses end of period      | \$ 23,038                | \$ 20,134 | \$ 25,285 |

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Establishing reserves for A&E and other mass tort claims involves more judgment than other types of claims due to, among other things, inconsistent court decisions, an increase in bankruptcy filings as a result of asbestos-related liabilities, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage. The insurance industry continues to receive a substantial number of asbestos-related bodily injury claims, with an increasing focus being directed toward other parties, including installers of products containing asbestos rather than against asbestos manufacturers. This shift has resulted in significant insurance coverage litigation implicating applicable coverage defenses or determinations, if any, including but not limited to, determinations as to whether or not an asbestos-related bodily injury claim is subject to aggregate limits of liability found in most comprehensive general liability policies.

In 2009, one of the Company's insurance companies was dismissed from a lawsuit seeking coverage from it and other unrelated insurance companies. The suit involved issues related to approximately 3,900 existing asbestos-related bodily injury claims and future claims. The dismissal was the result of a settlement of a disputed claim related to accident year 1984. The settlement is conditioned upon certain legal events occurring which may trigger financial obligations by the insurance company. One such event is the confirmation of a Plan involving an asbestos trust established under the bankruptcy code and funded in part by settlement proceeds. On February 24, 2014, the United States Bankruptcy Court for the Northern District of California (District Court) issued a Memorandum Re Confirmation of a Revised Plan following a remand from the Ninth Circuit Court of Appeals. The confirmation of the Revised Plan includes an injunction under 11 U.S.C. Section 524(g) (US bankruptcy code) related to the suit above. The injunction, also called a channeling injunction, precludes, among other things, non-settling insurers from asserting claims against one of the Company's insurance companies and asbestos related claims by third parties against one of the Company's insurance companies that are related to the named insured. The most recent ruling may be subject to an appeal by the non-settling insurer group. Management will continue to monitor the developments of the litigation to determine if any additional financial exposure is present.

As of December 31, 2013, 2012, and 2011, the survival ratio on a gross basis for the Company's open A&E claims was 11.3 years, 11.3 years, and 8.9 years, respectively. As of December 31, 2013, 2012, and 2011, the survival ratio on a net basis for the Company's open A&E claims was 6.7 years, 7.0 years, and 6.4 years, respectively. The survival ratio, which is the ratio of gross or net reserves to the 3-year average of annual paid claims, is a financial measure that indicates how long the current amount of gross or net reserves are expected to last based on the current rate of paid claims.

**13. Debt**

Debt consisted of the following as of December 31, 2013 and 2012:

|  | <b>December 31,</b> |             |
|--|---------------------|-------------|
|  | <b>2013</b>         | <b>2012</b> |
| Margin borrowing facility  | \$ 100,000          | \$          |
| 6.22% guaranteed senior notes due July 2013 to July 2015                       |                     | 54,000      |
| Three-month LIBOR plus 4.05% junior subordinated debentures due September 2033 |                     | 10,310      |
| Three-month LIBOR plus 3.85% junior subordinated debentures due October 2033   |                     | 20,619      |
| Loans payable, due 2012, 4.0% stated interest                                  |                     |             |
| Total debt   | \$ 100,000          | \$ 84,929   |

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Margin Borrowing Facility***

On July 19, 2013, the Company entered into a margin borrowing facility with a borrowing rate that is currently equal to the one week LIBOR rate plus 65 basis points, which combined is currently less than 1% as of December 31, 2013. This facility is due on demand. The borrowing is subject to maintenance margin, which is a minimum account balance that must be maintained. A decline in market conditions could require an additional deposit of collateral. As of December 31, 2013, approximately \$120.9 million in collateral was deposited to support the borrowing. The amount borrowed against the margin account may fluctuate as routine investment transactions, such as dividends received, investment income received, maturities and pay-downs, impact cash balances. The margin facility contains customary events of default, including, without limitation, insolvency, failure to make required payments, failure to comply with any representations or warranties, failure to adequately assure future performance, and failure of a guarantor to perform under its guarantee.

***Guaranteed Senior Notes***

On July 19, 2013, the Company paid the entire outstanding principal amount on its guaranteed senior notes. The payment of \$58.6 million consisted of principal of \$54.0 million and interest of \$4.6 million, which included a make-whole provision of \$2.9 million. This payment was funded by borrowing \$60.0 million pursuant to the Company's margin borrowing facility.

***Junior Subordinated Debentures***

On September 30, 2013, the Company redeemed the entire outstanding principal amount on its UNG Trust I junior subordinated notes. The payment of \$10.4 million consisted of principal of \$10.3 million and interest of \$0.1 million. This payment was funded by borrowing \$10.0 million pursuant to the Company's margin borrowing facility.

On October 29, 2013, the Company redeemed the entire outstanding principal amount on its UNG Trust II junior subordinated notes. The payment of \$20.8 million consisted of principal of \$20.6 million and interest of \$0.2 million. This payment was funded by borrowing \$20.2 million pursuant to the Company's margin borrowing facility.

**14. Shareholders' Equity**

***Repurchases of the Company's A Ordinary Shares***

The Company allows employees to surrender A ordinary shares as payment for the tax liability incurred upon the vesting of restricted stock that was issued under the Share Incentive Plan. During 2013, 2012, and 2011, the Company purchased an aggregate of 2,370, 4,997 and 8,347, respectively, of surrendered A ordinary shares from its employees for \$0.1 million, \$0.1 million and \$0.2 million, respectively. All shares purchased from employees by the Company are held as treasury stock and recorded at cost.

In 2011 and 2012, the Board of Directors authorized the Company to repurchase up to \$125.0 million of its A ordinary shares through share repurchase programs. The Company repurchased and retired an aggregate 5,371,419 of its A ordinary shares in the open market and in privately negotiated transactions at an aggregate price of \$112.2 million or an average of \$20.89 per share. The Company does not have authorization from the Board of Directors to repurchase any additional A ordinary shares as of December 31, 2013. The excess cost of the repurchased shares over their par value was classified to additional paid-in capital as of December 31, 2013.

Included in the share repurchases above, on May 9, 2012, the Company announced a self-tender offer pursuant to which it could repurchase up to \$61.0 million of its A ordinary shares. On June 14, 2012, the Company accepted

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for purchase 2,913,464 of its A ordinary shares at a price of \$21.75 per share for a total cost of \$63.4 million, excluding fees and expenses related to the tender offer. The Company funded the purchase of the shares using cash on hand. Included within the A ordinary shares accepted for purchase were 122,578 A ordinary shares that Global Indemnity elected to purchase pursuant to its option to increase the size of the tender offer by up to 2.0% of the outstanding A ordinary shares.

The following table provides information with respect to the A ordinary shares that were surrendered or repurchased in 2013:

| Period (1)          | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>Per<br>Share | Total Number of Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plan or<br>Program | Approximate Dollar<br>Value<br>of Shares That May Yet Be<br>Purchased Under the<br>Plan or Program (2) |
|---------------------|--|---------------------------------------|--|--|
| February 1 28, 2013 | 362(3)                                 | \$ 20.25                              |  | \$ 16,857,963  |
| March 1 31, 2013    | 891(3)                                 | \$ 22.78                              |  | \$ 16,857,963  |
| June 1 30, 2013     | 507(3)                                 | \$ 23.03                              |  | \$ 16,857,963  |
| December 1 31, 2013 | 610(3)                                 | \$ 26.07                              |  | \$ 16,857,963  |
| <b>Total</b>        | <b>2,370</b>                           | <b>\$ 23.29</b>                       |  |  |

(1) Based on settlement date.

(2) Approximate dollar value of shares is as of the last date of the applicable month.

(3) Surrendered by employees as payment of taxes withheld on the vesting of restricted stock.

The following table provides information with respect to the A ordinary shares that were surrendered or repurchased in 2012:

| Period (1)           | Total Number<br>of Shares<br>Purchased | Average<br>Price Paid<br>Per<br>Share | Total Number of Shares<br>Purchased as Part<br>of<br>Publicly<br>Announced<br>Plan or Program | Approximate Dollar<br>Value<br>of Shares That May Yet Be<br>Purchased Under the<br>Plan or Program (2) |
|----------------------|--|---------------------------------------|---|--|
| January 1 31, 2012   | 199,811                                | \$ 19.74                              | 196,431   | \$ 66,748,165  |
| February 1 29, 2012  | 100,932(3)                             | \$ 20.04                              | 96,996  | \$ 64,804,270  |
| March 1 31, 2012     | 153,524                                | \$ 18.77                              | 153,524   | \$ 61,925,785  |
| April 1 30, 2012     | 54,419(3)                              | \$ 18.85                              | 54,334  | \$ 60,902,382  |
| June 1 30, 2012      | 2,913,959(3)                           | \$ 21.75                              | 2,913,464   | \$   |
| September 1 30, 2012 | 265,789                                | \$ 20.70                              | 265,789   | \$ 19,503,588  |
| October 1 31, 2012   | 20,481(3)                              | \$ 22.03                              | 20,000  | \$ 19,063,588  |
| November 1 30, 2012  | 82,500                                 | \$ 21.95                              | 82,500  | \$ 17,253,963  |
| December 1 31, 2012  | 18,000(3)                              | \$ 22.02                              | 18,000  | \$ 16,857,963  |
| <b>Total</b>         | <b>3,809,415</b>                       | <b>\$ 21.37</b>                       | <b>3,801,038</b>  |  |

- (1) Based on settlement date.
- (2) Approximate dollar value of shares is as of the last date of the applicable month.
- (3) Includes shares surrendered by employees as payment of taxes withheld on the vesting of restricted stock.

**15. Related Party Transactions**

***Fox Paine & Company***

As of December 31, 2013, Fox Paine & Company LLC ( Fox Paine ) beneficially owned shares having approximately 93.0% of the Company s total outstanding voting power. Fox Paine has the right to appoint a

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number of the Company's Directors equal in aggregate to the pro rata percentage of the voting shares beneficially held by Fox Paine of the Company for so long as Fox Paine holds an aggregate of 25% or more of the voting power in the Company. Fox Paine & Company controls the election of all of the Company's Directors due to its controlling share ownership. The Company's Chairman is a member of Fox Paine. The Company relies on Fox Paine to provide management services and other services related to the operations of the Company.

At December 31, 2013 and 2012, Wind River Reinsurance was a limited partner in Fox Paine Capital Fund, II, which is managed by Fox Paine. This investment was originally made by United National Insurance Company in June 2000 and pre-dates the September 5, 2003 acquisition by Fox Paine of Wind River Investment Corporation, which was the predecessor holding company for United National Insurance Company. The Company's investment in this limited partnership was valued at \$3.5 million and \$3.1 million at December 31, 2013 and 2012, respectively. At December 31, 2013, the Company had an unfunded capital commitment of \$2.5 million to the partnership. There were no distributions received during 2013 and 2011. The Company received a distribution from the limited partnership of \$5.4 million, of which \$4.3 million was recorded as investment income, during 2012.

An annual management fee of \$1.9, \$1.5, and \$1.5 million was paid to Fox Paine in 2013, 2012 and 2011, respectively, and was recognized ratably over those years. The Company relies on Fox Paine to provide management services and other services related to the operations of the Company. This fee will be adjusted annually to reflect change in CPI. Beginning on September 5, 2014, the payment of the annual management fee will be deferred until a change of control or September, 2018, whichever occurs first, in exchange for an annual adjustment (the adjustment amount) equal to the percentage rate of return the Company earns on its investment portfolio multiplied by the aggregate annual services fees and adjustment amounts accumulated and unpaid through such date.

***Cozen O Connor***

The Company incurred \$0.02 and \$0.2 million for legal services rendered by Cozen O Connor. Stephen A. Cozen, the chairman of Cozen O Connor, is a member of the Company's Board of Directors in 2013 and 2012, respectively.

***Crystal & Company***

During each of the years ended December 31, 2013, 2012 and 2011, the Company incurred \$0.2 million in brokerage fees to Crystal & Company, an insurance broker. Prior to October 15, 2012, Crystal & Company was known as Frank Crystal & Company. James W. Crystal, the chairman and chief executive officer of Crystal & Company, is a member of the Company's Board of Directors.

***Hiscox Insurance Company (Bermuda) Ltd.***

Wind River Reinsurance is a participant in a reinsurance agreement with Hiscox Insurance Company (Bermuda) Ltd. (Hiscox Bermuda) effective January 1, 2013. Steve Green, the President of Wind River Reinsurance, is a member of Hiscox Bermuda's Board of Directors. The Company estimated that the following earned premium and incurred losses related to the agreement have been assumed by Wind River Reinsurance from Hiscox Bermuda:

| (Dollars in thousands)                      | Year Ended<br>December 31, 2013 |
|---|---------------------------------|
| Assumed earned premium                      | \$ 3,053                        |
| Assumed losses and loss adjustment expenses | 987                             |

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Net balances due to Wind River Reinsurance under this agreement are as follows:

| <b>(Dollars in thousands)</b> | <b>As of<br/>December 31,<br/>2013</b> |
|-------------------------------|--|
| Net balance receivable        | \$ 3,337                               |

**16. Commitments and Contingencies*****Lease Commitments***

Total rental expense under operating leases, net of sub-lease income for the years ended December 31, 2013, 2012, and 2011 were \$2.4 million, \$2.2 million, and \$4.1 million, respectively. As part of its Profit Enhancement Initiative, the Company incurred charges in 2011 resulting from future minimum lease commitments related to unused space. Cash payments on leases related to unused space will be paid in future periods and are included in the table below. See Note 4 for additional details. At December 31, 2013, future minimum cash payments under non-cancelable operating leases were as follows:

| <b>(Dollars in thousands)</b> |           |
|-------------------------------|-----------|
| 2014                          | 2,362     |
| 2015                          | 1,952     |
| 2016                          | 1,858     |
| 2017                          | 1,769     |
| 2018 and thereafter           | 3,679     |
| Total                         | \$ 11,620 |

***Legal Proceedings***

The Company is, from time to time, involved in various legal proceedings in the ordinary course of business. The Company maintains insurance and reinsurance coverage for such risks in amounts that it considers adequate. However, there can be no assurance that the insurance and reinsurance coverage that the Company maintains is sufficient or will be available in adequate amounts or at a reasonable cost. The Company does not believe that the resolution of any currently pending legal proceedings, either individually or taken as a whole, will have a material adverse effect on its business, results of operations, cash flows, or financial condition.

There is a greater potential for disputes with reinsurers who are in runoff. Some of the Company's reinsurers have operations that are in runoff, and therefore, the Company closely monitors those relationships. The Company anticipates that, similar to the rest of the insurance and reinsurance industry, it will continue to be subject to litigation and arbitration proceedings in the ordinary course of business.

On December 4, 2008, a federal jury in the U.S. District Court for the Eastern District of Pennsylvania (Philadelphia) returned a \$24.0 million verdict in favor of United National Insurance Company, an indirect wholly owned subsidiary of the Company, against AON Corp., an insurance and reinsurance broker. On July 24, 2009, a federal judge from the U.S. District Court for the Eastern District of Pennsylvania (Philadelphia) upheld that jury verdict. In doing so, the U.S. District Judge increased the verdict to \$32.2 million by adding more than \$8.2 million in prejudgment interest. AON filed its Notice of Appeal and a Bond in the amount of \$33.0 million. Oral arguments were heard by the Appellate Court on October 26, 2010. In January, 2011, the Company settled with AON for \$16.3 million. The Company realized approximately \$7.5 million in 2011, net of income taxes and attorney's fees.



***Other Commitments***

As mentioned in Note 15 above, the Company has a remaining commitment of \$2.5 million to the Fox Paine Capital Fund, II.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company is party to a Management Agreement, as amended, with Fox Paine, whereby in connection with certain management services provided to it by Fox Paine, the Company agreed to pay an annual management fee of \$1.9 million to Fox Paine & Company. See note 15 above for additional information pertaining to this management agreement.

**17. Share-Based Compensation Plans**

The fair value method of accounting recognizes share-based compensation to employees and non-employee directors in the statements of operations using the grant-date fair value of the stock options and other equity-based compensation expensed over the requisite service and vesting period.

For the purpose of determining the fair value of stock option awards, the Company uses the Black-Scholes option-pricing model. An estimation of forfeitures is required when recognizing compensation expense which is then adjusted over the requisite service period should actual forfeitures differ from such estimates. Changes in estimated forfeitures are recognized through a cumulative adjustment to compensation in the period of change.

The prescribed accounting guidance also requires tax benefits relating to excess stock-based compensation deductions to be prospectively presented in the statement of cash flows as financing cash inflows. Tax expense resulting from stock-based compensation deductions less than amounts reported for financial reporting purposes was \$0.1 million for the year ended December 31, 2011. There was no tax expense resulting from stock-based compensation deductions in excess of amounts reported for financial reporting purposes during 2013 and 2012.

***Share Incentive Plan***

The Company maintains the Global Indemnity plc Share Incentive Plan (as so amended, the Plan ). The purpose of the Plan is to give the Company a competitive advantage in attracting and retaining officers, employees, consultants and non-employee directors by offering stock options, restricted shares and other stock-based awards. As amended and restated on July 2, 2010, the Company may issue up to 5.0 million A ordinary shares for issuance pursuant to awards granted under the Plan. The Plan expired per its terms on September 5, 2013. It is expected that a new share incentive plan will be presented for approval at the Company s 2014 annual shareholder meeting.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Options**

Award activity for stock options granted under the Plan and the weighted average exercise price per share are summarized as follows:

|  | <b>Time-Based<br/>Options</b> | <b>Performance-<br/>Based<br/>Options</b> | <b>Total<br/>Options</b> | <b>Weighted<br/>Average<br/>Exercise Price<br/>Per Share</b> |
|--|-------------------------------|---|--------------------------|--|
| Options outstanding at January 1, 2011   | 205,309                       | 124,709                                   | 330,018                  | \$ 25.55   |
| Options issued                           | 400,000                       |   | 400,000                  | \$ 18.03   |
| Options forfeited                        | (31,178)                      | (124,709)                                 | (155,887)                | \$ 23.80   |
| Options exercised                        |                               |   |                          |  |
| Options retired                          | (8,150)                       |   | (8,150)                  | \$ 34.00   |
| Options purchased by the Company         |                               |   |                          |  |
| Options outstanding at December 31, 2011 | 565,981                       |   | 565,981                  | \$ 20.59   |
| Options issued                           |                               |   |                          |  |
| Options forfeited                        | (96,238)                      |   | (96,238)                 | \$ 24.09   |
| Options exercised                        | (5,000)                       |   | (5,000)                  | \$ 20.00   |
| Options retired                          |                               |   |                          |  |
| Options purchased by the Company         |                               |   |                          |  |
| Options outstanding at December 31, 2012 | 464,743                       |   | 464,743                  | \$ 19.87   |
| Options issued                           |                               |   |                          |  |
| Options forfeited                        | (5,000)                       |   | (5,000)                  | \$ 29.24   |
| Options exercised                        | (14,292)                      |   | (14,292)                 | \$ 20.00   |
| Options retired                          | (32,951)                      |   | (32,951)                 | \$ 34.00   |
| Options purchased by the Company         |                               |   |                          |  |
| Options outstanding at December 31, 2013 | 412,500                       |   | 412,500                  | \$ 18.62   |
| Options exercisable at December 31, 2013 | 262,500                       |   | 262,500                  | \$ 18.93   |

During 2013 and 2012, the company did not grant any new stock options. During 2011, the Company granted 400,000 Time-Based Options under the Plan, which consisted of 300,000 Time-Based Options which vest in 33 1/3% increments on December 31, 2012, 2013 and 2014 and 100,000 Time-Based Options which vest in 25% increments on December 31, 2012, 2013, 2014 and 2015. These options are subject to accident year true-up of underwriting results and are subject to Board approval. Any unvested options are forfeited upon termination of employment for any reason, and expire 10 years after the grant date.

The Company recorded \$1.2 million of compensation expense for stock options outstanding under the Plan in each of the years ended December 31, 2013 and 2012. In 2011, due to the impact of forfeitures, the Company recorded a net favorable adjustment to compensation expense of \$1.8 million for stock options outstanding under the Plan.

In 2013, the Company received \$0.3 million from the issuance of 14,292 A ordinary shares at a weighted average grant date value of \$20.00 per share exercised by a former employee of the Company under the Plan. In 2012, the Company received \$0.1 million from the issuance of 5,000 A ordinary shares at a weighted average grant date value of \$20.00 per share exercised by a former employee of the Company under the Plan. The Company did not receive any proceeds from the exercise of options during 2011 under the Plan.

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Amortization expense related to options outstanding is anticipated to be \$0.9 million in 2014 and \$0.2 million in 2015.

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Option intrinsic values, which are the differences between the fair value of \$25.30 at December 31, 2013 and the strike price of the option, are as follows:

|             | <b>Number<br/>of Shares</b> | <b>Weighted<br/>Average<br/>Strike Price</b> | <b>Intrinsic<br/>Value</b> |
|-------------|-----------------------------|--|----------------------------|
| Outstanding | 412,500                     | \$ 18.62                                     | \$ 2.9 million             |
| Exercisable | 262,500                     | \$ 18.93                                     | \$ 1.8 million             |
| Exercised   | 14,292                      | \$ 20.00                                     | \$ 0.1 million             |

NOTE: The intrinsic value of the exercised options is the difference between the fair market value at time of exercise and the strike price of the option.

The options exercisable at December 31, 2013 include the following:

| <b>Option Price</b>                             | <b>Number of options<br/>exercisable</b> |
|---|--|
| \$17.87   | 200,000                                  |
| \$18.50   | 50,000                                   |
| \$20.00   |  |
| \$29.24   |  |
| \$34.00   |  |
| \$37.70   | 12,500                                   |
| <b>Options exercisable at December 31, 2013</b> | <b>262,500</b>                           |

The weighted average fair value of options granted under the Plan was \$9.52 in 2011 using a Black-Scholes option-pricing model and the following weighted average assumptions. There were no options granted under the Plan in 2013 or 2012.

|                         | <b>2011</b> |
|-------------------------|-------------|
| Dividend yield          | 0.0%        |
| Expected volatility     | 55.21%      |
| Risk-free interest rate | 1.4%        |
| Expected option life    | 6.2 years   |

The following tables summarize the range of exercise prices of options outstanding at December 31, 2013, 2012, and 2011:

| <b>Ranges of<br/>Exercise Prices</b> | <b>Outstanding at<br/>December<br/>31, 2013</b> | <b>Weighted Average Per<br/>Share Exercise<br/>Price</b> | <b>Weighted Average<br/>Remaining Life</b> |
|--------------------------------------|---|--|--|
| \$17.87 \$19.99                      | 400,000   | \$ 18.03   | 7.8 years                                  |
| \$30.00 \$34.00                      | 12,500  | \$ 37.70   | 1.8 years                                  |

|       |         |
|-------|---------|
| Total | 412,500 |
|-------|---------|

| <b>Ranges of<br/>Exercise Prices</b> | <b>Outstanding at<br/>December<br/>31, 2012</b> | <b>Weighted Average Per<br/>Share Exercise<br/>Price</b> | <b>Weighted Average<br/>Remaining Life</b> |
|--------------------------------------|---|--|--|
| \$17.87 \$19.99                      | 400,000   | \$ 18.03   | 8.8 years                                  |
| \$20.00 \$29.99                      | 19,293  | \$ 22.39   | 0.9 years                                  |
| \$30.00 \$34.00                      | 45,450  | \$ 35.02   | 1.5 years                                  |
| Total                                | 464,743   |  |  |

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| Ranges of<br>Exercise Prices | Outstanding at<br>December<br>31, 2011 | Weighted Average Per<br>Share Exercise<br>Price | Weighted Average<br>Remaining Life |
|------------------------------|--|---|------------------------------------|
| \$16.98 \$19.99              | 400,207                                | \$ 18.03  | 9.8 years                          |
| \$20.00 \$29.99              | 117,824                                | \$ 23.41  | 6.5 years                          |
| \$30.00 \$37.70              | 47,950                                 | \$ 35.11  | 2.0 years                          |
| Total                        | 565,981                                |   |                                    |

**Restricted Shares**

In addition to stock option awards, the Plan also provides for the issuance of restricted shares to employees and non-employee Directors. The Company recognized compensation expense for restricted stock of \$2.1 million, \$1.8 million and \$1.2 million for 2013, 2012, and 2011, respectively. The total unrecognized compensation expense for the non-vested restricted stock was \$2.9 million at December 31, 2013, which will be recognized over a weighted average life of 1.8 years.

The following table summarizes the restricted stock awards since inception.

| Year                       | Restricted Stock Awards |           |           |
|----------------------------|-------------------------|-----------|-----------|
|                            | Employees               | Directors | Total     |
| Inception through 2010 (1) | 534,325                 | 248,623   | 782,948   |
| 2011                       | 65,481                  | 55,351    | 120,832   |
| 2012                       | 29,675                  | 50,885    | 80,560    |
| 2013                       | 81,587                  | 50,421    | 132,008   |
|                            | 711,068                 | 405,280   | 1,116,348 |

(1) Includes 122,603 shares that were purchased by key employees in 2003.

The following table summarizes the non-vested Restricted Shares activity for the years ended December 31, 2013, 2012, and 2011:

|   | Number of<br>Shares | Weighted<br>Average<br>Price<br>Per Share |
|---|---------------------|---|
| Non-vested Restricted Shares at January 1, 2011   | 65,945              | \$ 20.26                                  |
| Shares issued                                     | 120,832             | \$ 21.12                                  |
| Shares vested                                     | (93,156)            | \$ 20.77                                  |
| Shares forfeited                                  | (67,605)            | \$ 20.25                                  |
| Non-vested Restricted Shares at December 31, 2011 | 26,016              | \$ 18.29                                  |
| Shares issued                                     | 80,560              | \$ 19.67                                  |
| Shares vested                                     | (68,649)            | \$ 19.99                                  |

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|   |          |          |
|---|----------|----------|
| Shares forfeited                                  | (3,423)  | \$ 20.87 |
| Non-vested Restricted Shares at December 31, 2012 | 34,504   | \$ 17.87 |
| Shares issued                                     | 132,008  | \$ 22.78 |
| Shares vested                                     | (67,937) | \$ 22.17 |
| Shares forfeited                                  | (454)    | \$ 22.13 |
| Non-vested Restricted Shares at December 31, 2013 | 98,121   | \$ 21.48 |

Based on the terms of the Restricted Shares awards, all forfeited shares revert back to the Company.



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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

During 2011, the Company granted an aggregate of 65,481 Restricted Shares to key employees of the Company at a weighted average grant date fair value of \$21.44 per share and an aggregate of 55,351 fully vested Director Restricted Shares, which are subject to certain restrictions, at a weighted average grant date fair value of \$20.74 per share to non-employee Directors of the Company under the Plan. In 2011, the Company granted 17,799 Restricted Shares to key employees and 14,171 fully vested Director Restricted Shares to non-employee Directors of the Company out of shares previously forfeited. Included in the 65,481 are 54,233 Restricted Shares granted by the Company to key executives of the Company. Included in the 54,233 are 38,585 shares that were forfeited in 2011 and 15,648 shares that vest 100% on the first subsequent anniversary date of the award.

During 2012, the Company granted an aggregate of 29,675 Restricted Shares to key employees of the Company at a weighted average grant date fair value of \$18.60 per share which vest 33 1/3% on each subsequent anniversary date of the award for a period of three years. During 2012, the Company granted an aggregate of 50,885 fully vested Director Restricted Shares, which are subject to certain restrictions, at a weighted average grant date fair value of \$20.29 per share to non-employee Directors of the Company under the Plan. The fully vested Director Restricted Shares were granted from shares previously forfeited.

During 2013, the Company granted an aggregate of 81,587 Restricted Shares to key employees of the Company at a weighted average grant date fair value of \$22.13 per share which vest as follows:

50% of granted stock vests 33 1/3% on each subsequent anniversary date of the award for a period of three years.

50% of granted stock vests 100% on the anniversary of the third year subject to accident year true-up of bonus year underwriting results and are subject to Board approval.

During 2013, the Company awarded an aggregate of 50,421 fully vested Director Restricted Shares, which are subject to certain restrictions, at a weighted average grant date fair value of \$23.83 per share to non-employee Directors of the Company under the Plan.

Included in the 50,421 are 18,838 A ordinary shares earned by the non-employee directors of the Company during 2013 which have a weighted average grant date fair value of \$25.38 per share. These shares have not yet been granted but are considered issued and outstanding for purposes of this financial statement and are subject to shareholder approval of the Company's revised share incentive plan at the Company's 2014 annual shareholder meeting.

***Chief Executive Officer***

Effective September 19, 2011, Cynthia Y. Valko was hired as the Company's Chief Executive Officer as successor to Larry A. Frakes, who announced his retirement effective December 31, 2011 and, in accordance with his employment agreement, forfeited 31,178 time-based options and 124,709 performance-based options. During 2012, Mr. Frakes' remaining 93,531 options expired.

Ms. Valko's terms of employment included two equity components including the granting of 300,000 time-based stock options with a strike price equal to the closing price of the Company's shares on the trading day preceding the start date, or \$17.87 per share, and an annual bonus opportunity of which 50% shall be paid in restricted shares based on the market value of the Company's shares as of December 31 of the subject bonus year. The time-based options vested 33 1/3% on December 31, 2012 and will vest 33 1/3% on December 31, 2013 and 2014 pending Board approval at the time of vesting. The restricted shares vest 33 1/3% on each anniversary of the subject bonus year. All equity components based on performance are subject to accident year true-up of bonus year underwriting results and are subject to Board approval.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****18. 401(k) Plan**

The Company maintains a 401(k) defined contribution plan that covers all eligible U.S. employees. Under this plan, the Company matches 100% of the first 6% contributed by an employee. Vesting on contributions made by the Company is immediate. Total expenses for the plan were \$1.2 million, \$1.1 million, and \$1.1 million for the years ended December 31, 2013, 2012, and 2011, respectively.

**19. Earnings (Loss) Per Share**

Earnings (loss) per share have been computed using the weighted average number of ordinary shares and ordinary share equivalents outstanding during the period.

The following table sets forth the computation of basic and diluted earnings (loss) per share. In 2011, Diluted shares were the same as Basic shares since there was a net loss for that year.

| (Dollars in thousands, except share and per share data) | Years Ended December 31, |            |             |
|---|--------------------------|------------|-------------|
|   | 2013                     | 2012       | 2011        |
| Net income (loss)                                       | \$ 61,690                | \$ 34,757  | \$ (38,338) |
| <i>Basic earnings (loss) per share:</i>                 |                          |            |             |
| Weighted average shares outstanding basic               | 25,072,712               | 26,722,772 | 30,246,095  |
| Net income (loss) per share                             | \$ 2.46                  | \$ 1.30    | \$ (1.27)   |
| <i>Diluted earnings (loss) per share:</i>               |                          |            |             |
| Weighted average shares outstanding diluted             | 25,174,015               | 26,748,833 | 30,246,095  |
| Net income (loss) per share                             | \$ 2.45                  | \$ 1.30    | \$ (1.27)   |

A reconciliation of weighted average shares for basic earnings per share to weighted average shares for diluted earnings per share is as follows:

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2013                     | 2012       | 2011       |
| Weighted average shares for basic earnings per share   | 25,072,712               | 26,722,772 | 30,246,095 |
| Non-vested restricted stock                            | 53,876                   | 17,474     |            |
| Options  | 47,427                   | 8,587      |            |
| Weighted average shares for diluted earnings per share | 25,174,015               | 26,748,833 | 30,246,095 |

If the Company had not incurred a loss in 2011, then 30,278,920 weighted average shares would have been used to compute the diluted loss per share calculation. In addition to the basic shares, weighted average shares for the diluted calculation would have included 24,150 shares of non-vested restricted stock and 8,675 share equivalents for options and warrants.

The weighted average shares outstanding used to determine dilutive earnings per share for the years ended December 31, 2013, 2012 and 2011 do not include 12,500, 452,450 and 551,732 shares, respectively, which were deemed to be anti-dilutive.



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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**20. Statutory Financial Information**

GAAP differs in certain respects from Statutory Accounting Principles ( SAP ) as prescribed or permitted by the various U.S. state insurance departments. The principal differences between SAP and GAAP are as follows:

Under SAP, investments in debt securities are primarily carried at amortized cost, while under GAAP the Company records its debt securities at estimated fair value.

Under SAP, policy acquisition costs, such as commissions, premium taxes, fees and other costs of underwriting policies are charged to current operations as incurred, while under GAAP such costs are deferred and amortized on a pro rata basis over the period covered by the policy.

Under SAP, certain assets designated as Non-admitted assets (such as prepaid expenses) are charged against surplus.

Under SAP, net deferred income tax assets are admitted following the application of specified criteria, with the resulting admitted deferred tax amount being credited directly to surplus.

Under SAP, certain premium receivables are non-admitted and are charged against surplus based upon aging criteria.

Under SAP, the costs and related receivables for guaranty funds and other assessments are recorded based on management's estimate of the ultimate liability and related receivable settlement, while under GAAP such costs are accrued when the liability is probable and reasonably estimable and the related receivable amount is based on future premium collections or policy surcharges from in-force policies.

Under SAP, unpaid losses and loss adjustment expenses and unearned premiums are reported net of the effects of reinsurance transactions, whereas under GAAP, unpaid losses and loss adjustment expenses and unearned premiums are reported gross of reinsurance.

Under SAP, a provision for reinsurance is charged to surplus based on the authorized status of reinsurers, available collateral, and certain aging criteria, whereas under GAAP, an allowance for uncollectible reinsurance is established based on management's best estimate of the collectability of reinsurance receivables.

The National Association of Insurance Commissioners ( NAIC ) issues model laws and regulations, many of which have been adopted by state insurance regulators, relating to: (a) risk-based capital ( RBC ) standards; (b) codification of insurance accounting principles; (c) investment restrictions; and (d) restrictions on the ability of insurance companies to pay dividends.

The Company's U.S. insurance subsidiaries are required by law to maintain certain minimum surplus on a statutory basis, and are subject to regulations under which payment of a dividend from statutory surplus is restricted and may require prior approval of regulatory authorities. In December, 2013, each of the U.S. insurance subsidiaries declared an extraordinary dividend that aggregated to \$200 million. In January, 2014, each of the dividends for the U.S. insurance companies was approved by their respective departments of insurance in Pennsylvania, Indiana, Wisconsin, and Virginia. On January 23, 2014, the U.S. insurance companies paid an aggregate of \$200 million to Global Indemnity Group, Inc.

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Applying the current regulatory restrictions as of December 31, 2013, the maximum amount of distributions that could be paid after January 23, 2015 by the United National insurance companies and the Penn-America insurance companies as dividends under applicable laws and regulations without regulatory approval is approximately \$19.6 million and \$8.0 million, respectively. The Penn-America insurance companies limitation includes \$2.6 million that would be distributed to United National Insurance Company or its subsidiary Penn Independent Corporation based on the December 31, 2013 ownership percentages.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The NAIC's RBC model provides a tool for insurance regulators to determine the levels of statutory capital and surplus an insurer must maintain in relation to its insurance and investment risks, as well as its reinsurance exposures, to assess the potential need for regulatory attention. The model provides four levels of regulatory attention, varying with the ratio of an insurance company's total adjusted capital to its authorized control level RBC ( ACLRBC ). If a company's total adjusted capital is:

- (a) less than or equal to 200%, but greater than 150% of its ACLRBC (the Company Action Level ), the company must submit a comprehensive plan to the regulatory authority proposing corrective actions aimed at improving its capital position;
- (b) less than or equal to 150%, but greater than 100% of its ACLRBC (the Regulatory Action Level ), the regulatory authority will perform a special examination of the company and issue an order specifying the corrective actions that must be followed;
- (c) less than or equal to 100%, but greater than 70% of its ACLRBC (the Authorized Control Level ), the regulatory authority may take any action it deems necessary, including placing the company under regulatory control; and
- (d) less than or equal to 70% of its ACLRBC (the Mandatory Control Level ), the regulatory authority must place the company under its control.

Based on the standards currently adopted, the Company reported in its 2013 statutory filings that the capital and surplus of the U.S. insurance companies are above the prescribed Company Action Level RBC requirements.

The following is selected information for the Company's U.S. insurance companies, net of intercompany eliminations, where applicable, as determined in accordance with SAP:

| (Dollars in thousands)                                 | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2013                     | 2012       | 2011       |
| Statutory capital and surplus, as of end of period (1) | \$ 251,464               | \$ 413,303 | \$ 434,767 |
| Statutory net income (loss)                            | 31,781                   | 10,813     | 30,792     |

(1) Includes extraordinary dividend declared in 2013 for an aggregate of \$200 million.

Wind River Reinsurance must also prepare annual statutory financial statements. The Bermuda Insurance Act 1978 (the Insurance Act ) prescribes rules for the preparation and substance of these statutory financial statements which include, in statutory form, a balance sheet, an income statement, a statement of capital and surplus and notes thereto. The statutory financial statements are not prepared in accordance with GAAP or SAP and are distinct from the financial statements prepared for presentation to Wind River Reinsurance's shareholders and under the Bermuda Companies Act 1981 (the Companies Act ), which financial statements will be prepared in accordance with GAAP.

The principal differences between statutory financial statements prepared under the Insurance Act and GAAP are as follows:

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Under the Insurance Act, policy acquisition costs, such as commissions, premium taxes, fees and other costs of underwriting policies are charged to current operations as incurred, while under GAAP such costs are deferred and amortized on a pro rata basis over the period covered by the policy.

Under the Insurance Act, prepaid expenses and intangible assets are charged to current operations as incurred, while under GAAP such costs are deferred and amortized on a pro rata basis.

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**GLOBAL INDEMNITY PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Under the Insurance Act, unpaid losses and loss adjustment expenses and unearned premiums are reported net of the effects of reinsurance transactions, whereas under GAAP, unpaid losses and loss adjustment expenses and unearned premiums are reported gross of reinsurance.

Under the Companies Act, Wind River Reinsurance may only declare or pay a dividend if it has no reasonable grounds for believing that it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would not be less than the aggregate of its liabilities and its issued share capital and share premium accounts. Wind River Reinsurance is also prohibited, without the approval of the BMA, from reducing by 15% or more its total statutory capital as set out in its previous year's statutory financial statements, and any application for such approval must include such information as the BMA may require. Based upon the total statutory capital plus the statutory surplus as set out in its 2013 statutory financial statements that will be filed in 2014, Wind River Reinsurance could pay a dividend of up to \$236.0 million without requesting BMA approval. Wind River Reinsurance is dependent on receiving distributions from its subsidiaries in order to pay the full dividend.

**21. Segment Information**

The Company manages its business through two business segments: Insurance Operations, which includes the operations of United National Insurance Company, Diamond State Insurance Company, United National Specialty Insurance Company, Penn-America Insurance Company, Penn-Star Insurance Company, Penn-Patriot Insurance Company, American Insurance Adjustment Agency, Inc., Collectibles Insurance Services, LLC, Global Indemnity Insurance Agency, LLC, and J.H. Ferguson & Associates, LLC, and Reinsurance Operations, which includes the operations of Wind River Reinsurance Company, Ltd.

On December 31, 2013, Diamond State Insurance Company sold all the outstanding shares of capital stock of one of its wholly owned subsidiaries, United National Casualty Insurance Company, to an unrelated party. The financial results of the Insurance Operations for 2013, 2012, and 2011 include the financial results for United National Casualty Insurance Company. Management deemed this transaction to be an asset sale with the assets primarily comprised of investments and insurance licenses. This transaction will not have a significant impact on the ongoing business operations.

The Insurance Operations segment and the Reinsurance Operations segment follow the same accounting policies used for the Company's consolidated financial statements. For further disclosure regarding the Company's accounting policies, please see Note 5.



**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following are tabulations of business segment information for the years ended December 31, 2013, 2012, and 2011. Corporate information is included to reconcile segment data to the consolidated financial statements.

| 2013:   | Insurance<br>Operations (1) | Reinsurance<br>Operations<br>(2) | Total        |
|---|-----------------------------|----------------------------------|--------------|
| <b>(Dollars in thousands)</b>                     |                             |                                  |              |
| <b>Revenues:</b>                                  |                             |                                  |              |
| Gross premiums written                            | \$ 232,373                  | \$ 58,350                        | \$ 290,723   |
| Net premiums written                              | \$ 213,705                  | \$ 58,279                        | \$ 271,984   |
| Net premiums earned                               | \$ 196,302                  | \$ 52,420                        | \$ 248,722   |
| Other income (loss)                               | 5,795                       | (4)                              | 5,791        |
| Total revenue                                     | 202,097                     | 52,416                           | 254,513      |
| <b>Losses and Expenses:</b>                       |                             |                                  |              |
| Net losses and loss adjustment expenses           | 116,837                     | 16,154                           | 132,991      |
| Acquisition costs and other underwriting expenses | 87,360(3)                   | 18,291                           | 105,651      |
| Income (loss) from segments                       | (2,100)                     | \$ 17,971                        | 15,871       |
| <b>Unallocated items:</b>                         |                             |                                  |              |
| Net investment income                             |                             |                                  | 37,209       |
| Net realized investment gains                     |                             |                                  | 27,412       |
| Corporate and other operating expenses            |                             |                                  | (11,614)     |
| Interest expense                                  |                             |                                  | (6,169)      |
| Income before income taxes                        |                             |                                  | 62,709       |
| Income tax expense                                |                             |                                  | 1,019        |
| Net income  |                             |                                  | \$ 61,690    |
| Total assets                                      | \$ 1,264,306                | \$ 647,473(4)                    | \$ 1,911,779 |

- (1) Includes business ceded to the Company's Reinsurance Operations.
- (2) External business only, excluding business assumed from affiliates.
- (3) Includes excise tax of \$1,026 related to cessions from Insurance Operations to Reinsurance Operations.
- (4) Comprised of Wind River Reinsurance's total assets less its investment in subsidiaries.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2012:**

| (Dollars in thousands)                            | Insurance<br>Operations (1) | Reinsurance<br>Operations<br>(2) | Total        |
|---|-----------------------------|----------------------------------|--------------|
| <b>Revenues:</b>                                  |                             |                                  |              |
| Gross premiums written                            | \$ 201,790                  | \$ 42,263                        | \$ 244,053   |
| Net premiums written                              | \$ 177,832                  | \$ 41,715                        | \$ 219,547   |
| Net premiums earned                               | \$ 179,153                  | \$ 59,709                        | \$ 238,862   |
| Other income (loss)                               | 568                         | (726)                            | (158)        |
| Total revenue                                     | 179,721                     | 58,983                           | 238,704      |
| <b>Losses and Expenses:</b>                       |                             |                                  |              |
| Net losses and loss adjustment expenses           | 118,515                     | 35,113                           | 153,628      |
| Acquisition costs and other underwriting expenses | 79,910(3)                   | 15,493                           | 95,403       |
| Income (loss) from segments                       | (18,704)                    | \$ 8,377                         | (10,327)     |
| <b>Unallocated items:</b>                         |                             |                                  |              |
| Net investment income                             |                             |                                  | 47,557       |
| Net realized investment gains                     |                             |                                  | 6,755        |
| Corporate and other operating expenses            |                             |                                  | (9,691)      |
| Interest expense                                  |                             |                                  | (5,393)      |
| Income before income taxes                        |                             |                                  | 28,901       |
| Income tax benefit                                |                             |                                  | (5,856)      |
| Net income  |                             |                                  | \$ 34,757    |
| Total assets                                      | \$ 1,259,083                | \$ 644,620(4)                    | \$ 1,903,703 |

- (1) Includes business ceded to the Company's Reinsurance Operations.  
(2) External business only, excluding business assumed from affiliates.  
(3) Includes excise tax of \$936 related to cessions from Insurance Operations to Reinsurance Operations.  
(4) Comprised of Wind River Reinsurance's total assets less its investment in subsidiaries.

**Table of Contents****GLOBAL INDEMNITY PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2011:**

| (Dollars in thousands)                            | Insurance<br>Operations (1) | Reinsurance<br>Operations<br>(2) | Total        |
|---|-----------------------------|----------------------------------|--------------|
| <b>Revenues:</b>                                  |                             |                                  |              |
| Gross premiums written                            | \$ 229,148                  | \$ 78,755                        | \$ 307,903   |
| Net premiums written                              | \$ 202,317                  | \$ 78,253                        | \$ 280,570   |
| Net premiums earned                               | \$ 216,549                  | \$ 81,305                        | \$ 297,854   |
| Other income                                      | 12,138                      | 443                              | 12,581       |
| Total revenue                                     | 228,687                     | 81,748                           | 310,435      |
| <b>Losses and Expenses:</b>                       |                             |                                  |              |
| Net losses and loss adjustment expenses           | 188,358                     | 90,326                           | 278,684      |
| Acquisition costs and other underwriting expenses | 94,675(3)                   | 26,816                           | 121,491      |
| Loss from segments                                | \$ (54,346)                 | \$ (35,394)                      | (89,740)     |
| <b>Unallocated items:</b>                         |                             |                                  |              |
| Net investment income                             |                             |                                  | 53,112       |
| Net realized investment gains                     |                             |                                  | 21,473       |
| Corporate and other operating expenses            |                             |                                  | (13,973)     |
| Interest expense                                  |                             |                                  | (6,476)      |
| Loss before income taxes                          |                             |                                  | (35,604)     |
| Income tax expense                                |                             |                                  | 2,787        |
| Loss before equity in net income of partnerships  |                             |                                  | (38,391)     |
| Equity in net income of partnerships, net of tax  |                             |                                  | 53           |
| Net loss  |                             |                                  | \$ (38,338)  |
| Total assets                                      | \$ 1,437,616                | \$ 635,300(4)                    | \$ 2,072,916 |

- (1) Includes business ceded to the Company's Reinsurance Operations.
- (2) External business only, excluding business assumed from affiliates.
- (3) Includes excise tax of \$1,125 related to cessions from Insurance Operations to Reinsurance Operations.
- (4) Comprised of Wind River Reinsurance's total assets less its investment in subsidiaries.

**22. Supplemental Cash Flow Information****Taxes and Interest Paid**

The Company paid the following net federal income taxes and cash interest for 2013, 2012, and 2011:

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| (Dollars in thousands)         | Years Ended December 31, |       |       |
|--------------------------------|--------------------------|-------|-------|
|                                | 2013                     | 2012  | 2011  |
| Federal income taxes recovered | \$ 7,613                 | \$ 38 | \$    |
| Federal income taxes paid      | 162                      | 265   | 5,025 |
| Interest paid                  | 7,678                    | 5,895 | 6,900 |

### 23. New Accounting Pronouncements

In February, 2013, the FASB issued new accounting guidance surrounding other comprehensive income. The new guidance requires additional disclosure surrounding amounts reclassified out of accumulated other comprehensive by component. This guidance is effective for reporting periods beginning after December 15, 2012. The Company adopted this guidance effective January 1, 2013.

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An unaudited summary of the Company's 2013 and 2012 quarterly performance is as follows:

| (Dollars in thousands, except per share data)     | Year Ended December 31, 2013 |                |               |                |
|---|------------------------------|----------------|---------------|----------------|
|   | First Quarter                | Second Quarter | Third Quarter | Fourth Quarter |
| Net premiums earned                               | \$ 55,996                    | \$ 58,671      | \$ 64,469     | \$ 69,586      |
| Net investment income                             | 10,034                       | 9,765          | 8,486         | 8,924          |
| Net realized investment gains (losses)            | 5,757                        | 2,806          | 1,641         | 17,208         |
| Net losses and loss adjustment expenses           | 31,788                       | 34,924         | 35,483        | 30,796         |
| Acquisition costs and other underwriting expenses | 24,477                       | 24,472         | 28,028        | 28,674         |
| Income (loss) before income taxes                 | 12,058                       | 8,440          | 5,056         | 37,155         |
| Net income (loss)                                 | 12,365                       | 8,664          | 6,948         | 33,713         |
| Per share data Diluted:                           |                              |                |               |                |
| Net income (loss)                                 | \$ 0.49                      | \$ 0.34        | \$ 0.28       | \$ 1.34        |

| (Dollars in thousands, except per share data)     | Year Ended December 31, 2012 |                |               |                |
|---|------------------------------|----------------|---------------|----------------|
|   | First Quarter                | Second Quarter | Third Quarter | Fourth Quarter |
| Net premiums earned                               | \$ 64,470                    | \$ 57,859      | \$ 55,329     | \$ 61,204      |
| Net investment income                             | 11,417                       | 11,071         | 14,777        | 10,292         |
| Net realized investment gains (losses)            | 1,761                        | 1,941          | 3,211         | (158)          |
| Net losses and loss adjustment expenses           | 42,009                       | 36,158         | 35,407        | 40,054         |
| Acquisition costs and other underwriting expenses | 23,167                       | 23,760         | 23,223        | 25,253         |
| Income (loss) before income taxes                 | 8,154                        | 7,107          | 11,484        | 2,156          |
| Net income (loss) (1)                             | 10,862                       | 9,604          | 9,913         | 4,378          |
| Per share data Diluted:                           |                              |                |               |                |
| Net income (loss)                                 | \$ 0.38                      | \$ 0.35        | \$ 0.39       | \$ 0.17        |

(1) Results for the fourth quarter of 2012 include the impact of an out-of-period adjustment which reduced net income by \$1.6 million.

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**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 maintains disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )) that are designed to ensure that information required to be disclosed in the Company s reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. The Company s management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of disclosure controls and procedures as of December 31, 2013. Based upon that evaluation and subject to the foregoing, the Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2013, the design and operation of the Company s disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

**Management s Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company s internal control over financial reporting is designed to provide reasonable assurances regarding the reliability of financial reporting and the preparation of the consolidated financial statements of the Company in accordance with U.S. generally accepted accounting principles.

The Company s internal control over financial reporting includes those policies and procedures that:

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of the Company s management and Directors; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Management has assessed the Company s internal control over financial reporting as of December 31, 2013. The standard measures adopted by management in making its evaluation are the measures in the Internal Control Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission in 1992.

Based upon its assessment, management has concluded that the Company s internal control over financial reporting was effective at December 31, 2013, and that there were no material weaknesses in the Company s internal control over financial reporting as of that date.

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PricewaterhouseCoopers LLP, an independent registered public accounting firm, which has audited and reported on the consolidated financial statements contained in this Form 10-K, has issued its report on the effectiveness of the Company's internal control over financial reporting. See Report of Independent Registered Public Accounting Firm on page 83.

**Changes in Internal Control over Financial Reporting**

The Company has added, deleted, or modified certain of its internal controls over financial reporting during 2013. However, there have been no changes in the Company's internal controls over financial reporting that occurred during the quarter ended December 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

**Item 9B. OTHER INFORMATION**

None.

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**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated by reference to, and will be contained in, the Company's definitive proxy statement relating to the 2014 Annual Meeting of Shareholders.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference to, and will be contained in, the Company's definitive proxy statement relating to the 2014 Annual Meeting of Shareholders.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT, AND RELATED STOCKHOLDER MATTERS**

The information required by this Item is incorporated by reference to, and will be contained in, the Company's definitive proxy statement relating to the 2014 Annual Meeting of Shareholders.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference to, and will be contained in, the Company's definitive proxy statement relating to the 2014 Annual Meeting of Shareholders.

**Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item is incorporated by reference to, and will be contained in, the Company's definitive proxy statement relating to the 2014 Annual Meeting of Shareholders.



**Table of Contents****PART IV****Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the Company in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

The following documents are filed as part of this report:

- (1) The Financial Statements listed in the accompanying index on page 82 are filed as part of this report.
- (2) The Financial Statement Schedules listed in the accompanying index on page 82 are filed as part of this report.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Memorandum and Articles of Association of Global Indemnity plc (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10Q for the quarter ended June 30, 2013 (File No. 001-34809)).   |
| 3.2                | Certificate of Incorporation of Global Indemnity plc, an Irish public limited company (incorporated by reference to Exhibit 3.2 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).  |
| 10.1*              | Management Agreement, dated as of September 5, 2003, by and among United National Group, Ltd., Fox Paine & Company, LLC and The AMC Group, L.P. with related Indemnity Letter (incorporated herein by reference to Exhibit 10.3 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (Registration No. 333-108857) filed on October 28, 2003) (File No. 000-50511)).  |
| 10.2*              | Amendment No. 1 to the Management Agreement, dated as of May 25, 2006, by and among United America Indemnity, Ltd., Fox Paine & Company, LLC and Wind River Holdings, L.P., formerly The AMC Group, L.P. (incorporated herein by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed on June 1, 2006) (File No. 000-50511)).  |
| 10.3*              | Letter Agreement, dated March 16, 2011, assigning the 2003 Management Agreement (as amended) and related indemnity agreement, by and among United America Indemnity, Ltd., Global Indemnity (Cayman) Ltd. and Fox Paine & Company, LLC (incorporated herein by reference to Exhibit 10.26 of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2010 (File No. 000-34809)).  |
| 10.4*              | Guaranties, dated March 15, 2011, provided by each of United America Indemnity, Ltd., Wind River Reinsurance Company, Ltd., and Global Indemnity Group, Inc., in each case in favor of Fox Paine & Company, LLC, relating to the obligations of Global Indemnity (Cayman) Ltd. under the Letter Agreement, dated March 15, 2011 (incorporated herein by reference to Exhibit 10.27 of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2010 (File No. 000-34809)). |
| 10.5*              | Amendment No. 3 to the Management Agreement, dated as of April 10, 2011, by and among Global Indemnity (Cayman) Ltd. and Fox Paine & Company, LLC (incorporated herein by reference to Exhibit 10.5 of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2012 (File No. 001-34809)).  |

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.6*              | Amended and Restated Management Agreement, dated as of October 31, 2013, by and among Global Indemnity (Cayman) Ltd. and Fox Paine & Company, LLC (incorporated herein by reference to Exhibit 10.1 of the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-34809)).   |
| 10.7*              | Reaffirmation Agreements, dated as of October 31, 2013, provided by each of United America Indemnity, Ltd., Wind River Reinsurance Company, Ltd., and Global Indemnity Group, Inc. reaffirming the March 15, 2011 Guaranty Agreements (incorporated herein by reference to Exhibit 10.2 of the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2013 (File No. 001-34809)). |
| 10.8*              | Global Indemnity plc Share Incentive Plan, amended and restated effective July 2, 2010 (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).  |
| 10.9*              | Amendment to Global Indemnity plc Share Incentive Plan dated July 2, 2010 (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.10*             | Deed Poll of Assumption for United America Indemnity, Ltd. Share Incentive Plan by Global Indemnity plc, dated July 2, 2010 (incorporated herein by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.11*             | Global Indemnity plc Annual Incentive Award Program, amended and restated effective July 2, 2010 (incorporated herein by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).  |
| 10.12*             | Deed Poll of Assumption for United America Indemnity, Ltd. Annual Incentive Award Program by Global Indemnity plc, dated July 2, 2010 (incorporated herein by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.13*             | Amended and Restated Shareholders Agreement, dated July 2, 2010, by and among Global Indemnity plc (as successor to United America Indemnity, Ltd.) and the signatories thereto (incorporated herein by reference to Exhibit 10.6 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.14*             | Assignment and Assumption Agreement relating to the Amended and Restated Shareholders Agreement, dated July 2, 2010 (incorporated herein by reference to Exhibit 10.7 of the Company's Current Report on Form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.15*             | Amendment to the Amended and Restated Shareholders Agreement, dated as of October 31, 2013, by and among Global Indemnity plc and the signatories thereto (incorporated herein by reference to Exhibit 10.3 of the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2013 (File No. 001-34809)).  |
| 10.16*             | Indemnification Agreement between United America Indemnity, Ltd. and Fox Paine Capital Fund II International L.P., dated July 2, 2010 (incorporated herein by reference to Exhibit 10.8 of the Company's Current Report on Form 8-K12b dated July 2, 2010 (File No. 001-34809)).   |
| 10.17*             | Form of Indemnification Agreement between United America Indemnity, Ltd. and certain directors and officers of Global Indemnity plc, dated July 2, 2010 (incorporated herein by reference to Exhibit 10.9 of the Company's Current Report on form 8-K12B dated July 2, 2010 (File No. 001-34809)).   |
| 10.18*             | Employment Agreement, as amended, for William J. Devlin, Jr., dated October 24, 2005 (incorporated herein by reference to exhibit 10.14 of the Company's amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2011 dated September 5, 2012 (File No. 001-34809)).   |

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| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.19*             | Executive Employment Agreement, dated as of June 8, 2009, between Penn-America Insurance Company and Matthew B. Scott (incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (File No. 000-50511)).   |
| 10.20*             | Executive Employment Agreement, dated as of December 8, 2009, between United America Indemnity, Ltd. and Thomas M. McGeehan (incorporated herein by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (File No. 000-50511)).   |
| 10.21*             | Description of Employment Arrangement with Cynthia Y. Valko, dated September 12, 2011 (incorporated herein by reference to exhibit 10.28 of the Company's amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2011 dated September 5, 2012 (File No. 001-34809)).   |
| 10.22*             | Description of Employment Arrangement with Joseph R. Lebens, dated December 6, 2011 (incorporated herein by reference to exhibit 10.29 of the Company's amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2011 dated September 5, 2012 (File No. 001-34809)).   |
| 10.23              | Amended and Restated Institutional Account Agreement dated as of June 7, 2013 (incorporated herein by reference to exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (File No. 001-34809)).   |
| 21.1+              | List of Subsidiaries.   |
| 23.1+              | Consent of PricewaterhouseCoopers LLP.  |
| 31.1+              | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2+              | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1+              | Certification of Chief Executive Officer 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.  |
| 101.1+             | The following financial information from Global Indemnity's Annual Report on Form 10-K for the year ended December 31, 2013 formatted in XBRL: (i) Consolidated Balance Sheets for the years ended December 31, 2013 and 2012; (ii) Consolidated Statements of Operations for the years ended December 31, 2013, 2012 and 2011; (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012 and 2011; (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2013, 2012 and 2011; (v) Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011; (vi) Notes to Consolidated Financial Statements; and (vii) Financial Statement Schedules. |

+ Filed or furnished herewith.

\* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K.

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**SIGNATURES**

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

**GLOBAL INDEMNITY PLC**

*By:* /s/ CYNTHIA Y. VALKO  
*Name:* **Cynthia Y. Valko**  
*Title:* **Chief Executive Officer**  
*Date:* **March 14, 2014**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated below on March 14, 2014.

| <b>SIGNATURE</b>  | <b>TITLE</b>                               |
|---|--|
| /s/ SAUL A. FOX<br><br><b>Saul A. Fox</b>               | Chairman and Director                      |
| /s/ CYNTHIA Y. VALKO<br><br><b>Cynthia Y. Valko</b>     | Chief Executive Officer and Director       |
| /s/ THOMAS M. MCGEEHAN<br><br><b>Thomas M. McGeehan</b> | Principal Financial and Accounting Officer |
| /s/ JAMES W. CRYSTAL<br><br><b>James W. Crystal</b>     | Director                                   |
| /s/ SETH J. GERSCH<br><br><b>Seth J. Gersch</b>         | Director                                   |
| /s/ STEPHEN A. COZEN<br><br><b>Stephen A. Cozen</b>     | Director                                   |
| /s/ CHAD A. LEAT<br><br><b>Chad A. Leat</b>             | Director                                   |
| /s/ JOHN H. HOWES<br><br><b>John H. Howes</b>           | Director                                   |

**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE I SUMMARY OF INVESTMENTS OTHER THAN INVESTMENTS****IN RELATED PARTIES**

(In thousands)

|  | As of December 31, 2013 |              |   |
|--|-------------------------|--------------|---|
|  | Cost *                  | Value        | Amount<br>Included in<br>the Balance<br>Sheet |
| Type of Investment:  |                         |              |   |
| Fixed maturities:  |                         |              |   |
| United States Government and government agencies and authorities | \$ 78,510               | \$ 81,674    | \$ 81,674                                     |
| States, municipalities, and political subdivisions               | 178,705                 | 180,936      | 180,936                                       |
| Mortgage-backed and asset-backed securities                      | 450,826                 | 452,321      | 452,321                                       |
| Public utilities   | 30,242                  | 30,867       | 30,867  |
| All other corporate bonds  | 449,402                 | 458,566      | 458,566                                       |
| Total fixed maturities   | 1,187,685               | 1,204,364    | 1,204,364                                     |
| Equity securities:   |                         |              |   |
| Common stocks:   |                         |              |   |
| Public utilities   | 7,051                   | 8,460        | 8,460   |
| Industrial and miscellaneous                                     | 184,374                 | 245,610      | 245,610                                       |
| Total equity securities  | 191,425                 | 254,070      | 254,070                                       |
| Total investments  | \$ 1,379,110            | \$ 1,458,434 | \$ 1,458,434                                  |

\* Original cost of equity securities; original cost of fixed maturities adjusted for amortization of premiums and accretion of discounts. All amounts are shown net of impairment losses.

**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE II Condensed Financial Information of Registrant****(Parent Only)****Balance Sheets**

(Dollars in thousands, except share data)

|   | As of<br>December 31, 2013 | As of<br>December 31, 2012 |
|---|----------------------------|----------------------------|
| <b>ASSETS</b>   |                            |                            |
| Cash and cash equivalents   | \$ 1,746                   | \$ 1,744                   |
| Equity in unconsolidated subsidiaries (1)   | 982,396                    | 933,989                    |
| Other assets  | 683                        | 1,004                      |
| <b>Total assets</b>   | <b>\$ 984,825</b>          | <b>\$ 936,737</b>          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                            |                            |
| <b>Liabilities:</b>   |                            |                            |
| Intercompany notes payable (1)  | \$ 108,000                 | \$ 108,000                 |
| Due to affiliates(1)  | 139                        | 19,554                     |
| Other liabilities   | 3,351                      | 2,510                      |
| <b>Total liabilities</b>  | <b>111,490</b>             | <b>130,064</b>             |
| <b>Commitments and contingencies</b>  |                            |                            |
| <b>Shareholders' equity:</b>  |                            |                            |
| Ordinary shares, \$0.0001 par value, 900,000,000 ordinary shares authorized; A ordinary shares issued: 16,200,406 and 16,087,939, respectively; A ordinary shares outstanding: 13,141,035 and 13,030,938, respectively; B ordinary shares issued and outstanding: 12,061,370 and 12,061,370, respectively | 3                          | 3                          |
| Deferred shares, 1 par value, 40,000 ordinary shares authorized, issued and outstanding (1)   | 55                         | 55                         |
| Preferred shares, \$0.0001 par value, 100,000,000 shares authorized, none issued and outstanding  |                            |                            |
| Additional paid-in capital  | 516,653                    | 512,304                    |
| Accumulated other comprehensive income, net of tax  | 54,028                     | 53,350                     |
| Retained earnings   | 403,861                    | 342,171                    |
| A ordinary shares in treasury, at cost: 3,059,371 and 3,057,001 shares, respectively  | (101,265)                  | (101,210)                  |
| <b>Total shareholders' equity</b>   | <b>873,335</b>             | <b>806,673</b>             |
| <b>Total liabilities and shareholders' equity</b>   | <b>\$ 984,825</b>          | <b>\$ 936,737</b>          |

(1) This item has been eliminated in the Company's Consolidated Financial Statements.

See Notes to Consolidated Financial Statements included in Item 8.



**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE II Condensed Financial Information of Registrant (continued)****(Parent Only)****Statement of Operations and Comprehensive Income**

(Dollars in thousands)

|   | Year Ended<br>December 31,<br>2013 | Year Ended<br>December 31,<br>2012 | Year Ended<br>December 31,<br>2011 |
|---|------------------------------------|------------------------------------|------------------------------------|
| <b>Revenues:</b>  |                                    |                                    |                                    |
| Total revenues  | \$                                 | \$                                 | \$                                 |
| <b>Expenses:</b>  |                                    |                                    |                                    |
| Intercompany interest expense <b>(1)</b>  | 1,296                              | 918                                | 29                                 |
| Other expenses  | 3,848                              | 4,169                              | 9,909                              |
| Loss before equity in earnings (loss) of unconsolidated subsidiaries                  | (5,144)                            | (5,087)                            | (9,938)                            |
| Equity in earnings (loss) of unconsolidated subsidiaries <b>(1)</b>                   | 66,834                             | 39,844                             | (28,400)                           |
| Net income (loss)   | 61,690                             | 34,757                             | (38,338)                           |
| Other comprehensive income (loss), net of tax:  |                                    |                                    |                                    |
| Equity in other comprehensive income (loss) of unconsolidated subsidiaries <b>(1)</b> | 678                                | 13,176                             | (17,037)                           |
| Other comprehensive income (loss), net of tax   | 678                                | 13,176                             | (17,037)                           |
| Comprehensive income (loss), net of tax   | \$ 62,368                          | \$ 47,933                          | \$ (55,375)                        |

**(1)** This item has been eliminated in the Company's Consolidated Financial Statements.  
See Notes to Consolidated Financial Statements included in Item 8.



**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE II Condensed Financial Information of Registrant (continued)****(Parent Only)****Statement of Cash Flows**

(Dollars in thousands)

|   | Year Ended<br>December 31,<br>2013 | Year Ended<br>December 31,<br>2012 | Year Ended<br>December 31,<br>2011 |
|---|------------------------------------|------------------------------------|------------------------------------|
| Net cash provided by operating activities             | \$ 57                              | \$ 6,011                           | \$ 305                             |
| Cash flows from financing activities:                 |                                    |                                    |                                    |
| Excess tax expense from share-based compensation plan |                                    |                                    | (132)                              |
| Purchases of A ordinary shares                        | (55)                               | (82,959)                           | (29,532)                           |
| Issuance of intercompany note payable (1)             |                                    | 68,900                             | 39,100                             |
| Net cash provided by (used for) financing activities  | (55)                               | (14,059)                           | 9,436                              |
| Net change in cash and equivalents                    | 2                                  | (8,048)                            | 9,741                              |
| Cash and cash equivalents at beginning of period      | 1,744                              | 9,792                              | 51                                 |
| Cash and cash equivalents at end of period            | \$ 1,746                           | \$ 1,744                           | \$ 9,792                           |

(1) This item has been eliminated in the Company's Consolidated Financial Statements.

**Supplemental Non-Cash Disclosure:**

During the year ended December 31, 2013, the Company received a non-cash dividend of \$19.1 million from one of its subsidiaries which was used to repay intercompany balances due.

See Notes to Consolidated Financial Statements included in Item 8.

**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE III SUPPLEMENTARY INSURANCE INFORMATION**

(Dollars in thousands)

| Segment                      | Deferred Policy<br>Acquisition<br>Costs | Future<br>Policy Benefits,<br>Losses, Claims And<br>Loss Expenses | Unearned<br>Premiums | Other Policy and<br>Benefits<br>Payable |
|------------------------------|---|---|----------------------|---|
| <b>At December 31, 2013:</b> |   |   |                      |   |
| Insurance Operations         | \$ 19,036                               | \$ 678,381  | \$ 100,791           | \$                                      |
| Reinsurance Operations       | 3,141                                   | 101,085   | 15,838               |   |
| <b>At December 31, 2012:</b> |   |   |                      |   |
| Insurance Operations         | \$ 16,235                               | \$ 764,737  | \$ 84,130            | \$                                      |
| Reinsurance Operations       | 2,030                                   | 114,377   | 9,984                |   |
| <b>At December 31, 2011:</b> |   |   |                      |   |
| Insurance Operations         | \$ 16,305                               | \$ 854,381  | \$ 86,062            | \$                                      |
| Reinsurance Operations       | 5,259                                   | 116,996   | 27,979               |   |

| Segment                                      | Premium<br>Revenue | Benefits, Claims,<br>Losses And<br>Settlement<br>Expenses | Amortization of<br>Deferred Policy<br>Acquisition Costs | Net<br>Written<br>Premium |
|--|--------------------|---|---|---------------------------|
| <b>For the year ended December 31, 2013:</b> |                    |   |   |                           |
| Insurance Operations                         | \$ 196,302         | \$ 116,837  | \$ 44,115   | \$ 213,705                |
| Reinsurance Operations                       | 52,420             | 16,154  | 9,672   | 58,279                    |
| Total  | \$ 248,722         | \$ 132,991  | \$ 53,787   | \$ 271,984                |
| <b>For the year ended December 31, 2012:</b> |                    |   |   |                           |
| Insurance Operations                         | \$ 179,153         | \$ 118,515  | \$ 38,177   | \$ 177,832                |
| Reinsurance Operations                       | 59,709             | 35,113  | 10,675  | 41,715                    |
| Total  | \$ 238,862         | \$ 153,628  | \$ 48,852   | \$ 219,547                |
| <b>For the year ended December 31, 2011:</b> |                    |   |   |                           |
| Insurance Operations                         | \$ 216,549         | \$ 188,358  | \$ 55,754   | \$ 202,317                |
| Reinsurance Operations                       | 81,305             | 90,326  | 22,370  | 78,253                    |
| Total  | \$ 297,854         | \$ 278,684  | \$ 78,124   | \$ 280,570                |

| Unallocated Corporate Items          | Net<br>Investment<br>Income | Corporate<br>and Other<br>Operating<br>Expenses |
|--------------------------------------|-----------------------------|---|
| For the year ended December 31, 2013 | \$ 37,209                   | \$ 11,614                                       |
| For the year ended December 31, 2012 | \$ 47,557                   | \$ 9,691  |
| For the year ended December 31, 2011 | \$ 53,112                   | \$ 13,973                                       |



**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE IV REINSURANCE****EARNED PREMIUMS**

(Dollars in thousands)

|  | <b>Direct<br/>Amount</b> | <b>Ceded to Other<br/>Companies</b> | <b>Assumed from<br/>Other<br/>Companies</b> | <b>Net Amount</b> | <b>Percentage<br/>of Amount<br/>Assumed to Net</b> |
|--|--------------------------|-------------------------------------|---|-------------------|--|
| <b>For the year ended December 31, 2013:</b> |                          |                                     |   |                   |  |
| Property & Liability Insurance               | \$ 215,713               | \$ 19,485                           | \$ 52,494                                   | \$ 248,722        | 21.1%  |
| <b>For the year ended December 31, 2012:</b> |                          |                                     |   |                   |  |
| Property & Liability Insurance               | \$ 203,587               | \$ 25,118                           | \$ 60,393                                   | \$ 238,862        | 25.3%  |
| <b>For the year ended December 31, 2011:</b> |                          |                                     |   |                   |  |
| Property & Liability Insurance               | \$ 247,816               | \$ 31,882                           | \$ 81,920                                   | \$ 297,854        | 27.5%  |

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**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE V VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**

(Dollars in thousands)

| Description                                  | Balance at<br>Beginning<br>of<br>Period | Charged<br>(Credited) to<br>Costs<br>and<br>Expenses | Charged (Credited)<br>to Other<br>Accounts | Other<br>Deductions | Balance at End<br>of Period |
|--|---|--|--|---------------------|-----------------------------|
| <b>For the year ended December 31, 2013:</b> |   |  |  |                     |                             |
| <i>Investment asset valuation reserves:</i>  |   |  |  |                     |                             |
| Mortgage loans                               | \$                                      | \$   | \$   | \$                  | \$                          |
| Real estate                                  |   |  |  |                     |                             |
| <i>Allowance for doubtful accounts:</i>      |   |  |  |                     |                             |
| Premiums, accounts and notes receivable      | \$ 1,338                                | \$ 444   | \$   | \$                  | \$ 1,782                    |
| Deferred tax asset valuation allowance       |   |  |  |                     |                             |
| Reinsurance receivables                      | 9,010                                   |  |  |                     | 9,010                       |
| <b>For the year ended December 31, 2012:</b> |   |  |  |                     |                             |
| <i>Investment asset valuation reserves:</i>  |   |  |  |                     |                             |
| Mortgage loans                               | \$                                      | \$   | \$   | \$                  | \$                          |
| Real estate                                  |   |  |  |                     |                             |
| <i>Allowance for doubtful accounts:</i>      |   |  |  |                     |                             |
| Premiums, accounts and notes receivable      | \$ 1,476                                | \$ (138)   | \$   | \$                  | \$ 1,338                    |
| Deferred tax asset valuation allowance       |   |  |  |                     |                             |
| Reinsurance receivables                      | 10,022                                  | (1,012)  |  |                     | 9,010                       |
| <b>For the year ended December 31, 2011:</b> |   |  |  |                     |                             |
| <i>Investment asset valuation reserves:</i>  |   |  |  |                     |                             |
| Mortgage loans                               | \$                                      | \$   | \$   | \$                  | \$                          |
| Real estate                                  |   |  |  |                     |                             |
| <i>Allowance for doubtful accounts:</i>      |   |  |  |                     |                             |
| Premiums, accounts and notes receivable      | \$ 1,237                                | \$ 239   | \$   | \$                  | \$ 1,476                    |
| Deferred tax asset valuation allowance       |   |  |  |                     |                             |
| Reinsurance receivables                      | 12,743                                  | (2,721)  |  |                     | 10,022                      |

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**Table of Contents****GLOBAL INDEMNITY PLC****SCHEDULE VI SUPPLEMENTARY INFORMATION FOR PROPERTY CASUALTY UNDERWRITERS**

(Dollars in thousands)

|   | Deferred<br>Policy<br>Acquisition<br>Costs | Reserves for<br>Unpaid Claims<br>and Claim<br>Adjustment<br>Expenses | Discount If<br>Any<br>Deducted | Unearned<br>Premiums |
|---|--|--|--------------------------------|----------------------|
| <i>Consolidated Property &amp; Casualty Entities:</i> |  |  |                                |                      |
| As of December 31, 2013                               | \$ 22,177                                  | \$ 779,466   | \$ 6,000                       | \$ 116,629           |
| As of December 31, 2012                               | 18,265                                     | 879,114  | 8,000                          | 94,114               |
| As of December 31, 2011                               | 21,564                                     | 971,377  | 10,000                         | 114,041              |

|   | Earned<br>Premiums | Net<br>Investment<br>Income | Claims and Claim Adjustment<br>Expense Incurred Related To |            | Amortization<br>Of<br>Deferred<br>Policy<br>Acquisition Costs | Paid Claims<br>and Claim<br>Adjustment<br>Expenses | Premiums<br>Written |
|---|--------------------|-----------------------------|--|------------|---|--|---------------------|
|   |                    |                             | Current Year   | Prior Year |   |  |                     |
| <i>Consolidated Property &amp; Casualty Entities:</i> |                    |                             |  |            |   |  |                     |
| For the year ended December 31, 2013                  | \$ 248,722         | \$ 37,209                   | \$ 140,873   | \$ (7,882) | \$ 53,787   | \$ 184,564   | \$ 271,984          |
| For the year ended December 31, 2012                  | 238,862            | 47,557                      | 149,183  | 4,445      | 48,852  | 202,786  | 219,547             |
| For the year ended December 31, 2011                  | 297,854            | 53,112                      | 275,284  | 3,400      | 78,124  | 236,507  | 280,570             |

Note: All of the Company's insurance subsidiaries are 100% owned and consolidated.