AMERICAN PHYSICIANS SERVICE GROUP INC
Form 10-Q
May 05, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

þ Quarterly Report Pursuant to Sections 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended

March 31, 2010
or

¨ Transition Report Pursuant to Sections 13 or 15(d) of the Securities and Exchange Act of 1934

For the transition period from

__________ to __________

Commission File Number 001-31434

AMERICAN PHYSICIANS SERVICE GROUP, INC.

(Exact name of registrant as specified in its charter)

Texas	**75-1458323**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer Identification No.)

1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746
(Address of principal executive offices)(Zip Code)

(512) 328-0888
(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 þ No ¨

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

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

Large accelerated filer ¨ Accelerated filer þ

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 Exchange Act). Yes ¨ No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

	Number of Shares Outstanding At
Title of Each Class	April 30, 2010
Common Stock, $.10 par value	6,866,101

AMERICAN PHYSICIANS SERVICE GROUP, INC.

Table of Contents to Quarterly Report on Form 10-Q

For the Quarter Ended March 31, 2010

PART 1
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands)

	March 31, 2010 (Unaudited)	December 31, 2009
Assets		
Investments:		
Fixed maturities available for sale, at fair value	$ 239,988	$ 226,583
Equity securities available for sale, at fair value	12,190	12,944
Other invested assets	1,553	1,534
Total investments	253,731	241,061
Cash and cash equivalents	19,279	18,277
Accrued investment income	1,717	1,700
Premiums receivable	16,566	15,678
Reinsurance recoverables on paid and unpaid loss and loss adjustment expenses	7,461	8,897
Other amounts receivable under reinsurance contracts	-	785
Deferred policy acquisition costs	2,430	2,335
Income tax receivable	-	623
Deferred tax assets	5,672	6,015
Property and equipment, net	407	406
Intangible assets	2,545	2,563
Other assets	1,560	1,432
Total assets	$ 311,368	$ 299,772

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)

	March 31, 2010	December 31, 2009
Liabilities	(Unaudited)	
Reserve for loss and loss adjustment expense	$ 89,171	$ 88,668
Unearned premiums	38,707	36,341
Reinsurance premiums payable	14	30
Funds held under reinsurance treaties	3,113	2,379
Federal income tax payable	1,175	-
Trade payables	5,820	94
Accrued expenses and other liabilities	3,717	6,371
Mandatorily redeemable preferred stock	5,504	6,679
Total liabilities	147,221	140,562
Commitments and contingencies		
Shareholders' Equity		
Common stock, $0.10 par value, 20,000,000 shares authorized, 6,872,457 and 6,876,215 issued		
and outstanding at March 31, 2010 and December 31, 2009	687	688
Additional paid-in capital	81,973	81,784
Accumulated other comprehensive income	5,852	5,345
Retained earnings	75,635	71,393
Total shareholders' equity	164,147	159,210
Total liabilities & shareholders' equity	$ 311,368	$ 299,772

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands)	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
REVENUES		
Gross premiums written	$ 18,624	$ 17,540
Premiums ceded	(149)	328
Change in unearned premiums	(2,366)	(1,411)
Net premiums earned	16,109	16,457
Investment income, net of investment expense	2,500	2,551
Realized capital losses, net	(49)	(374)
Other-than-temporary impairments	(41)	(908)
Financial services	1,440	1,448
Other revenue	56	57
Total revenues	20,015	19,231
EXPENSES		
Losses and loss adjustment expenses	6,941	6,121
Other underwriting expenses	3,159	3,221
Change in deferred policy acquisition costs	(95)	(181)
Financial services expenses	1,692	1,628
General and administrative expenses	1,466	1,224
Total expenses	13,163	12,013
Income from operations	6,852	7,218
Income tax expense	2,324	2,488
Net income	$ 4,528	$ 4,730

The accompanying notes are an integral part of these consolidated financial statements.

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AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except per share data)

	Three Months Ended March 31,	
	2010	**2009**
Net income per common share		
Basic:		
Net Income	$ 0.66	$ 0.68
Diluted:		
Net Income	$ 0.65	$ 0.67
Basic weighted average shares outstanding	6,857	6,994
Diluted weighted average shares outstanding	6,967	7,083

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME
For the three months ended March 31, 2010
(Unaudited)

(In thousands, except share amounts)	Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Comprehensive Income	Accumulated Other Comprehensive Income	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2009	6,876,215	$ 688	$ 81,784	$ 71,393		$ 5,345	$ -	$ 159,210
Comprehensive income:								
Net income	-	-	-	4,528	4,528	-	-	4,528
Other comprehensive income, net of tax:								
Unrealized gain on securities, (net of reclassification adjustment)	-	-	-	-	507	507	-	507
Comprehensive income:					$ 5,035			
Stock options expensed	-	-	112	-		-	-	112
Stock options exercised- proceeds	18,000	2	230	-		-	-	232
Stock options exercised- exchanged	5,200	-	81	-		-	-	81
Tax benefit from exercise of stock options	-	-	87	-		-	-	87
Treasury stock purchases	-	-	-	-		-	(608)	(608)
Cancelled treasury stock - purchased	(23,608)	(2)	(281)	(237)		-	520	-
Cancelled treasury stock - exchanged	(3,350)	-	(40)	(48)		-	88	-
Balance March 31, 2010	6,872,457	$ 687	$ 81,973	$ 75,635		$ 5,852	$ -	$ 164,147

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME
For the three months ended March 31, 2009
(Unaudited)

(In thousands, except share amounts)

	Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Comprehensive Income	Accumulated Other Comprehensive Income	Treasury Stock	Total Shareholders' Equity
Balance December 31, 2008	7,014,386	$ 701	$ 82,329	$ 53,067		$ 368	$ -	$ 136,465
Comprehensive income:								
Net income	-	-	-	4,730	4,730	-	-	4,730
Other comprehensive income, net of tax:								
Unrealized gain on securities, (net of reclassification adjustment)	-	-	-	-	1,821	1,821	-	1,821
Comprehensive income:					$ 6,551			
Stock options expensed	-	-	161	-		-	-	161
Stock options exercised-exchanged	30,000	3	415	-		-	-	418
Tax benefit from exercise of stock options	-	-	5	-		-	-	5
Treasury stock purchases	-	-	-	-		-	(1,506)	(1,506)
Cancelled treasury stock - purchased	(55,082)	(5)	(648)	(435)		-	1,088	-
Cancelled treasury stock - exchanged	(20,480)	(2)	(241)	(175)		-	418	-
Deferred compensation granted	2,300	-	45	-		-	-	45
Balance March 31, 2009	6,971,124	$ 697	$ 82,066	$ 57,187		$ 2,189	$ -	$ 142,139

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)	Three Months Ended March 31, 2010	2009
Cash flows from operating activities:		
Net Income	$ 4,528	$ 4,730
Adjustments to reconcile net income to cash provided by operating activities:		
Amortization and accretion of investments	136	28
Depreciation and amortization	109	196
Realized losses on investments	49	374
Other than temporary impairments	41	908
Change in deferred acquisition costs	(95)	(181)
Common stock awarded	-	45
Stock options expensed	112	161
Deferred income tax benefit	71	(525)
Excess tax benefits from stock-based compensation	(87)	-
Other non-cash items	-	68
Changes in operating assets and liabilities, net of business acquisition:		
Premium receivables, net	(888)	(99)
Other amounts receivable under reinsurance contracts	785	1,459
Reinsurance recoverables on unpaid and paid loss expenses	1,436	1,033
Funds held under reinsurance treaties	734	1,134
Reserve for losses and loss adjustment expenses	503	(800)
Unearned premiums	2,366	1,411
Other receivables and assets	(145)	(916)
Federal income tax receivable/payable	1,885	2,863
Accrued expenses & other liabilities	3,047	(2,168)
Net cash provided by operating activities	14,587	9,721
Cash flows used in investing activities:		
Capital expenditures	(91)	(81)
Proceeds from the sale and maturities of available-for-sale equity and fixed maturity securities	17,884	33,306
Purchase of available-for-sale equity and fixed maturity securities	(29,917)	(24,430)
Collection of notes receivable and other	-	125
Net cash used in investing activities	(12,124)	8,920
Cash flows used in financing activities:		
Excess tax benefits from stock-based compensation	87	5
Exercise of stock options	231	-
Repurchases of common stock	(520)	(1,088)
Preferred stock redemption	(1,259)	(1,195)

Net cash used in financing activities		(1,461)		(2,278)
Net change in cash and cash equivalents		1,002		16,363
Cash and cash equivalents at beginning of period		18,277		22,060
Cash and cash equivalents at end of period	$	19,279	$	38,423

The accompanying notes are an integral part of these consolidated financial statements.

AMERICAN PHYSICIANS SERVICE GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2010

(Unaudited)

1.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. The consolidated unaudited financial statements as of and for the three month periods ended March 31, 2010 and 2009 reflect all adjustments which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and cash flows for the periods presented. These consolidated financial statements have not been audited by our independent registered public accounting firm. The operating results for the interim periods are not necessarily indicative of results for the full fiscal year.

The notes to consolidated financial statements appearing in our Annual Report on Form 10-K for the year ended December 31, 2009 filed with the SEC should be read in conjunction with this Quarterly Report on Form 10-Q.

2.

Management s Estimates

The preparation of 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.

On an on-going basis, we evaluate our estimates, including our most significant estimates related to: reserve for losses and loss adjustment expenses; death, disability and retirement reserves; reinsurance premiums recoverable/payable; premiums ceded; deferred policy acquisition costs; impairment of assets including the fair value of investments; bad debts; income taxes; and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Although considerable judgment is inherent in these estimates, management believes that the current estimates are reasonable in all material respects. The estimates are reviewed regularly and adjusted, as necessary. Adjustments related to changes in estimates are reflected in the Company s results of operations, or other comprehensive income (OCI), in the period in which those estimates are changed.

3.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board issued Accounting Standards Update No. 2010-06, Fair Value Measurements and Disclosures (subtopic ASC 820-10). ASC 820-10 provides guidance as to how the fair value of a security may be measured, and describes three levels of inputs that may be used to measure fair value. This update requires new disclosures regarding transfers in and out of Levels 1 and 2, and activity in Level 3 fair value measurements. A reporting entity shall disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. With respect to Level 3 fair value measurements, activity in the reconciliation for these fair value measurements using significant unobservable inputs now requires the reporting entity to separately present information about purchases, sales, issuances and settlements on a gross basis instead of as a net number. This update also clarifies existing disclosures with respect to the level of aggregation disclosed and disclosures about inputs and valuation techniques. Specifically, a reporting entity shall provide fair value measurements for each class of assets and liabilities. A reporting entity shall also provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements, which are required for fair value measurements that fall in either Level 1 or Level 2. The new disclosures are effective for interim and annual reporting periods after December 15, 2009, except for disclosures about purchases, sales, issuances and settlements in the roll forward in Level 3 activity. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We adopted the requirements of the Accounting Standards Update No. 2010-06 effective January 1, 2010.

4.

Investments

Available-For-Sale Fixed Maturities. Of the total $239,988,000 portfolio balance in available-for-sale fixed income maturities at March 31, 2010, all but $4,400,000 are considered investment grade securities.

Our entire fixed-income portfolio consists of investment grade securities rated BBB or higher by Standard and Poor s, Moody s or Fitch rating agencies with the exception of three corporate bonds and six collateralized mortgage obligations (CMOs) with a combined fair market value of approximately $4,400,000. The following table reflects the composition of our fixed-income portfolio by security rating category of the issuer as of March 31, 2010. In cases where the rating agencies had a different rating assigned to a security, the classification in the table is the lower rating.

Rating Category	Fair Value (in thousands)	Percentage

AAA / Aaa	$	163,530	68%
AA / Aa		29,627	12%
A / A		29,858	12%
BBB		12,573	5%
Non-investment grade		4,400	2%
Total	$	239,988	100%

Available-For-Sale Equity Securities. We account for equity securities as available-for-sale. Our equity portfolio consists of $12,190,000 in available-for-sale equity securities as of March 31, 2010.

The amortized cost and estimated fair values of investments in fixed income and equity securities at March 31, 2010 and December 31, 2009 are as follows (in thousands):

March 31, 2010	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed Maturities:				
U.S. treasury notes / bills	$ 18,218	$ 875	$ -	$ 19,093
U.S. government agency mortgage-backed bonds	21,008	1,480	-	22,488
U.S. government agency collateralized mortgage obligations	40,729	2,176	23	42,882
Collateralized mortgage obligations:				
Prime CMOs	2,184	83	-	2,267
Alt A CMOs	2,237	224	-	2,461
U.S. government agency bonds / notes	21,029	234	35	21,228
Government tax-exempt bonds	35,189	1,463	-	36,652
Corporate bonds	91,501	1,483	67	92,917
Total fixed maturities	232,095	8,018	125	239,988
Equity securities	11,080	1,226	116	12,190
Total fixed maturities and equity securities	$ 243,175	$ 9,244	$ 241	$ 252,178

December 31, 2009	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed Maturities:				
U.S. treasury notes / bills	$ 19,098	$ 897	$ -	$ 19,995
U.S. government agency mortgage-backed bonds	22,525	1,419	-	23,944
U.S. government agency collateralized mortgage obligations	42,762	2,169	-	44,931
Collateralized mortgage obligations:				
Alt A CMOs	2,287	114	-	2,401
Prime CMOs	2,375	25	-	2,400
U.S. government agency bonds / notes	22,052	274	64	22,262
Government tax-exempt bonds	35,212	1,584	1	36,795
Corporate bonds	72,910	983	38	73,855
Total fixed maturities	219,221	7,465	103	226,583

Equity securities	12,081	1,013	150	12,944
Total fixed maturities and equity securities	$ 231,302	$ 8,478	$ 253	$ 239,527

Of our entire invested assets at March 31, 2010, including unrestricted cash:

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24% is comprised of agency-backed mortgage obligations, with underlying collateral consisting of GNMA, FHLMC, or FNMA loans;

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2% is comprised of non-agency CMOs;

.

62% is comprised of U.S. Treasury, government agency bonds and notes, municipal tax exempt bonds and corporate bonds; and

.

12% is comprised of cash, equities and other invested assets.

We regularly review our fixed maturity and equity securities for declines in fair value that we determine to be other-than-temporary impairments (OTTI). For an equity security, if we do not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, we conclude that an OTTI has occurred, and the cost of the equity security is written down to the current fair value, with a corresponding charge to realized loss in our Consolidated Statements of Operations. During the three months ended March 31, 2010, we evaluated our equity portfolio for OTTI of certain securities. We based our review on a number of factors including, but not limited to, the severity and duration of the decline in fair value of the equity security as well as the cause of the decline, the length of time we have held the equity security, any third party research reports or analysis, and the financial condition and near-term prospects of the security s issuer, taking into consideration the economic prospects of the issuer s industry and geographical location. For the three months ended March 31, 2010, there were no write-downs in equity securities.

Within our portfolio at March 31, 2010, there were seven CMO securities classified as Alternative-A or Alt-A . These Alt-A securities are generally considered to have underlying mortgages with underwriting characteristics that are stronger than subprime mortgages but less stringent than prime mortgages. None of our CMOs have underlying mortgages classified as subprime. Also, all underlying mortgages of our CMOs have fixed rates.

Beginning with the three months ended September 30, 2007, we saw a significant and rapid decline in the market value of our non-agency CMOs, specifically our Alt-A securities. We have considered the deepening national housing crisis and its potential effects on the underlying collateral in evaluating this decline, and concluded that the continued decreases in value of our Alt-A securities should be considered to be OTTI. Beginning in the fourth quarter of 2008, we also began to observe an increase in the market-reported delinquency rates for not only our Alt-A CMOs, but also our non-agency CMOs backed by prime loans. The delinquency data suggests that continuing home price declines and growth in unemployment are now affecting the behavior by a broader sector of mortgage borrowers, particularly those mortgages originated subsequent to 2005. Rising unemployment, housing price declines, tight credit conditions, volatility in interest rates and weakening consumer confidence not only contributed to rising delinquencies, but also significantly impacted our expectations regarding future performance, both of which are critical to assessing our OTTI.

While we have the ability to hold our remaining non-agency CMOs to maturity, we have concluded that we have the intent to sell these securities which will further reduce our exposure to a continued deterioration of the housing sector provided we can obtain an appropriate price. For the three months ended March 31, 2010, a realized loss on our non-agency CMOs of $41,000 was recognized in the Consolidated Statement of Operations, being the difference between the book value and their fair value as of March 31, 2010. The fair value of these securities became their new cost basis.

Additionally, due to the risk and uncertainty of the current economic crisis and the ultimate impact on the non-agency CMO market, we sold non-agency CMOs with a book value of $17,288,000 during the twelve months ending December 31, 2009 and recognized a net realized loss of $152,000 on the sale of these securities. As a result of these sales, the fair market value of our non-agency CMOs has been reduced from $25,438,000 as of December 31, 2008 to $4,801,000 as of December 31, 2009. There were no additional sales during the three months ending March 31, 2010, and the fair market value of our non-agency CMOs is $4,728,000 as of March 31, 2010.

The pretax charges taken as a result of OTTIs that were recognized in earnings and included in realized loss for the three months ended March 31, 2010 and 2009 were as follows (in thousands):

	Three Months Ended			
	March 31, 2010		March 31, 2009	
Fixed Maturities:				
Collateralized mortgage obligations:				
Prime	$	-	$	284
Alt-A		41		271
Total fixed maturities		41		555
Equity securities		-		353
Total fixed maturities and equity securities	$	41	$	908

The aggregate write-down on the Alt-A securities beginning with the quarter ended September 30, 2007 through March 31, 2010 is $11,044,000 and the book value of all the Alt-A securities is $2,237,000 as of March 31, 2010. As of March 31, 2010, outside of our Alt-A and prime CMOs as shown in the table above, no other fixed maturities were deemed to have an OTTI.

Gross realized gains and losses as result of both sales and OTTI write-downs included in net realized loss in the statement of operations for the three month periods ended March 31, 2010 and 2009 were as follows (in thousands):

	Three Months Ended March 31,			
	2010		2009	
Realized gains (losses):				
Fixed maturities:				
Gross realized gain	$	7	$	234
Gross realized loss		(4)		(297)
Other-than-temporary losses		(41)		(555)
Net realized loss		(38)		(618)
Equities:				
Gross realized gain		81		11
Gross realized loss		(133)		(322)
Other-than-temporary losses		-		(353)

Net realized gain (loss)	(52)	(664)
Total net realized loss	$ (90)	$ (1,282)

A summary of the amortized cost and fair market value of the Company s investments in fixed maturities as of March 31, 2010, by contractual maturity, is as follows (in thousands):

	March 31, 2010	
	Cost or Amortized Cost	Estimated Fair Value
Fixed maturity securities:		
Due one year or less	$ 18,850	$ 18,943
Due after one year through five years	92,845	94,852
Due after five years through ten years	28,982	29,819
Due after ten years	25,260	26,276
	165,937	169,890
Mortgage backed securities	66,158	70,098
Total	$ 232,095	$ 239,988

The following two tables reflect securities whose fair values were lower than the related cost basis at March 31, 2010 and December 31, 2009, respectively (in thousands). However, these declines in value were not deemed to constitute OTTIs. The tables show the fair value and the unrealized losses, aggregated by investment category and category of duration, of individual securities in a continuous unrealized loss position.

	Less than 12 Months		12 Months or More		Total	
March 31, 2010	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
U.S. government agency bonds / notes	$ 4,954	$ 35	$ -	$ -	$ 4,954	$ 35
U.S. government agency collateralized mortgage obligations	1,592	23	-	-	1,592	23
Corporate bonds	18,645	64	3,026	3	21,671	67
Total fixed maturities	$ 25,191	$ 122	$ 3,026	$ 3	$ 28,217	$ 125
Equity securities	$ 742	$ 42	$ 776	$ 74	$ 1,518	$ 116
Total fixed maturities and equity securities	$ 25,933	$ 164	$ 3,802	$ 77	$ 29,735	$ 241

	Less than 12 Months		12 Months or More		Total	
December 31, 2009	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
U.S. government agency bonds / notes	$ 5,925	$ 64	$ -	$ -	$ 5,925	$ 64

Government tax-exempt bonds		1,106		1		-		-		1,106		1
Corporate bonds		12,312		35		205		3		12,517		38
Total fixed maturities	$	19,343	$	100	$	205	$	3	$	19,548	$	103
Equity securities	$	388	$	20	$	2,584	$	130	$	2,972	$	150
Total fixed maturities and equity securities	$	19,731	$	120	$	2,789	$	133	$	22,520	$	253

The unrealized losses are primarily due to market fluctuations resulting from cyclical and other economic pressures including the recent economic crisis and market dislocation. All fixed maturities with an unrealized loss over 12 months or more are investment grade securities. As of March 31, 2010, we believe that these unrealized losses are temporary and that the fair value will recover to a level equal to or greater than the cost basis. In addition, as of March 31, 2010, we had the ability to hold all of our fixed maturity securities to maturity and, except for our investments in non-agency CMOs; we do not have the intent to sell these investments until there is a recovery in fair value, or until maturity. In the future, circumstances may change that would cause us to record an OTTI or sell fixed maturity or equity securities and possibly, incur a realized loss.

The major categories of the net investment income included in the statement of operations are summarized for the three months ended March 31, 2010 and 2009, as follows (in thousands):

	Three Months Ended March 31,			
		2010		2009
Investment income:				
Fixed Maturities	$	2,356	$	2,385
Equity Securities		96		85
Short-term investments and other		40		86
Finance charges on premiums receivable		32		35
Structured annuity		19		18
Total investment income	$	2,543	$	2,609
Investment expense		43		58
Net investment income	$	2,500	$	2,551

In connection with our acquisition of our insurance subsidiary, the Texas Department of Insurance (TDI) required that funds be set aside in an escrow account with a bank to remain until the aggregate remaining redemption obligation of our Series A redeemable preferred stock is less than the amount of the escrow balance, with no withdrawals to be made from this escrow account without prior approval from TDI. To satisfy this requirement, we maintain a fixed income security in escrow in the amount of $2,500,000. This security is included in fixed maturities, available-for-sale.

At March 31, 2010, investments with a fair market value of $3,862,000 were on deposit with state insurance departments to satisfy regulatory requirements and these securities are included in fixed maturities, available-for-sale.

5.

<u>Other Comprehensive Income</u>

Other comprehensive income (loss) shown in the statement of shareholder s equity is comprised of net unrealized gains (losses) on securities available for sale, net of taxes. The components of other comprehensive income (loss) for the three month periods ended March 31, 2010 and 2009 are as follows (in thousands):

	Three Months Ended March 31, 2010	2009
Unrealized holdings gains before taxes	$ 766	$ 2,852
Tax expense	(268)	(998)
Net gain after tax	498	1,854
Less reclassification adjustments for gains (losses) included in net income	(13)	49
Tax (expense) benefit	4	(17)
Other comprehensive income net of tax	$ 507	$ 1,822

6.

Fair Value Disclosures

Fair value is used on a recurring basis for our equity and fixed maturity, available-for-sale securities in which fair value is the primary basis of accounting. We measure fair value for each security depending on whether we have Level 1, Level 2 or Level 3 inputs, as described below.

The following table presents the estimated fair value of our financial instruments measured on a recurring basis as of March 31, 2010:

(in thousands)			Fair Value Measurements at March 31, 2010 Using:	
Description	**Total March 31, 2010**	**Quoted prices in active markets for identical assets Level 1**	**Significant other ob-servable inputs Level 2**	**Significant other unob-servable inputs Level 3**
Fixed Maturities:				
U.S. treasury notes / bills	$ 19,093	$ 19,093	$ -	$ -
U.S. government agency mortgage-backed bonds	22,489	-	22,489	-
U.S. government agency collateralized mortgage obligations	42,882	-	42,882	-
Collateralized mortgage obligations:				
Alt-A CMOs	2,461	-	412	2,049
Prime CMOs	2,267	-	1,822	445
U.S. government agency bonds / notes	21,227	-	21,227	-
Government tax-exempt bonds	36,652	-	36,652	-
Corporate bonds	92,917	-	92,917	-
Total fixed maturities	$ 239,988	$ 19,093	$ 218,401	$ 2,494
Equity securities	12,190	12,135	-	55
Total fixed maturities and equity securities	$ 252,178	$ 31,228	$ 218,401	$ 2,549

Level 1 consists of instruments whose values are based on quoted market prices in active markets. We receive quoted market prices from a third party, independent, nationally recognized pricing service. We utilize the pricing service, both for market values obtained based on quoted, actively traded market prices (Level 1) and for quoted prices for similar assets in active markets or market prices obtained from third-party pricing services for identical or comparable assets (Level 2). As of March 31, 2010, approximately 99% of our fixed-income securities are priced either as Level 1 or Level 2. The fair value estimate for our equity portfolio of $12,135,000 and our U.S. Treasury fixed income securities of $19,093,000 are based on Level 1 pricing provided by the pricing service since there is an active, readily tradable market value based on quoted prices, as of March 31 2010, or the measurement date. Active markets are those in which transactions occur in significant frequency and volume to provide pricing information on an on-going basis. Valuation of Level 1 securities does not entail a significant degree of judgment since an active market exists and quoted prices are readily and regularly available.

With the exception of U.S. Treasury securities, very few of our fixed-income securities are actively traded. Most of our fixed-income securities, such as government or agency mortgage backed securities, tax-exempt municipal securities and corporate securities are valued using a pricing service and fall within Level 2. Level 2 pricing in our fair value hierarchy comprises $218,401,000 or 87% of our investment portfolio, which as of March 31, 2010 includes U.S. Government agency bonds/notes of $21,227,000; U.S Government agency mortgage backed bonds of $22,489,000; U.S. Government agency CMOs of $42,882,000; Government tax-exempt bonds of $36,652,000; corporate bonds of $92,917,000; prime non-agency CMOs of $1,822,000; and Alt-A non-agency CMOs of $412,000.

In regards to Level 2 pricing, fair values are based on the market prices from the pricing service where valuations are based on quoted market prices for identical or similar assets and/or valuations using industry-standard models such as matrix pricing. The pricing service evaluates each asset based on relevant market information, credit information, perceived market movements and sector news. The market inputs utilized in the pricing evaluation include, benchmark yields, reported trades, broker-dealer quotes, issuer spreads, two-sided markets benchmark securities, bids and offers, quoted forward prices, time value, volatility factors, current market and contractual prices for the underlying instrument, and industry news and economic events. For mortgage related products, the pricing service uses an Option Adjusted Spread model to develop prepayment and interest rate scenarios. Depending on the security, the priority of the use of inputs may change or some market inputs may not be relevant. We utilize our subsidiary, APS Asset Management, Inc., to review the estimates and assumptions of fair value of each security provided by the pricing service for Level 1 and Level 2 pricing and compare these estimates to our custodial bank statement, which also provides a fair market value for the securities we hold, to determine if the estimates are representative of the prices in the market. Comparing our fair value pricing obtained from our custodial bank statement serves as a cross-check to the validity of the information provided from the pricing service. Valuations are reviewed for reasonableness based upon the specifics of the security, including class, maturity, credit rating, durations, collateral and comparable markets for similar securities. We may adjust the valuation of securities from the independent pricing service when we believe its pricing does not fairly represent the market value of the investment. For example, a significant decrease in volume and level of activity for a security is an indication that transactions or quoted prices may not be determinative of fair value because in such market conditions there may be increased instances of transactions that are not orderly. In those circumstances, further analysis of transactions or quoted prices is needed, and a significant adjustment to the transaction or quoted price may be necessary to determine fair value. We evaluate the following factors to determine whether there has been a significant decrease in the volume and level of activity for the securities we hold when compared to the normal activity for those securities (or similar securities):

.

there are few recent transactions;

.

price quotations are not based on current information;

.

price quotations vary substantially either over time or amount market makers (for example, broker markets);

.

indexes that were previously highly correlated with the fair values of the security are demonstrably uncorrelated with recent indications of fair value for that security;

.

there is a significant increase in the implied liquidity risk premiums, yields, or performance indicators (such as delinquency rates or loss severities) for observed transactions or quoted prices when compared with the reporting entity s estimate of expected cash flows, considering all available market data about credit or nonperformance risk for the security;

.

there is wide bid-ask spread or significant increase in the bid-ask spread;

.

there is a significant decline or absence of a market for new issuances (that is, a primary market) for the security or similar securities; and

.

little information is available publicly.

When market observable data is not as readily available as a result of a significant decrease in volume or level of activity for a security, the valuation of these financial instruments becomes more subjective and could involve substantial judgment, resulting in Level 3 pricing. Under Level 3 pricing, fair values are based on inputs that are considered unobservable where there is little, if any, market activity for a security. In this circumstance, we evaluate fair values derived from our internal pricing models, as well as values derived from the independent pricing service and non-binding indications received from dealers.

The national housing crisis and its impact or potential impact on the underlying collateral of our non-agency CMOs, specifically our Alt-A securities and 2006 origination year prime non-agency CMOs, resulted in a significant and rapid decline of the fair market value of these securities, especially in relation to the market prices provided by the outside pricing service. Beginning as early as the third quarter of 2007 for Alt-A securities and the fourth quarter of 2008 for our prime 2006 non-agency CMOs, the market became increasingly inactive based on: the limited number of transactions; varying market prices provided by dealers; significant increases in implied liquidity risk premiums, yields, or performance indicators (such as delinquency rates or loss severities) for observed transactions or quoted prices; significant declines or absence of a market for new issuances; and the limited availability of market data for these securities. The inactivity was also evidenced by a significant widening of the bid and ask spread in the dealer markets in which these securities trade and a significant decrease in the volume of trades relative to historical levels.

Consistent with our approach to pricing our entire portfolio, we initially received market pricing on these securities from the pricing service. We also generally obtain two to three indications from dealers who actively trade in these or similar securities, but are not binding offers. We then reviewed the pricing on these non-agency CMO securities based on the market environment and the specific characteristics, including: the overall structure of the instrument; 60-day delinquencies, loss severities and default rates; demographic and geographic characteristics of the underlying mortgages; support levels; and loan to value ratios. With the adoption of FASB ASC 820-10 during the three months ended June 30, 2009, we utilized internal pricing models to assist us in determining estimated fair values. Our internal pricing model incorporates cash flows for each security based on projected losses discounted using a liquidity risk premium that market participant would demand because of the inherent uncertainty in the cash flows. The risk premium is reflective of an orderly transaction between market participants at the measurement date under current market conditions. Determining the price at which willing market participants would transact at the measurement date under current market conditions if there has been a significant decrease in volume or level of activity for these securities depends on the facts and circumstances and requires the use of significant judgment. We weigh the indications of fair value resulting from multiple valuation techniques, considering both an income approach such as our internal pricing model and a market approach that provides estimates of fair value from the pricing service and non-binding quotes from market participants. Based on these indications, we consider the reasonableness of the range of estimates to determine the point within the range that is more representative of fair value under current market conditions. We select a fair value estimate based on professional judgment utilizing a weighting or blending of internal pricing models, the fair value provided by the pricing service and non-binding indications. This is consistent with FASB ASC 820-10 and is appropriate in determining the fair value when the volume or level of activity has decreased in markets that are not orderly.

As a result of this review, as of March 31, 2010, we have classified as Level 3 pricing five non-agency CMOs (4 Alt-A CMOs and 1 non-agency CMO with 2006 origination years) and one non-publicly traded equity security with total fair market values of $2,549,000, which represents approximately 1% of our investment portfolio.

A reconciliation of the beginning and ending balances of our financial instruments for fair value measurements made using significant unobservable inputs (Level 3) follows (in thousands):

		March 31, 2010
Balance at beginning of period	$	2,106
Total gains or losses realized/unrealized:		
Included in earnings (or changes in net assets)		42
Included in other comprehensive income		75
Purchases, issuances, and settlements		(94)
Tranfers in and/or out of Level 3		420
Balance at end of period	$	2,549
The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at March 31, 2010	$	(1)

Gains and losses (realized and unrealized) included in earnings for the period are reported in net realized investment gains (losses) as follows:		
Total gains or losses included in earnings for the period (above)	$	(1)
Change in unrealized gains or losses related to assets held at end of period	$	39

As included in the table above, a net of $420,000 was transferred into Level 3 from Level 2 during the three months ended March 31, 2010. This is the result of one transfer with a fair value of $690,000 and one transfer out with a fair value of $270,000. These transfers are the result of updating pricing from December 31, 2009. The updated pricing information is based on a current review as of March 31, 2010 of all the various methods described above for Levels 2 and 3.

We attempt to apply consistent methods and techniques utilized to determine fair value for these securities; however, assumptions regarding delinquency levels and default rates, realized losses and projected timing of those losses and prepayment speeds may vary significantly, especially over time, an could materially impact valuations. For example, we recognized a realized loss of $1,000 for the three months ended March 31, 2010 as a result of valuing these securities based on Level 3 pricing assumptions. However, had we selected our pricing based on Level 2 pricing assumptions, we would have recorded lower realized losses of $1,000 for the three months ended March 31, 2010 and increased our fixed maturities, available-for-sale and accumulated, OCI by $1,152,000 as of March 31, 2010 based on higher pricing assumptions.

In addition to the above assets, we also have other financial assets, which includes a structured annuity classified as other invested assets and a financial liability for our mandatorily redeemable preferred stock that are not carried at fair market value. At March 31, 2010, the structured annuity has a book value of $1,551,000 and a fair market value of $1,715,000. The mandatorily redeemable preferred stock has a book value of $5,504,000 and a fair market value of $4,984,000. The fair market estimates were based on an evaluation of similar securities with like terms and estimated credit risk.

7.

Reserve for Loss and Loss Adjustment Expense

The reserve for unpaid losses and loss adjustment expenses represents the estimated liability for unpaid claims reported to us, plus claims incurred but not reported and the related estimated loss adjustment expenses. The reserve for losses and loss adjustment expenses is determined based on our actual experience, available industry data and projections as to future claims frequency, severity, inflationary trends and settlement patterns.

We write medical malpractice insurance policies which have a lengthy period for reporting a claim (tail coverage) and a long process of litigating a claim through the courts and whose risk factors expose its reserves for loss and loss adjustment expenses to significant variability. These conditions subject our insurance subsidiary s open reported claims and incurred but not reported claims to increases due to inflation, changes in legal proceedings and changes in the law. While the anticipated effects of inflation is implicitly considered when estimating reserves for loss and loss adjustment expenses, an increase in average severity of claims is caused by a number of factors. Future average severities are projected based on historical trends adjusted for changes in underwriting standards, policy provisions and general economic trends. Those anticipated trends are monitored based on actual experience and are modified as necessary to reflect any changes in the development of ultimate losses and loss adjustment expenses. These specific risks, combined with the variability that is inherent in any reserve estimate, could result in significant adverse deviation from our carried reserve amounts. The ultimate resolution of claims is subject to considerable uncertainty. Actual developments will likely vary, perhaps significantly, from the current estimated amounts reflected in the accompanying financial statements. We believe the reserves for loss and loss adjustment expenses are reasonably stated as of March 31, 2010.

We recorded $6,941,000 for losses and loss adjustment expenses for the three months ended March 31, 2010, which included $11,249,000 for the current accident year, reduced by $4,308,000 of favorable development for prior report years. The favorable development was the result of loss severity for the 2002 and the 2006 through 2009 report years developing favorably compared to prior period estimates driven primarily by claim closures at less than reserved amounts. For the three months ended March 31, 2009, we recorded $6,121,000 for losses and loss adjustment expenses, which included $11,020,000 for the current accident year, reduced by $4,899,000 of favorable development for prior report years. The favorable development was the result of loss severity for the 2002 through 2008 report years developing favorably compared to prior period estimates.

8.

<u>Reinsurance</u>

<u>Reinsurance Premiums Ceded</u>. Certain premiums are ceded to other insurance companies under reinsurance agreements. These reinsurance contracts provide us with increased capacity to write additional risk and the ability to write specific risks within our capital resources and underwriting guidelines. The 2010 reinsurance agreement is a fixed-rated treaty and provides 100% coverage in excess of our retention of $750,000 up to $1,000,000 with an additional retention of 10% of claims for policy limits that are greater than $1,000,000 with no aggregate limit. The 2009 reinsurance agreement is a fixed-rated treaty and provides 100% coverage in excess of our retention of $1,000,000 with a $5,000,000 aggregate limit. Prior to 2009, our insurance subsidiary, American Physicians Insurance Company (API) entered into reinsurance contracts, which provided for losses in excess of the retention of $250,000 on individual claims and beginning in 2002 through 2005, $350,000 on multiple insured claims related to a single occurrence. The 2006, 2007 and 2008 reinsurance treaties provide for these same terms with API retaining an additional 10%, 20% and 40% of the risk above the aforementioned retention levels for 2006, 2007 and 2008, respectively.

The reinsurance contracts for 2002 through 2008 contain variable premium ceding rates based on loss experience. The ceded premium charged under these contracts is dependent upon the development of ultimate losses ceded to the reinsurers under their retrospective treaties. For the three months period ended March 31, 2010, we recorded favorable development to ceded premiums of $364,000, primarily due to adjustments to treaty years 2002, 2003 and 2006. For the three months ended March 31, 2009, we recorded favorable development to ceded premiums of $832,000 primarily due to adjustments to treaty years 2006 and 2008. These adjustments reflect reductions in our estimates of ultimate claims severity and loss experience as a result of claims closures at less than reserved amounts.

In addition to an adjustment to premiums ceded, estimates of ultimate reinsurance ceded premium amounts compared to the amounts paid on a provisional basis for the 2002 through 2008 reinsurance treaties give rise to a balance sheet asset classified as Other Amounts Receivable Under Reinsurance Contracts or a balance sheet liability classified as Funds Held Under Reinsurance Treaties. Furthermore, each retrospective treaty requires a 24 or 36 month holding period before any premium adjustments or cash can be returned or paid. The ultimate settlement amount is not determined until all losses have been settled under the respective treaties. As of March 31, 2010, we recorded a balance sheet liability, Funds Held Under Reinsurance Treaties of $3,113,000, which represent the difference between the estimates of ultimate reinsurance premiums ceded amounts for the 2002 through 2008 treaty years as compared to the amounts paid on a provisional basis.

Reinsurance Recoverables. Ceded reserves for loss and loss adjustment expenses are recorded as reinsurance recoverables. Reinsurance recoverables are the estimated amount of future loss payments that will be recovered from reinsurers, and represent the portion of losses incurred during the period that are estimated to be allocable to reinsurers. There are several factors that can directly affect the ability to accurately forecast the reinsurance recoverables. Many of the factors discussed in Note 7 related to the sensitivities of forecasting total loss and loss adjustment expense reserves also apply when analyzing reinsurance recoverables. Since we cede excess losses above $250,000 on individual claims and $350,000 on multiple insured claims for treaty years 2002 through 2008, the trends related to severity significantly affect this estimate. Current individual claims severity can be above or fall below our retention level over the period it takes to resolve a claim.

Similar to the estimate for reserves, due to the long-tailed nature of the medical professional liability line of insurance, relatively small changes in the actuarial assumptions for trends, inflation, severity and frequency for projected ultimate loss and loss adjustment expense reserves can have a greater impact on the recorded balance for reinsurance recoverables than with most other property and casualty insurance lines. While we believe that our estimate for ultimate projected losses related to loss and loss adjustment expense is adequate based on reported and open claim counts, there can be no assurance that additional significant reserve enhancements will not be necessary in the future given the many variables inherent in such estimates and the extended period of time that it can take for claim patterns to emerge.

Reinsurance contracts do not relieve us from our obligations to policyholders. We continually monitor our reinsurers to minimize our exposure to significant losses from reinsurer insolvencies. Any amount found to be uncollectible is written off in the period in which the uncollectible amount is identified.

Unsecured reinsurance recoverables at March 31, 2010, that exceeded 10% of total reinsurance paid and unpaid loss and loss adjustment expenses are summarized below (in thousands):

Company Name	**March 31, 2010**

Swiss Reinsurance	$	2,050
Transatlantic Reinsurance		2,026
ACE Tempest Re USA		1,557
Hannover Ruckversicherrungs		947

As of March 31, 2010, ACE Tempest Re USA was A.M. Best rated A+ (Superior). Swiss Reinsurance (Swiss Re), Transatlantic Reinsurance (Transatlantic) and Hannover Ruckversicherrungs (Hannover) were A.M. Best rated A (Excellent). To date, all of our reinsurers have continued to reimburse us for paid claims in a manner consistent with past practices and contractual obligations.

The reinsurers on the 2010 treaty include Hannover, Transatlantic and General Reinsurance Corporation (General Re). General Re is A.M. Best rated A++ (Superior) as of March 31, 2010.

As of March 31, 2010, all of API s reinsurance contracts were with companies in adequate financial condition and we believe there was not any need to establish an allowance for doubtful reinsurance recoverable. We have not experienced any material problems collecting from our reinsurers.

9.

Income Taxes

The provision for income taxes is based on amounts reported in the statements of income after exclusion of nontaxable income such as interest on state and municipal securities. Also, certain items of income and expenses are recognized in different time periods for financial statement purposes than for income tax purposes. Thus, provisions for deferred taxes are recorded in recognition of such temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. The Company and its subsidiaries file a consolidated federal income tax return. Consolidated income tax expense is allocated on the basis of each company's income adjusted for permanent differences.

Our effective income tax rate for the three months ended March 31, 2010 and 2009 was approximately 33.9% and 34.5%, respectively.

10.

Mandatorily Redeemable Preferred Stock

In conjunction with the acquisition of API we issued 10,198 shares of Series A redeemable preferred stock, par value $1.00 per share, from the 10,500 shares authorized. Holders of Series A redeemable preferred stock are entitled to cumulative dividends thereon at the rate of three percent (3%) per annum payable on the remaining redemption value per share, in priority to the payments of dividends on the common shares. Holders of our Series A redeemable preferred stock have no preemptive rights and have the same voting rights as the holders of our common stock. The shares are non-certificated and mandatorily redeemable. They will be redeemed ratably at not less than $1,000,000 per year, with all remaining outstanding shares being redeemed by December 31, 2016. During the quarter ended March 31, 2010, 1,050 shares of our Series A redeemable preferred stock were redeemed from our preferred shareholders for $1,259,000, which included accrued dividends of $209,000. During 2009, 2008 and 2007, 1,075, 1,104 and 1,019 shares of our Series A redeemable preferred stock were redeemed for $1,230,000, $1,368,000 and $1,058,000, which included dividends of $177,000, $297,000 and $40,000, respectively. In the event of any liquidation, the holders of our Series A redeemable preferred stock receive an amount equal to the remaining redemption value before any distribution is made to the holders of our common stock.

We classify our redeemable preferred stock as a liability because it embodies an unconditional obligation that requires us to redeem the shares by transferring our assets at a specified or determinable date or upon an event that is certain to occur and therefore, the preferred stock dividend has been classified as interest expense.

11.

Stock-Based Compensation

We use the Black-Scholes-Merton option-pricing model to determine the fair value of stock-based awards. For the three months ended March 31, 2010, we recorded compensation cost related to stock options of $112,000 and a related reduction in income taxes of $39,000. The compensation cost is the total fair value, at date of grant, of stock options that vested during the period. No compensation costs were capitalized in the three month period ended March 31, 2010.

During the three months ended March 31, 2010, 23,200 options were exercised with an intrinsic value of $283,000. For the three months ended March 31, 2010, we received cash proceeds of $232,000 and we received $81,000 in value through cashless exercises/exchanges for the options exercised. Also, as of March 31, 2010, there was $484,000 of total unrecognized compensation cost related to non-vested shares under our 2005 Incentive and Non-Qualified Stock Option Plan (the Stock Option Plan), which is expected to be recognized over a weighted-average period of 1.2 years.

The Stock Option Plan provides for the issuance of up to 1,250,000 shares of common stock to our employees, including officers and directors, as well as non-employee directors. A total of 902,000 of these options have been granted as of March 31, 2010 and 348,000 are available for grants. Of those granted, 151,000 shares have been exercised, 508,000 options are exercisable and 243,000 are not yet exercisable.

No stock options were granted during the three months ended March 31, 2010. Presented below is a summary of the stock options held by our employees and our directors and the related transactions for the three months ended March 31, 2010.

	Three Months Ended March 31, 2010		
	Shares		Weighted Average Exercise Price
Balance at January 1	774,000	$	17.87
Options granted	-		-
Options exercised	23,200		13.51
Options forfeited/expired	-		-
Balance at March 31	750,800		18.01
Options exercisable	508,000		16.23

The following table summarizes our outstanding and exercisable options at March 31, 2010:

Stock Options Outstanding							Stock Options Exercisable					
Shares		Weighted Average Exercise Price		Aggregate Intrinsic Value (1)	Average Remaining Contractual Life	Shares		Weighted Average Exercise Price		Aggregate Intrinsic Value (1)	Average Remaining Contractual Life
751,000	$	18.01	$	5,245,000	2.6	508,000	$	16.23	$	4,453,000	2.0

(1)

Based on the $25 closing price of our stock at March 31, 2010.

12.

Commitments and Contingencies

We are involved in various claims, legal actions and regulatory inquiries that arise from time to time in the ordinary course of our business.

In April 2010, APS Financial Corporation, our broker-dealer subsidiary, received a notice from the staff of the Financial Industry Regulatory Authority (FINRA), notifying it that the staff has made a preliminary determination to recommend that a disciplinary action be brought against the broker-dealer. The potential charges recommended by the staff of FINRA in such action would allege that the broker-dealer charged excessive markups in certain transactions occurring from January 1, 2005 to December 5, 2006, and that the broker-dealer failed to maintain adequate supervisory systems that would have prevented these markups. A former employee and a current employee of APS Financial Corporation have also received notices in connection with the alleged violations. A FINRA staff preliminary determination is neither a formal allegation nor is it evidence of wrongdoing. We intend to submit a response to the notice and vigorously contest any formal disciplinary action that would result in a censure, fine or other sanction.

While we cannot predict the outcome of any pending or future claim, legal action or government inquiry or enforcement action, and although no assurances can be given, we do not believe that any pending matter will have a material adverse effect on our consolidated financial position, results of operation or cash flows.

13.

Earnings Per Share

Basic earnings per share are based on the weighted average shares outstanding without any dilutive effects considered. Diluted earnings per share reflect dilution from all contingently issuable shares, such as options. A reconciliation of income and weighted average shares outstanding used in the calculation of basic and diluted income per share from operations follows:

(in thousands except share data)	Three Months Ended March 31, 2010		Three Months Ended March 31, 2009	
Numerator for basic and diluted income per common share:				
Net income	$	4,528	$	4,730
Denominator:				
Denominator for basic income per common share - weighted average shares outstanding		6,857		6,994
Effect of dilutive stock options and awards		110		89
Denominator for diluted income per common share - adjusted weighted average shares outstanding		6,967		7,083
Net income - basic	$	0.66	$	0.68
Net income - diluted	$	0.65	$	0.67

14.

Segment Information

The Company s segments are distinct by type of service provided. Comparative financial data for the three month periods ended March 31, 2010 and 2009 are shown as follows:

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009
Operating Revenues		
Insurance services	$ 18,125	$ 17,279
Financial services	1,557	1,548
All other	391	465
Total segment revenues	$ 20,073	$ 19,292
Reconciliation to Consolidated Statements of Operations:		
Total segment revenues	$ 20,073	$ 19,292
Less: intercompany interest and dividends	(58)	(61)
Total revenues	$ 20,015	$ 19,231
Operating Income:		
Insurance services	$ 8,120	$ 8,118
Financial services	(135)	(80)
All other	(1,133)	(820)
Total segment operating income	$ 6,852	$ 7,218
Income tax expense (benefit):		
Insurance services	$ 2,748	$ 2,781
Financial services	(48)	(26)
All other	(376)	(267)
Total segment income tax expense (benefit)	$ 2,324	$ 2,488
Capital expenditures:		
Insurance services	$ 51	$ 77
Financial services	11	2
All other	30	2
Total segment capital expenditures	$ 92	$ 81
Depreciation/amortization expenses:		
Insurance services	$ 69	$ 99
Financial services	7	8
All other	33	33

Total segment depreciation/amortization expenses:	$	109	$	140

Balance sheet data:		**March 31, 2010**
Identifiable assets		
Insurance services	$	263,087
Financial services		2,585
All other		45,696
Total segment assets	$	311,368

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For purposes of this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A), APS, we, our, us and the Company refer to American Physicians Service Group, Inc., togethe subsidiaries, unless the context requires otherwise. The following MD&A should be read in conjunction with the accompanying unaudited consolidated financial statements for the three months ended March 31, 2010, included in Part I, Item 1, as well as the audited, consolidated financial statements and notes in our Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the United States Securities and Exchange Commission (the SEC) on March 3, 2010.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements involve risks and uncertainties, as well as assumptions that, if they do not materialize or prove correct, could cause our results to differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements: of our plans, strategies and objectives for future operations; concerning new products, services or developments; regarding future economic conditions, performance or outlook; as to the outcome of contingencies; of beliefs or expectations; and of assumptions underlying any of the foregoing.

Forward-looking statements may be identified by their use of forward-looking terminology, such as believes, expects, may, should, would, intends, plans, estimates, anticipates, projects and similar words or expressions. place undue reliance on these forward-looking statements, which reflect our management s beliefs and assumptions only as of the date of the filing of this Quarterly Report on Form 10-Q. We undertake no obligation, other than that imposed by law, to update forward-looking statements to reflect further developments or information obtained after the date of filing of this Quarterly Report on Form 10-Q or, in the case of any document incorporated by reference, the date of that document.

The following important factors, in addition to those referenced under Risk Factors in Part II, Item 1A and Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on March 3, 2010, could affect the future results of our operations and could cause those results to differ materially from those expressed in or implied by such forward-looking statements:

general economic conditions, either nationally or in our market area, that are worse than expected;

changes in the healthcare industry;

regulatory and legislative actions or decisions that adversely affect our business plans or operations;

inflation and changes in the interest rate environment, and/or changes in the securities markets including the performance of financial markets affecting the fair value of our investments or making it difficult to determine the value of our investments;

uncertainties inherent in the estimate of loss and loss adjustment expense reserves and reinsurance;

significantly increased competition among insurance providers;

changes in the availability or cost of reinsurance including our ability to renew our existing reinsurance treaty or obtain new reinsurance;

failure or inability of our reinsurers to pay claims or amounts due us in a timely manner;

loss of key executives, personnel, accounts or customers; and

potential losses and litigation risk associated with our Financial Services businesses.

The foregoing factors should not be construed as exhaustive and we caution you not to place undue reliance on forward-looking statements, which speak only as of the date of this report. In addition to any risks and uncertainties specifically identified in the text surrounding forward-looking statements, you should consult our other filings under the Securities Act of 1933 and the Securities Exchange Act of 1934 for factors that could cause our actual results to differ materially from those presented.

Business Overview

We provide (1) insurance services, specifically medical professional liability insurance in Texas, Arkansas and Oklahoma and (2) financial services, including brokerage and investment services to individuals and institutions.

Insurance Services. We provide medical professional liability insurance primarily in Texas, where our insurance subsidiary has written business for over 33 years. Our insurance subsidiary is authorized to do business in the States of Texas, Arkansas and Oklahoma and specializes in writing medical professional liability insurance for physicians and other healthcare providers, including physician extenders and clinical staff. Our insurance subsidiary currently insures approximately 6,700 physicians, dentists, and other healthcare providers, including physician extenders and clinical staff, the majority of which are in Texas. For the quarter ended March 31, 2010, approximately 85%, 12% and 3% of our premiums were written in Texas, Oklahoma and Arkansas, respectively.

Financial Services. We provide investment and investment advisory services to institutions and individuals throughout the United States through the following subsidiaries:

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APS Financial. APS Financial Corporation (APS Financial) is a fully licensed broker-dealer that provides brokerage and investment services primarily to institutional and high net worth individual clients. APS Financial also provides portfolio accounting, analysis and other services to insurance companies, banks and public funds. We recognize commission revenue, and the related compensation expense, on a trade date basis.

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APS Capital. APS Capital Corp. is dedicated to the clearing and settlement of trades involving non-securities including syndicated bank loans, trade claims and distressed private loan portfolios. We seek to develop business with clients who trade in distressed markets. We recognize commission revenue, and the related compensation expense, when the transaction is complete and fully funded.

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APS Asset Management. APS Asset Management, Inc., a registered investment adviser under the Investment Advisers Act of 1940, manages fixed income and equity assets for institutional and individual clients on a fee basis. We recognize fee revenues monthly based on the amount of funds under management.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, or GAAP, requires us to make estimates and assumptions that affect amounts reported in the accompanying unaudited Consolidated Financial Statements and Notes thereto. These estimates and assumptions are evaluated on an on-going basis based on historical developments, market conditions, industry trends and other information we believe to be reasonable under the circumstances. There can be no assurance that actual results will conform to our estimates and assumptions, or that reported results of operations will not be materially adversely affected by the need to make accounting adjustments to reflect changes in these estimates and assumptions from time to time. Adjustments related to changes in estimates are reflected in our results of operations in the period in which those estimates changed.

Our critical accounting policies are those policies that we believe to be most sensitive to estimates and judgments. These policies are more fully described in Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-K for the year ended December 31, 2009 and Note 3 to our audited consolidated financial statements contained in that report. There have been no material changes to these policies since the most recent year end.

Results of Operations

Despite continued pricing pressure in our Insurance Services segment over the last several years, improvements in the terms of our reinsurance contracts coupled with continued favorable prior year reserve development allowed us to deliver solid results from this operating segment for the three months ended March 31, 2010. As a result of continued favorable development in both claim counts and claim severity post-tort reform and increased competition, we lowered our rates on renewing business approximately 2% on average during the three months ended March 31, 2010 as compared to approximately 8% for the three months ended March 31, 2009. The 2010 reductions were the result of negotiated discounts to retain certain group practices with favorable loss histories. Policyholder retention was strong for the first three months of 2010 at approximately 90% as compared to 94% during the first three months of 2009. We have seen continued competition by existing professional liability carriers. Many of these carriers have been aggressive in seeking new business and are willing to compete on price. As a result of this increased competition, we continue to be faced with price pressure on both existing renewals and new business. We will continue to monitor frequency of claims and severity of loss and legal expenses to determine if further rate adjustments are warranted. As a result of these market forces, we expect to continue to face extensive competition throughout 2010, but will continue to price insurance products at rates we believe are adequate for the risks assumed.

Furthermore, even though reported claims and claim pay-out trends remain favorable, we increased loss and loss adjustment expenses by $229,000 to $11,249,000 for the three months ended March 31, 2010 for the 2010 accident year as compared to $11,020,000 for the 2009 accident year for the three months ended March 31, 2009. This increase continues to reflect an increase in our policyholder count from 6,216 as of March 31, 2009 to 6,695 as of March 31, 2010.

Our Financial Services segment, which had returned to profitability in 2009, experienced a loss in the first quarter of 2010 as a result of slightly lower trading activity and increased expenses in the broker-dealer division. An increase in our bank debt/trade claims revenues in the current quarter brought total first quarter 2010 financial services revenues to roughly equivalent to those in the first quarter of 2009. This level of commission income proved insufficient to produce a profit in the current quarter despite the many cost cutting measures that were implemented in 2008 and continued into 2009. Though we are encouraged by the activity we are seeing so far in the second quarter of 2010 resulting in part from our recent hiring of brokers, we cannot predict that this trend will continue or that we will not incur future, unforeseen expenses. As a result, we cannot be confident as to when or if consistent positive earnings will return.

The following table sets forth selected historical financial and operating data for the Company. The selected income statement data below for the three months ended March 31, 2010 and 2009 is derived from our consolidated unaudited financial statements included herein which management believes incorporate all of the adjustments necessary for the fair presentation of the financial condition and results of operations for such periods and have been prepared in accordance with GAAP. Actual financial results through March 31, 2010 may not be indicative of future financial performance.

Selected Consolidated Financial and
Operating Data of American Physicians Service Group, Inc.

(in thousands, except per share and ratio data)		Three Months Ended March 31, 2010		2009
Income Statement Data:				
Gross premiums written	$	18,624	$	17,540
Premiums ceded		(149)		328
Net premiums written		18,475		17,868
Net premiums earned		16,109		16,457
Investment income, net of investment expenses		2,500		2,551
Net realized capital gains (losses) and OTTI		(90)		(1,282)
Financial services		1,440		1,448
Other revenue		56		57
Total revenues		20,015		19,231
Losses and loss adjustment expenses		6,941		6,121
Other underwriting expenses		3,159		3,221
Change in deferred acquisition costs		(95)		(181)
Financial services expenses		1,692		1,628
General and administrative expenses		1,466		1,224
Total expenses		13,163		12,013
Income from operations		6,852		7,218
Income tax expense		2,324		2,488
Net income	$	4,528	$	4,730
Diluted weighted average shares outstanding		6,967		7,083
Diluted earnings per common share	$	0.65	$	0.67
Underwriting Ratios:				
Loss ratio (1)				
Current accident year		70%		67%
Prior accident years		-27%		-30%
Calendar year		43%		37%
Expense ratio (2)		19%		18%
Combined ratio (3)		62%		55%

(1) Loss ratio is defined as the ratio of losses and loss adjustment expenses to net premiums earned.

(2) Expense ratio is defined as the ratio of other underwri