

REPORT ON EXAMINATION
OF
AMERICAN SOUTHERN INSURANCE COMPANY
2900 S.W. WANAMAKER DRIVE, SUITE 204
TOPEKA, KANSAS 66614
AS OF
DECEMBER 31, 2022

FILED

June 17, 2024

VICKI SCHMIDT
Commissioner of Insurance

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Topeka, Kansas
June 7, 2024

Honorable Vicki Schmidt
Commissioner of Insurance
Kansas Insurance Department
1300 SW Arrowhead Rd
Topeka, Kansas 66604-4019

Dear Commissioner:

In accordance with your authorization and pursuant to K.S.A. 40-222, an examination has been conducted of the financial condition and business affairs of:

AMERICAN SOUTHERN INSURANCE COMPANY

with its statutory home office at:

**2900 S.W. WANAMAKER DRIVE, SUITE 204
TOPEKA, KANSAS**

and main administrative office at:

**3715 NORTHSIDE PARKWAY
ATLANTA, GEORGIA**

hereinafter referred to as the "Company" or "American Southern". The following report on such examination is respectfully submitted.

SCOPE OF EXAMINATION

The examiners have performed a multi-state financial examination of the Company, a Kansas domiciled property and casualty insurance company. The last examination covered the five-year period from January 1, 2013, through December 31, 2017. This examination covers the five-year period from January 1, 2018, through December 31, 2022. The examination was conducted as a coordinated examination with the Georgia Office of Insurance and Safety Fire Commissioner's ("GOISFC") examination

of Atlantic American Corporation (“Atlantic American”), American Southern’s parent holding company, and its remaining subsidiaries, Bankers Fidelity Life Insurance Company, Bankers Fidelity Assurance Company, Atlantic Capital Life Assurance Company and American Safety Insurance Company (“American Safety”). The GOISFC utilized Risk & Regulatory Consulting, LLC (“RRC”) to manage the examination.

The examination was conducted in accordance with the rules, regulations, and directives of the Kansas Department of Insurance (“Department”) and the observed guidelines and procedures contained in the National Association of Insurance Commissioners (“NAIC”) *Financial Condition Examiners Handbook* (“Handbook”). The Handbook requires that the examiners plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company, and evaluate system controls and procedures used to mitigate those risks. An examination also includes identifying and evaluating significant risks that could cause an insurer’s surplus to be materially misstated both currently and prospectively.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management’s compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination, an adjustment is identified, the impact of such adjustment is documented separately following the Company’s financial statements.

This examination report includes significant findings of fact, as mentioned in K.S.A. 40-222, and general information about the insurer and its financial condition. There may

be other items identified during the examination that, due to their nature (e.g., subjective conclusions, proprietary information, etc.), are not included within the examination report but separately communicated to other regulators and/or the Company.

Independent Audit Reports

Financial statements of the Company were audited by FORVIS, LLP of Atlanta, Georgia for the years ending December 31, 2018, through December 31, 2022. In each of the years under examination, the auditors concluded that the financial statements of the Company present fairly, in all material respects, the admitted assets, liabilities and policyholders' surplus of the Company as of each year and the results of its operations and its cash flows for the years then ended in accordance with the statutory accounting practices prescribed or permitted by the Department.

The independent auditor's workpapers were reviewed and analyzed by the examiners. Significant reliance was placed on select workpapers during this examination.

Actuarial Review

Gustave A. Krause, FCAS, MAAA. of Krause & Co. of Roswell, Georgia was retained as the appointed actuary to perform a review of the Company's actuarial practices and reserves as of December 31, 2022. The appointed actuary's review consisted of evaluating assumptions, methodologies, and calculations utilized by the Company in its reserve setting process.

SUMMARY OF SIGNIFICANT FINDINGS

The Company's Insurance Holding Company System Registration Statement Form B, dated April 28, 2023, omitted disclosure of the following:

- Gray Television, Inc. was not disclosed as an affiliate.

- The Company's affiliated service agreement with American Safety was not disclosed.

COMPANY HISTORY

General

The Company was organized and incorporated under the laws of Georgia on December 14, 1936, and commenced business on March 6, 1937. On October 30, 1997, the Company re-domesticated to the state of Kansas. The Company is authorized to transact the kinds of insurance provided for in K.S.A. 40-901 and K.S.A. 40-1101.

Capital Stock

As of December 31, 2022, the Company had 500,000 shares of common stock with a par value of \$10.00 authorized. Of the 500,000 authorized shares, 300,000 were issued and outstanding as of December 31, 2022.

Dividends and Capital Contributions

During the examination period, the following dividends were declared and paid:

<u>Year</u>	<u>Amount</u>
2018	\$3,600,000
2019	\$3,600,000
2020	\$3,600,000
2021	\$4,800,000
2022	\$4,800,000

CORPORATE RECORDS

The Company's articles of incorporation and bylaws were reviewed and were last amended on May 6, 2008, and April 23, 2002, respectively.

MANAGEMENT AND CONTROL

Ownership

As of December 31, 2022, Atlantic American owns 100% of the Company's outstanding capital stock. The Company is controlled by Atlantic American and managed by its Board of Directors ("Board").

Board of Directors

The Company's bylaws consist of eleven (11) articles that provide the framework for the operation, management, and control of the Company. The Company is managed by a Board.

Pursuant to the Company's bylaws, the Board shall consist of no less than three (3) and not more than fifteen (15) directors. At the annual meeting, the stockholders elect directors, each of whom hold office for a term of one (1) year or until a successor is elected and qualified or until such director's earlier resignation or removal. The directors elected and serving as of December 31, 2022, were as follows:

<u>Name</u>	<u>Principal Occupation and Business Affiliation</u>
Hilton H. Howell	Chairman, President and Chief Executive Officer Atlantic American Corporation
Calvin L. Wall	Chairman Emeritus American Southern Insurance Company
Scott G. Thompson	Chairman, President, and Chief Executive Officer American Southern Insurance Company
Robert H. Knight	Chief Financial Officer and Executive Vice President American Southern Insurance Company

Committees

The Company's bylaws indicate that the Board may designate one (1) or more committees of the Board. The Board has established two (2) committees: an executive committee, and an investment committee. Members of these committees as of December

31, 2022, were as follows:

Executive Committee

Hilton H. Howell
Calvin L. Wall
Scott G. Thompson
Robert H. Knight

Investment Committee

Hilton H. Howell
Scott G. Thompson
Robert H. Knight

Officers

Pursuant to the bylaws, the Company will have a chairman of the Board, a president, an executive vice president, a secretary, a treasurer, a controller and such other vice presidents, assistant vice presidents, assistant secretaries, and assistant treasurers as determined by resolution of the Board. The chairman and the president will be directors of the Company while the remaining officers may or may not be directors of the Company. Any two (2) offices may be held by one (1) and the same person, except for the office of the president and secretary or assistant secretary. The following is a listing of officers and their position(s) held as of December 31, 2022.

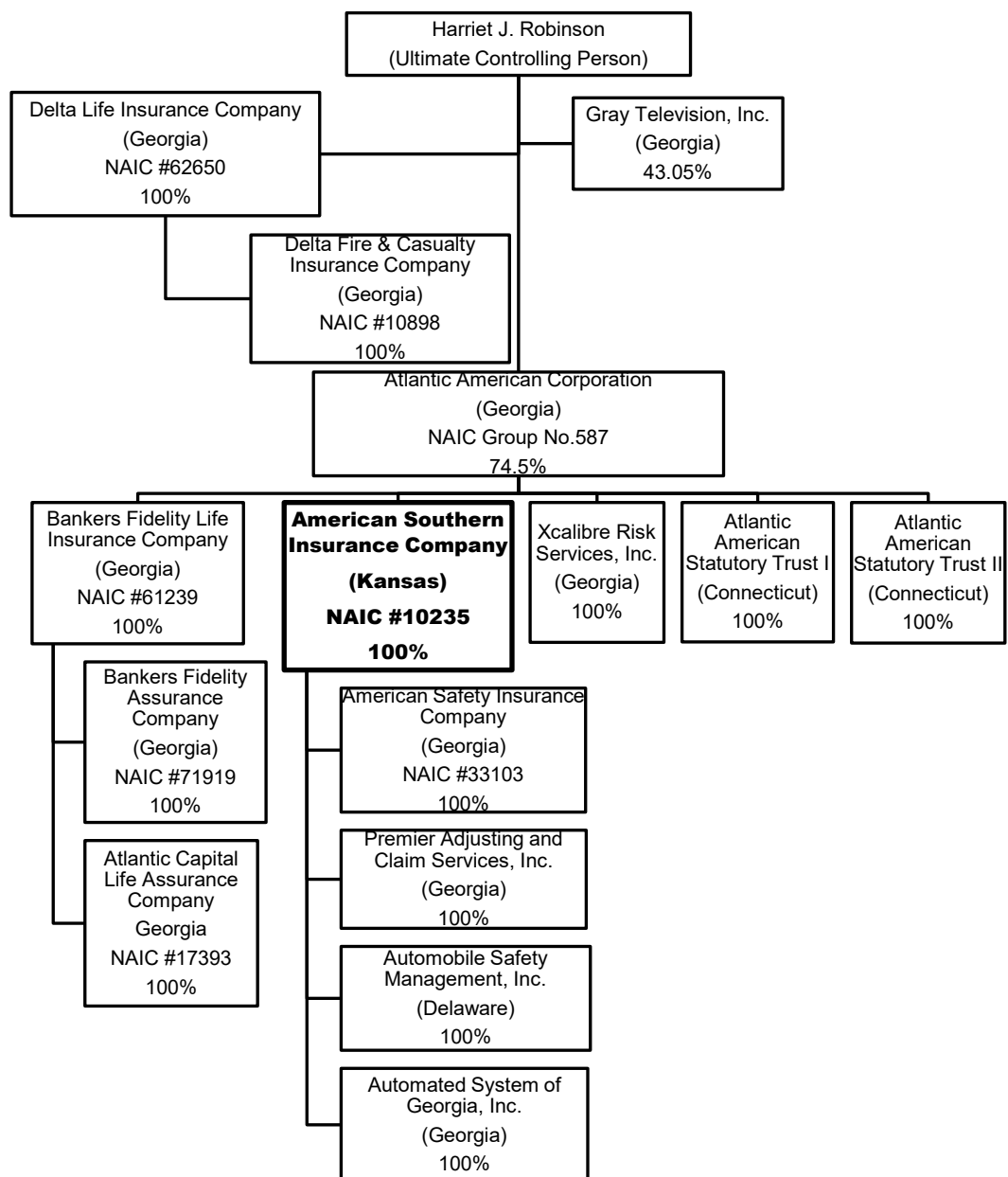
<u>Name</u>	<u>Office</u>
Scott G. Thompson	Chairman, President & Chief Executive Officer
Robert H. Knight	Executive Vice President, Chief Financial Officer, Treasurer & Controller
Melonie A. Coppola	Secretary
Constance B. Woods	Senior Vice President
J. Mark Thomas	Vice President
Jerry A. Underwood	Vice President
L. Ray McGhie	Vice President
Jonathan Bell	Vice President

INSURANCE HOLDING COMPANY SYSTEM

K.S.A. 40-3305 requires a domestic insurer that is part of an insurance holding

company system to file appropriate registration statements with the Commissioner of Insurance. The Company has submitted Forms “B” and “C” registration statements to the Department for each of the years under examination. A review of the registration statements indicated that the Company did not properly report the service agreement with American Safety in the Form B filing, dated April 28, 2023. The Company also did not properly report the Ultimate Controlling Persons ownership of Gray TV in the Form B filing.

The organizational chart below illustrates the identities and intercompany relationships among insurance and non-insurance companies and the controlling entities thereof, as of December 31, 2022.



Intercompany/Cost Sharing Agreements

The following is a brief description of significant agreements executed with affiliated entities that were in effect as of December 31, 2022.

Service Agreement

Effective January 1, 2006, the Company entered into a Service Agreement with Atlantic American whereby Atlantic American provides certain support and contract

services to the Company. The Company paid Atlantic American \$316,656, \$377,821, \$498,057, \$481,560 and \$465,000 pursuant to the terms of this Agreement in 2018, 2019, 2020, 2021 and 2022, respectively.

Service Agreement

Effective August 19, 2014, the Company entered into a Service Agreement with American Safety whereby the Company performs all policy processing transactions, financial reporting and compliance related services for American Safety. Pursuant to the terms of this Agreement, American Safety paid the Company \$6,000 for each of the years under examination, 2018, 2019, 2020, 2021 and 2022, respectively.

Tax Allocation Agreement

Effective January 1, 1996, the Company entered into an Intercompany Tax Allocation Agreement with Atlantic American, to file a consolidated income tax return with that of its affiliated companies and its parent, Atlantic American. The Agreement provides for allocation of consolidated tax liability among members of the group based on separate company taxable income. The Agreement was amended, effective January 1, 2015, to add Bankers Fidelity Assurance Company to the affiliates participating in the Agreement. Effective January 1, 2022, the Intercompany Tax Allocation Agreement was restated and updated to include Atlantic Capital Life Assurance Company and to add certain provisions which did not substantially change the intercompany allocations and settlements.

TERRITORY AND PLAN OF OPERATION

As of December 31, 2022, the Company is authorized to transact business in thirty-two (32) states and the District of Columbia and is eligible (approved to write surplus lines) in seven (7) states and Canada. The NAIC Schedule T Exceptions Report was reviewed for each of the states where the Company is licensed. No exceptions were noted.

As of December 31, 2022, the Company's largest lines of business which provided 98.8% of direct written premiums were commercial auto physical liability with 36.9%, other commercial auto liability with 27.0%, surety with 15.8%, other liability occurrence with 15.1% and inland marine with 4.0%. The remaining 1.2% represented other private passenger auto liability and commercial auto no fault (personal injury protection). The Company utilizes a combination of specialized independent agents and direct solicitation of governmental entities to generate premium.

SELECT FINANCIAL INFORMATION

The table below shows the Company's financial results for the period of December 31, 2018, through December 31, 2022. The financial amounts were obtained from annual statements filed by the Company.

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
<i>(in thousands)</i>					
Admitted Assets	\$ 115,941	\$ 122,035	\$ 130,048	\$ 138,632	\$ 144,287
Liabilities	72,475	76,208	79,853	85,908	91,264
Capital and Surplus	43,467	45,827	50,194	52,724	53,023
Net Underwriting Gain/(Loss)	456	2,093	3,334	3,333	2,979
Net Income	5,218	4,367	8,095	7,247	5,294
Net Premiums Written	54,410	59,626	63,546	68,603	72,671

REINSURANCE

General

The Company's premium activity on a direct written, assumed and ceded basis for the period under examination is detailed below:

<i>(\$000s omitted)</i>					
Premium Type	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Direct Premiums Written	\$ 35,886	\$ 35,578	\$ 37,325	\$ 40,326	\$ 37,969
Reinsurance Assumed	23,599	29,568	32,111	34,789	41,249

Reinsurance Ceded:	(5,075)	(5,520)	(5,890)	(6,511)	(6,547)
Net Premiums Written	\$ 54,410	\$ 59,626	\$ 63,546	\$ 68,604	\$ 72,671

Assumed Reinsurance

Effective April 4, 1989, the Company has a reinsurance agreement with American Safety, whereby the Company assumes 100% of American Safety's written premiums and liabilities incurred relating to policies issued. The agreement allows for American Safety to deduct a commission equal to all underwriting expenses, including but not limited to agents' commissions, premium taxes, and administrative expenses. The Company assumed total premiums of \$14,435,000 in 2022 under this agreement.

The Company assumes minimal amounts of reinsurance from various mandatory pools and associations. Assumption agreements for commercial automobile insurance plans were in place with the state of Alabama and the state of South Carolina State Fiscal Accountability Authority. The Company's retention for the state of Alabama is \$150,000, and General Reinsurance Corporation ("General Re") reinsures the remaining \$850,000 for a \$1,000,000 policy limit. The Company's retention for the state of South Carolina is limited to either \$300,000 or \$600,000, dependent on the qualifying coverage.

Ceded Reinsurance

The Company entered into reinsurance agreements with General Re to limit the net underwriting exposure and loss coverage, all reinsured through General Re as follows:

- a.) The multi-line per risk excess of loss agreement has three layers of coverage of \$400,000 in excess of \$100,000 for the first layer, \$500,000 in excess of \$500,000 for the second layer and \$2,000,000 clash coverage in excess of \$1,000,000 for the third layer, and a clash limit of liability of \$4,000,000 per

occurrence.

- b.) The catastrophe excess of loss agreement provides property coverage and covers \$500,000 in excess of \$500,000 for the first layer, \$5,000,000 in excess of \$1,000,000 for the second layer and \$5,500,000 in excess of \$500,000 for the third layer.

All reinsurance agreements in effect during the examination contained insolvency and cancellation clauses as required by K.S.A. 40-221a. All reinsurance agreements reviewed provided for the transfer of risk. However, the Company is contingently liable for all reinsurance losses ceded to others. This contingent liability would become an actual liability in the event an assuming reinsurer fails to perform its obligations under the reinsurance contract.

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the Department and present the financial condition of the Company for the period ending December 31, 2022. Any accompanying comments on the financial statements reflect any examination adjustments to the amounts reported in the Annual Statement and should be considered an integral part of the financial statements.

AMERICAN SOUTHERN INSURANCE COMPANY
STATEMENT OF ASSETS
AS OF DECEMBER 31, 2022

Bonds	\$ 94,493,205	\$ -	\$ 94,493,205
Preferred stocks	\$96,250		\$96,250
Common stocks	16,464,079		16,464,079
Cash and cash equivalents	16,937,413		16,937,413
Other invested assets	2,777,681		2,777,681
Receivable for securities	6,934		6,934
Investment income due & accrued	839,037		839,037
Uncollected premiums and agents' balances in the course of collection	5,573,273	125,000	5,448,273
Deferred premiums, agents' balances and installments booked but deferred and not yet due	5,743,279		5,743,279
Net deferred tax asset	1,447,308	\$61,178	1,386,130
Electronic data processing equipment and software	94,977		94,977
Furniture and equipment, including health care delivery assets	53,386	53,386	-
Aggregate write-ins for other than invested assets	102,292	102,292	-
	<u>\$ 144,629,114</u>	<u>\$ 341,856</u>	<u>\$ 144,287,258</u>

**AMERICAN SOUTHERN INSURANCE COMPANY
STATEMENT OF LIABILITIES AND SURPLUS
AS OF DECEMBER 31, 2022**

Losses	\$ 47,338,537
Loss adjustment expenses	7,206,963
Commissions payable, contingent commissions and other similar charges	7,214,311
Other expenses	787,947
Taxes, licenses and fees	377,243
Current federal and foreign income taxes	539,876
Unearned premiums	25,534,247
Ceded reinsurance premiums payable	1,495,943
Amounts withheld or retained by company for account of others	4,306
Payable to parent, subsidiaries and affiliates	273,203
Aggregate write-ins for liabilities	491,426
Total liabilities	<u>91,264,002</u>
Common capital stock	3,000,000
Gross paid in and contributed surplus	7,356,933
Unassigned funds	42,666,323
Surplus as regards policyholders	<u>53,023,256</u>
Totals	<u><u>\$ 144,287,258</u></u>

**AMERICAN SOUTHERN INSURANCE COMPANY
STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2022**

Underwriting Income:

Premiums earned \$70,276,513

Deductions:

Losses incurred 38,937,648

Loss adjustment expenses incurred 8,237,551

Other underwriting expenses incurred 20,121,961

Total underwriting deductions 67,297,160

Net underwriting gain (loss) 2,979,353

Investment Income:

Net investment income earned 3,843,858

Net realized capital gains (losses) (28,274)

Net investment gain (loss) 3,815,584

Other Income:

Net gain (loss) from agents' or premium balances charged off (1,464)

Aggregate write-ins for miscellaneous income 10,556

Total other income 9,092

Net income after dividends to policyholders and before

federal and foreign income taxes 6,804,029

Federal and foreign income taxes incurred 1,509,987

Net income \$ 5,294,042

**AMERICAN SOUTHERN INSURANCE COMPANY
CAPITAL AND SURPLUS ACCOUNT
RECONCILIATION OF CAPITAL AND SURPLUS SINCE LAST EXAMINATION**

Surplus as regards policyholders, December 31, 2017		<u>\$ 43,348,341</u>															
Net income	<table border="0"> <tr><td>2018</td><td>\$ 5,218,333</td><td></td></tr> <tr><td>2019</td><td>4,367,299</td><td></td></tr> <tr><td>2020</td><td>8,094,748</td><td></td></tr> <tr><td>2021</td><td>7,247,430</td><td></td></tr> <tr><td>2022</td><td><u>5,294,042</u></td><td>▼ 30,221,852</td></tr> </table>	2018	\$ 5,218,333		2019	4,367,299		2020	8,094,748		2021	7,247,430		2022	<u>5,294,042</u>	▼ 30,221,852	
2018	\$ 5,218,333																
2019	4,367,299																
2020	8,094,748																
2021	7,247,430																
2022	<u>5,294,042</u>	▼ 30,221,852															
Change in net unrealized capital gains or (losses)	<table border="0"> <tr><td>2018</td><td>\$ (1,519,000)</td><td></td></tr> <tr><td>2019</td><td>1,428,876</td><td></td></tr> <tr><td>2020</td><td>(215,306)</td><td></td></tr> <tr><td>2021</td><td>144,115</td><td></td></tr> <tr><td>2022</td><td><u>(295,151)</u></td><td>▼ (456,466)</td></tr> </table>	2018	\$ (1,519,000)		2019	1,428,876		2020	(215,306)		2021	144,115		2022	<u>(295,151)</u>	▼ (456,466)	
2018	\$ (1,519,000)																
2019	1,428,876																
2020	(215,306)																
2021	144,115																
2022	<u>(295,151)</u>	▼ (456,466)															
Change in net deferred income tax	<table border="0"> <tr><td>2018</td><td>\$ 78,925</td><td></td></tr> <tr><td>2019</td><td>102,442</td><td></td></tr> <tr><td>2020</td><td>(65,370)</td><td></td></tr> <tr><td>2021</td><td>(21,769)</td><td></td></tr> <tr><td>2022</td><td><u>132,221</u></td><td>▼ 226,449</td></tr> </table>	2018	\$ 78,925		2019	102,442		2020	(65,370)		2021	(21,769)		2022	<u>132,221</u>	▼ 226,449	
2018	\$ 78,925																
2019	102,442																
2020	(65,370)																
2021	(21,769)																
2022	<u>132,221</u>	▼ 226,449															
Change in nonadmitted assets	<table border="0"> <tr><td>2018</td><td>\$ (60,090)</td><td></td></tr> <tr><td>2019</td><td>62,009</td><td></td></tr> <tr><td>2020</td><td>152,851</td><td></td></tr> <tr><td>2021</td><td>(39,957)</td><td></td></tr> <tr><td>2022</td><td><u>(31,733)</u></td><td>▼ 83,080</td></tr> </table>	2018	\$ (60,090)		2019	62,009		2020	152,851		2021	(39,957)		2022	<u>(31,733)</u>	▼ 83,080	
2018	\$ (60,090)																
2019	62,009																
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2022	<u>(31,733)</u>	▼ 83,080															
Dividends to stockholders	<table border="0"> <tr><td>2018</td><td>\$ (3,600,000)</td><td></td></tr> <tr><td>2019</td><td>(3,600,000)</td><td></td></tr> <tr><td>2020</td><td>(3,600,000)</td><td></td></tr> <tr><td>2021</td><td>(4,800,000)</td><td></td></tr> <tr><td>2022</td><td><u>(4,800,000)</u></td><td>▼ (20,400,000)</td></tr> </table>	2018	\$ (3,600,000)		2019	(3,600,000)		2020	(3,600,000)		2021	(4,800,000)		2022	<u>(4,800,000)</u>	▼ (20,400,000)	
2018	\$ (3,600,000)																
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2021	(4,800,000)																
2022	<u>(4,800,000)</u>	▼ (20,400,000)															
Surplus as regards policyholders, December 31, 2022		<u>▼ \$ 53,023,256</u>															

ANALYSIS OF CHANGES IN FINANCIAL STATEMENTS

No adjustments were made to surplus as a result of this examination. The capital and surplus of the Company as of December 31, 2022, was \$53,023,256, which was the same amount reported by the Company in its 2022 filed Annual Statement.

COMMENTS ON FINANCIAL STATEMENTS

There were no significant or material findings resulting from the examination that warranted inclusion in this Report on Examination.

SUMMARY OF RECOMMENDATIONS

Insurance Holding Company System

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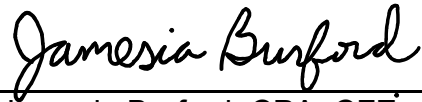
The Company did not properly report the Service Agreement with American Safety in the Form B filing, dated April 28, 2023. The Company also did not properly report the Ultimate Controlling Person's ownership of Gray TV in the Form B filing.

The Company should include all Service Agreements between affiliated parties in the Form B filings. The Company should also include Gray TV in the Schedule Y – Part 1 Organization Chart, reported in the Form B filing.

CONCLUSION

The assistance and cooperation by the officers of the Company during this examination is hereby acknowledged and appreciated. In addition to the undersigned, Jim Hattaway, CFE, Senior Examiner, a Noble Consulting Services, Inc. associate, participated in this examination, and Jennifer Balester, FCAS, MAAA, Actuarial Specialist with Risk & Regulatory Consulting, LLC performed an actuarial review of the Company.

Respectfully submitted,



Jamesia Burford, CPA, CFE
Examiner-in-Charge
Noble Consulting Services, Inc., representing
the Kansas Department of Insurance

SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting workpapers have been reviewed and approved. Compliance with NAIC procedures and guidelines as contained in the Handbook has been confirmed except where practices, procedures and applicable regulations of the Department and statutes of the State of Kansas prevailed.



Levi Nwasoria, CPA, CFE
Chief Examiner
Kansas Insurance Department

EXHIBIT S
EXAMINER'S AFFIDAVIT AS TO STANDARDS AND
PROCEDURES USED IN AN EXAMINATION

State of California,

County of Los Angeles,

Jamesia Burford, being duly sworn, states as follows:

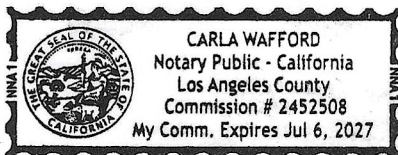
1. I have authority to represent the Kansas Insurance Department in the examination of American Southern Insurance Company.
2. The Kansas Insurance Department is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination work papers and examination report, and the examination of American Southern Insurance Company was performed in a manner consistent with the standards and procedures required by K.S.A 40-222.

The affiant says nothing further.

Jamesia Burford
Examiner's Signature

Subscribed and sworn before me by Carla Wafford on this 13th day of June, 2024.

(SEAL)



Carla Wafford
Notary Public

My commission expires July 6, 2027 [date].