
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2015

or

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

For the transition period from _____ to _____

Commission File Number 001-33251

UNIVERSAL INSURANCE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-0231984
(I.R.S. Employer
Identification No.)

1110 W. Commercial Blvd., Fort Lauderdale, Florida 33309
(Address of principal executive offices)

(954) 958-1200
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 No

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

| | | | |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 35,600,279 shares of common stock, par value \$0.01 per share, outstanding on October 23, 2015.

UNIVERSAL INSURANCE HOLDINGS, INC.
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and Stockholders of
Universal Insurance Holdings, Inc. and Subsidiaries
Fort Lauderdale, Florida

We have reviewed the accompanying condensed consolidated balance sheet of **Universal Insurance Holdings, Inc. and its wholly-owned subsidiaries (the “Company”)** as of September 30, 2015 and the related condensed consolidated statements of income and comprehensive income for the three and nine-month periods ended September 30, 2015 and 2014 and the related condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2015 and 2014. These interim financial statements are the responsibility of the Company’s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Universal Insurance Holdings, Inc. and Subsidiaries as of December 31, 2014 and the related consolidated statements of income, comprehensive income, stockholders’ equity and cash flows for the year then ended (not presented herein) and we expressed an unqualified audit opinion on those consolidated financial statements in our report dated February 25, 2015. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2014, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Plante & Moran, PLLC

Chicago, Illinois
October 29, 2015

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)
(in thousands, except per share data)

| | As of | |
|---|-----------------------|----------------------|
| | September 30, 2015 | December 31, 2014 |
| ASSETS | | |
| Cash and cash equivalents | \$ 201,774 | \$ 115,397 |
| Restricted cash and cash equivalents | 2,635 | 2,635 |
| Fixed maturities, at fair value | 417,769 | 353,949 |
| Equity securities, at fair value | 46,627 | 19,642 |
| Short-term investments, at fair value | 75,023 | 49,990 |
| Investment real estate, net | 5,820 | — |
| Prepaid reinsurance premiums | 113,240 | 190,505 |
| Reinsurance recoverable | 36,135 | 55,187 |
| Reinsurance receivable, net | 166 | 7,468 |
| Premiums receivable, net | 56,617 | 50,987 |
| Other receivables | 5,195 | 2,763 |
| Property and equipment, net | 26,302 | 17,254 |
| Deferred policy acquisition costs, net | 63,003 | 25,660 |
| Income taxes recoverable | 10,964 | 5,675 |
| Deferred income tax asset, net | 12,196 | 11,850 |
| Other assets | 4,900 | 2,812 |
| Total assets | <u>\$ 1,078,366</u> | <u>\$ 911,774</u> |
| LIABILITIES, CONTINGENTLY REDEEMABLE COMMON STOCK AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES: | | |
| Unpaid losses and loss adjustment expenses | \$ 101,059 | \$ 134,353 |
| Unearned premiums | 463,651 | 395,748 |
| Advance premium | 26,029 | 17,919 |
| Accounts payable | 1,582 | 4,121 |
| Book overdraft | 3,728 | 5,924 |
| Payable for securities purchased | 7,937 | — |
| Reinsurance payable, net | 125,427 | 66,066 |
| Income taxes payable | — | 1,799 |
| Dividends payable to shareholders | 4,287 | — |
| Other liabilities and accrued expenses | 37,388 | 36,318 |
| Long-term debt | 24,324 | 30,610 |
| Total liabilities | <u>795,412</u> | <u>692,858</u> |
| Commitments and Contingencies (Note 12) | | |
| Contingently redeemable common stock | — | 19,000 |
| Issued shares - 0 and 1,000 | | |
| Outstanding shares - 0 and 1,000 | | |
| STOCKHOLDERS' EQUITY: | | |
| Cumulative convertible preferred stock, \$.01 par value | — | — |
| Authorized shares - 1,000 | | |
| Issued shares - 10 and 12 | | |
| Outstanding shares - 10 and 12 | | |
| Minimum liquidation preference, \$9.99 and \$8.49 per share | | |
| Common stock, \$.01 par value | 456 | 448 |
| Authorized shares - 55,000 | | |
| Issued shares - 45,595 and 43,769 | | |
| Outstanding shares - 35,628 and 34,102 | | |
| Treasury shares, at cost - 9,967 and 9,667 | (69,818) | (62,153) |
| Additional paid-in capital | 67,845 | 40,987 |
| Accumulated other comprehensive income (loss), net of taxes | (2,515) | (1,835) |
| Retained earnings | 286,986 | 222,469 |
| Total stockholders' equity | <u>282,954</u> | <u>199,916</u> |
| Total liabilities, contingently redeemable common stock and stockholders' equity | <u>\$ 1,078,366</u> | <u>\$ 911,774</u> |

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

UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (unaudited)
(in thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------------|------------------------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 |
| PREMIUMS EARNED AND OTHER REVENUES | | | | |
| Direct premiums written | \$ 222,572 | \$ 195,435 | \$ 684,147 | \$ 607,361 |
| Ceded premiums written | (71,150) | (103,492) | (185,578) | (301,624) |
| Net premiums written | 151,422 | 91,943 | 498,569 | 305,737 |
| Change in net unearned premiums | (5,269) | 2,345 | (145,168) | (74,280) |
| Premiums earned, net | 146,153 | 94,288 | 353,401 | 231,457 |
| Net investment income (expense) | 1,307 | 644 | 3,376 | 1,574 |
| Net realized gains (losses) on investments | 11 | 501 | 292 | 5,353 |
| Commission revenue | 4,115 | 3,123 | 10,757 | 10,882 |
| Policy fees | 3,820 | 3,416 | 12,003 | 10,827 |
| Other revenue | 1,637 | 1,528 | 4,614 | 4,701 |
| Total premiums earned and other revenues | 157,043 | 103,500 | 384,443 | 264,794 |
| OPERATING COSTS AND EXPENSES | | | | |
| Losses and loss adjustment expenses | 53,854 | 34,181 | 127,148 | 88,685 |
| General and administrative expenses | 55,289 | 32,167 | 130,152 | 85,431 |
| Total operating costs and expenses | 109,143 | 66,348 | 257,300 | 174,116 |
| INCOME BEFORE INCOME TAXES | 47,900 | 37,152 | 127,143 | 90,678 |
| Income tax expense | 17,602 | 15,811 | 49,811 | 38,662 |
| NET INCOME | \$ 30,298 | \$ 21,341 | \$ 77,332 | \$ 52,016 |
| Basic earnings per common share | \$ 0.87 | \$ 0.64 | \$ 2.22 | \$ 1.55 |
| Weighted average common shares outstanding - Basic | 34,911 | 33,432 | 34,837 | 33,607 |
| Fully diluted earnings per common share | \$ 0.84 | \$ 0.61 | \$ 2.15 | \$ 1.48 |
| Weighted average common shares outstanding - Diluted | 35,999 | 34,812 | 35,918 | 35,097 |
| Cash dividend declared per common share | \$ 0.12 | \$ 0.10 | \$ 0.36 | \$ 0.30 |

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|-----------|
| | 2015 | 2014 | 2015 | 2014 |
| Net income | \$ 30,298 | \$ 21,341 | \$ 77,332 | \$ 52,016 |
| Other comprehensive income (loss), net of taxes | (794) | (924) | (680) | (1,171) |
| Comprehensive income (loss) | \$ 29,504 | \$ 20,417 | \$ 76,652 | \$ 50,845 |

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

UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)
(in thousands)

| | Nine Months Ended September 30, | |
|---|---------------------------------|-------------------|
| | 2015 | 2014 |
| Cash flows from operating activities: | | |
| Net Income | \$ 77,332 | \$ 52,016 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Bad debt expense | 497 | 262 |
| Depreciation and amortization | 1,251 | 845 |
| Amortization of share-based compensation | 12,566 | 8,766 |
| Amortization of original issue discount on debt | 427 | 659 |
| Accretion of deferred credit | (427) | (659) |
| Book overdraft increase (decrease) | (2,196) | (9,086) |
| Net realized (gains) losses on investments | (292) | (5,353) |
| Amortization of premium/accretion of discount, net | 1,340 | 1,540 |
| Deferred income taxes | (347) | 829 |
| Excess tax (benefits) shortfall from share-based compensation | (5,241) | (6,465) |
| Other | 24 | 25 |
| Net change in assets and liabilities relating to operating activities: | | |
| Restricted cash and cash equivalents | — | (3,997) |
| Prepaid reinsurance premiums | 77,265 | 45,892 |
| Reinsurance recoverable | 19,052 | 51,606 |
| Reinsurance receivable, net | 7,302 | (12,332) |
| Premiums receivable, net | (5,915) | (8,444) |
| Accrued investment income | (374) | (158) |
| Other receivables | (2,269) | (450) |
| Income taxes recoverable | (5,289) | 5,238 |
| Deferred policy acquisition costs, net | (37,343) | (11,933) |
| Other assets | (1,088) | (768) |
| Unpaid losses and loss adjustment expenses | (33,294) | (22,307) |
| Unearned premiums | 67,903 | 28,387 |
| Accounts payable | (2,539) | 1,016 |
| Reinsurance payable, net | 59,361 | 16,019 |
| Income taxes payable | 3,869 | 3,899 |
| Other liabilities and accrued expenses | 1,497 | 514 |
| Advance premium | 8,110 | (1,657) |
| Net cash provided by (used in) operating activities | <u>241,182</u> | <u>133,904</u> |
| Cash flows from investing activities: | | |
| Proceeds from sale of property and equipment | 55 | 30 |
| Purchases of property and equipment | (10,310) | (1,578) |
| Payments to acquire a business | (1,000) | — |
| Purchases of equity securities | (46,668) | (74,407) |
| Purchases of fixed maturities | (145,118) | (61,760) |
| Purchases of short-term investments | (87,538) | (37,500) |
| Purchases of investment real estate, net | (5,888) | — |
| Proceeds from sales of equity securities | 17,412 | 121,580 |
| Proceeds from sales of fixed maturities | 26,154 | 5,168 |
| Proceeds from sales of short-term investments | 12,500 | — |
| Maturities of fixed maturities | 63,201 | 17,395 |
| Maturities of short-term investments | 50,000 | — |
| Net cash provided by (used in) investing activities | <u>(127,200)</u> | <u>(31,072)</u> |
| Cash flows from financing activities: | | |
| Preferred stock dividend | (7) | (10) |
| Common stock dividend | (8,520) | (6,967) |
| Issuance of common stock | 511 | — |
| Purchase of treasury stock | (7,665) | (29,736) |
| Purchase of preferred stock | (257) | — |
| Payments related to tax withholding for share-based compensation | (10,195) | (12,404) |
| Excess tax benefits (shortfall) from share-based compensation | 5,241 | 6,465 |
| Borrowings under promissory note | 1,390 | — |
| Repayment of debt | (8,103) | (7,103) |
| Net cash provided by (used in) financing activities | <u>(27,605)</u> | <u>(49,755)</u> |
| Net increase (decrease) in cash and cash equivalents | 86,377 | 53,077 |
| Cash and cash equivalents at beginning of period | 115,397 | 117,275 |
| Cash and cash equivalents at end of period | <u>\$ 201,774</u> | <u>\$ 170,352</u> |
| Supplemental cash and non-cash flow disclosures: | | |
| Interest paid | \$ 767 | \$ 1,158 |
| Income taxes paid | \$ 51,554 | \$ 28,684 |

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

UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Nature of Operations and Basis of Presentation

Nature of Operations

Universal Insurance Holdings, Inc., (“UIH”) is a Delaware corporation originally incorporated as Universal Heights, Inc., in November 1990. UIH with its wholly-owned subsidiaries (the “Company”), is a vertically integrated insurance holding company performing all aspects of insurance underwriting, distribution and claims. Through its wholly-owned subsidiaries, Universal Property & Casualty Insurance Company (“UPCIC”) and American Platinum Property and Casualty Insurance Company (“APPCIC”), together referred to as the “Insurance Entities,” the Company is principally engaged in the property and casualty insurance business offered primarily through a network of independent agents. Risk from catastrophic losses is managed through the use of reinsurance agreements. The Company’s primary product is homeowners insurance offered in ten states as of September 30, 2015, including Florida, which comprises the vast majority of the Company’s in-force policies. See “—Note 5 (Insurance Operations)” for more information regarding the Company’s insurance operations.

The Company generates revenues primarily from the collection of premiums and invests funds in excess of those retained for claims-paying obligations and insurance operations. Other significant sources of revenue include brokerage commissions collected from reinsurers, policy fees collected from policyholders by our wholly-owned managing general agency subsidiary and payment plan fees charged to policyholders who choose to pay their premiums in installments.

Basis of Presentation

The Company has prepared the accompanying unaudited Condensed Consolidated Financial Statements (“Financial Statements”) in accordance with the rules and regulations of the United States Securities and Exchange Commission (“SEC”) for interim financial information. Accordingly, the Financial Statements do not include all of the information and footnotes required by United States Generally Accepted Accounting Principles (“GAAP”) for complete financial statements. Therefore, the Financial Statements should be read in conjunction with the audited Consolidated Financial Statements contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on February 25, 2015. The condensed consolidated balance sheet at December 31, 2014, was derived from audited financial statements, but does not include all disclosures required by GAAP. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation have been included in the Financial Statements. The results for interim periods do not necessarily indicate the results that may be expected for any other interim period or for the full year.

To conform to the current period presentation, certain amounts in the prior periods’ consolidated financial statements and notes have been reclassified. Such reclassifications were of an immaterial amount and had no effect on net income or stockholders’ equity.

The Financial Statements include the accounts of UIH and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Management must make estimates and assumptions that affect amounts reported in the Company’s Financial Statements and in disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

2. Significant Accounting Policies

The Company reported Significant Accounting Policies in its Annual Report on Form 10-K for the year ended December 31, 2014. Below are revised disclosures required to be reported on a quarterly basis.

Goodwill. Goodwill arising from the acquisition of a business is initially measured at cost and not subject to amortization. We assess goodwill for potential impairments at the end of each fiscal year, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the asset. Goodwill is included under Other Assets in the Condensed Consolidated Balance Sheets.

Investment Real Estate. Investment real estate is recorded at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets. Investment real estate is evaluated for impairment when events or circumstances indicate the carrying value may not be recoverable.

3. Investments

Securities Available for Sale

The following table provides the cost or amortized cost and fair value of securities available for sale as of the dates presented (in thousands):

| | September 30, 2015 | | | |
|---|------------------------------|------------------------------|-------------------------------|-------------------|
| | Cost or Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Fixed Maturities: | | | | |
| U.S. government obligations and agencies | \$ 135,774 | \$ 517 | \$ (201) | \$ 136,090 |
| Corporate bonds | 128,357 | 412 | (649) | 128,120 |
| Mortgage-backed and asset-backed securities | 138,482 | 527 | (324) | 138,685 |
| Redeemable preferred stock | 9,734 | 201 | (65) | 9,870 |
| Other | 5,000 | 4 | — | 5,004 |
| Equity Securities: | | | | |
| Common stock | 16,545 | 472 | (1,274) | 15,743 |
| Mutual funds | 34,599 | — | (3,715) | 30,884 |
| Short-term investments | 75,022 | 3 | (2) | 75,023 |
| Total | \$ 543,513 | \$ 2,136 | \$ (6,230) | \$ 539,419 |

| | December 31, 2014 | | | |
|---|------------------------------|------------------------------|-------------------------------|-------------------|
| | Cost or Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Fixed Maturities: | | | | |
| U.S. government obligations and agencies | \$ 120,627 | \$ 38 | \$ (627) | \$ 120,038 |
| Corporate bonds | 120,025 | 171 | (364) | 119,832 |
| Mortgage-backed and asset-backed securities | 107,589 | 136 | (502) | 107,223 |
| Redeemable preferred stock | 6,700 | 165 | (9) | 6,856 |
| Equity Securities: | | | | |
| Common stock | 331 | 4 | (65) | 270 |
| Mutual funds | 21,296 | — | (1,924) | 19,372 |
| Short-term investments | 50,000 | — | (10) | 49,990 |
| Total | \$ 426,568 | \$ 514 | \$ (3,501) | \$ 423,581 |

The following table provides the credit quality of investment securities with contractual maturities or the issuer of such securities as of the dates presented (in thousands):

| | September 30, 2015 | |
|---------------------|--------------------|---------------|
| | Comparable Ratings | Fair Value |
| AAA | \$ 87,860 | 17.8% |
| AA | 193,220 | 39.2% |
| A | 140,092 | 28.4% |
| BBB | 47,219 | 9.6% |
| BB+ and Below | 3,768 | 0.8% |
| No Rating Available | 20,633 | 4.2% |
| Total | \$ 492,792 | 100.0% |

December 31, 2014 (1)

| Comparable Ratings | % of Total | |
|---------------------|------------|------------|
| | Fair Value | Fair Value |
| AAA | \$ 39,657 | 9.8% |
| AA | 220,693 | 54.8% |
| A | 83,734 | 20.7% |
| BBB | 47,003 | 11.6% |
| BB+ and Below | 3,401 | 0.8% |
| No Rating Available | 9,451 | 2.3% |
| Total | \$ 403,939 | 100.0% |

(1) The credit ratings in the table above have been reclassified from the prior periods' consolidated financial statements to conform to the current periods' presentation. For investment securities where no credit rating was previously available, the credit rating of the issuer of such security is disclosed in the table above, where applicable.

The tables above include comparable credit quality ratings by Standard and Poor's Rating Services, Inc., Moody's Investors Service, Inc. and Fitch Ratings, Inc.

The following table summarizes the cost or amortized cost and fair value of mortgage-backed and asset-backed securities as of the dates presented (in thousands):

| | September 30, 2015 | | December 31, 2014 | |
|------------------------------------|------------------------|------------|------------------------|------------|
| | Cost or Amortized Cost | Fair Value | Cost or Amortized Cost | Fair Value |
| Mortgage-backed securities: | | | | |
| Agency | \$ 76,428 | \$ 76,610 | \$ 64,905 | \$ 64,619 |
| Non-agency | 10,454 | 10,389 | 8,053 | 7,987 |
| Asset-backed securities: | | | | |
| Auto loan receivables | 18,423 | 18,488 | 16,551 | 16,556 |
| Credit card receivables | 28,578 | 28,588 | 13,481 | 13,457 |
| Other receivables | 4,599 | 4,610 | 4,599 | 4,604 |
| Total | \$ 138,482 | \$ 138,685 | \$ 107,589 | \$ 107,223 |

The following table summarizes the fair value and gross unrealized losses on securities available for sale, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position as of the dates presented (in thousands):

| | September 30, 2015 | | | | | |
|---|---------------------|------------|-------------------|---------------------|------------|-------------------|
| | Less Than 12 Months | | | 12 Months or Longer | | |
| | Number of Issues | Fair Value | Unrealized Losses | Number of Issues | Fair Value | Unrealized Losses |
| Fixed maturities: | | | | | | |
| U.S. government obligations and agencies | — | \$ — | \$ — | 2 | \$ 3,470 | \$ (201) |
| Corporate bonds | 58 | 52,340 | (608) | 4 | 3,952 | (41) |
| Mortgage-backed and asset-backed securities | 14 | 30,805 | (117) | 6 | 15,504 | (207) |
| Redeemable preferred stock | 30 | 3,789 | (65) | — | — | — |
| Equity securities: | | | | | | |
| Common stock | 3 | 8,161 | (1,168) | 2 | 83 | (106) |
| Mutual funds | 4 | 22,971 | (725) | 1 | 7,912 | (2,990) |
| Short-term investments | 76 | 52,514 | (2) | — | — | — |
| Total | 185 | \$ 170,580 | \$ (2,685) | 15 | \$ 30,921 | \$ (3,545) |

| | December 31, 2014 | | | | | |
|---|---------------------|------------|----------------------|---------------------|------------|----------------------|
| | Less Than 12 Months | | | 12 Months or Longer | | |
| | Number of Issues | Fair Value | Unrealized Losses | Number of Issues | Fair Value | Unrealized Losses |
| Fixed maturities: | | | | | | |
| U.S. government obligations and agencies | 3 | \$ 27,341 | \$ (55) | 4 | \$ 34,050 | \$ (572) |
| Corporate bonds | 67 | 58,271 | (238) | 12 | 15,105 | (126) |
| Mortgage-backed and asset-backed securities | 20 | 48,335 | (273) | 5 | 16,842 | (229) |
| Redeemable preferred stock | 12 | 1,153 | (9) | — | — | — |
| Equity securities: | | | | | | |
| Common stock | 2 | 87 | (20) | 2 | 117 | (45) |
| Mutual funds | 2 | 10,514 | (97) | 1 | 8,859 | (1,827) |
| Short-term investments | 2 | 37,490 | (10) | — | — | — |
| Total | 108 | \$ 183,191 | \$ (702) | 24 | \$ 74,973 | \$ (2,799) |

At September 30, 2015, we held fixed maturity, equity securities and short-term investments that were in an unrealized loss position as presented in the table above. For fixed maturity securities with significant declines in value, we perform quarterly fundamental credit analysis on a security-by-security basis, which includes consideration of credit quality and credit ratings, review of relevant industry analyst reports and other available market data. For fixed maturity, equity securities and short-term investments, the Company considers whether it has the intent and ability to hold the securities for a period of time sufficient to recover its cost basis. Where the Company lacks the intent and ability to hold to recovery, or believes the recovery period is extended, the security's decline in fair value is considered other than temporary and is recorded in earnings. Based upon management's intent and ability to hold the securities until recovery and its credit analysis of the individual issuers of the securities, management has no reason to believe the unrealized losses for securities available for sale at September 30, 2015 are other than temporary.

The following table presents the amortized cost and fair value of investments with contractual maturities as of the date presented (in thousands):

| | September 30, 2015 | |
|---|--------------------|------------|
| | Cost or | |
| | Amortized Cost | Fair Value |
| Due in one year or less | \$ 119,008 | \$ 119,037 |
| Due after one year through five years | 222,690 | 222,847 |
| Due after five years through ten years | 1,465 | 1,427 |
| Due after ten years | 4,121 | 4,172 |
| Mortgage-backed and asset-backed securities | 138,482 | 138,685 |
| Perpetual maturity securities | 6,603 | 6,624 |
| Total | \$ 492,369 | \$ 492,792 |

Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay with or without penalty.

The following table provides certain information related to securities available for sale during the periods presented (in thousands):

| | Three Months Ended | | Nine Months Ended | |
|-----------------------------|--------------------|-----------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| Sales proceeds (fair value) | \$ 12,014 | \$ 53,961 | \$ 56,066 | \$ 126,748 |
| Gross realized gains | \$ 12 | \$ 742 | \$ 308 | \$ 5,930 |
| Gross realized losses | \$ (1) | \$ (241) | \$ (16) | \$ (577) |

The following table presents the components of net investment income, comprised primarily of interest and dividends, for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------|-------------------------------------|---------------|------------------------------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Fixed maturities | \$ 1,479 | \$ 884 | \$ 4,001 | \$ 2,394 |
| Equity securities | 277 | 182 | 540 | 636 |
| Short-term investments | 89 | 11 | 194 | 11 |
| Other (1) | 102 | 26 | 247 | 47 |
| Total investment income | 1,947 | 1,103 | 4,982 | 3,088 |
| Less: Investment expenses (2) | (640) | (459) | (1,606) | (1,514) |
| Net investment (expense) income | <u>\$ 1,307</u> | <u>\$ 644</u> | <u>\$ 3,376</u> | <u>\$ 1,574</u> |

- (1) Includes interest earned on cash and cash equivalents and restricted cash and cash equivalents. Also includes investment income earned on real estate investments.
- (2) Includes bank fees, investment accounting and advisory fees, and expenses associated with real estate investments.

Investment Real Estate

Investment real estate consisted of the following as of the dates presented (in thousands):

| | September 30, 2015 | December 31, 2014 |
|--------------------------------|--------------------|-------------------|
| Investment real estate | \$ 5,888 | \$ — |
| Less: Accumulated depreciation | (68) | — |
| Investment real estate, net | <u>\$ 5,820</u> | <u>\$ —</u> |

4. Reinsurance

The Company seeks to reduce its risk of loss by reinsuring certain levels of risk in various areas of exposure with other insurance enterprises or reinsurers, generally as of the beginning of the hurricane season on June 1st of each year. The Company's current reinsurance program consists of excess of loss and catastrophe reinsurance, subject to the terms and conditions of the applicable agreements. The Company is responsible for insured losses related to catastrophes and other events in excess of coverage provided by its reinsurance program. The Company remains responsible for the settlement of insured losses irrespective of the failure of any of its reinsurers to make payments otherwise due to the Company.

The Company eliminated the quota share ceded by UPCIC to its reinsurers beginning with the reinsurance program effective June 1, 2015. Under the quota share contracts that were effective June 1, 2014 through May 31, 2015, the quota share ceded by UPCIC to its reinsurers was 30%. By eliminating the quota share, the Company expects to increase its profitability by retaining all premiums. The elimination of the quota share also decreases the amount of losses and loss adjustment expenses ("LAE") that may be ceded by UPCIC and effectively increases the amount of risk retained by UPCIC and the Company. The elimination of the quota share also eliminates ceding commissions earned from the Company's quota share reinsurer during the contract term and eliminates deferred ceding commissions, netted against deferred policy acquisition costs.

Amounts recoverable from reinsurers are estimated in a manner consistent with the terms of the reinsurance contracts. Reinsurance premiums, losses and LAE are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Ceding commissions received in connection with quota share reinsurance are deferred and netted against deferred policy acquisition costs and amortized over the effective period of the related insurance policies.

In order to reduce credit risk for amounts due from reinsurers, the Insurance Entities seek to do business with financially sound reinsurance companies and regularly evaluate the financial strength of all reinsurers used.

The following table presents ratings from rating agencies and the unsecured amounts due from the Company's reinsurers whose aggregate balance exceeded 3% of the Company's stockholders' equity as of the dates presented (in thousands):

| Reinsurer | Ratings as of September 30, 2015 | | | Due from as of | |
|------------------------------------|----------------------------------|-------------------------------------|---------------------------------|--------------------|-------------------|
| | AM Best Company | Standard and Poor's Rating Services | Moody's Investors Service, Inc. | September 30, 2015 | December 31, 2014 |
| Everest Reinsurance Company | A+ | A+ | A1 | \$ — | \$ 16,780 |
| Florida Hurricane Catastrophe Fund | n/a | n/a | n/a | — | 31,870 |
| Odyssey Reinsurance Company | A | A- | A3 | 30,213 | 136,339 |
| Total (1) | | | | \$ 30,213 | \$ 184,989 |

(1) Amounts represent prepaid reinsurance premiums, reinsurance receivables, and net recoverables for paid and unpaid losses, including incurred but not reported reserves, loss adjustment expenses, and offsetting reinsurance payables.

n/a No rating available, because entity is not rated.

The Company's reinsurance arrangements had the following effect on certain items in the Condensed Consolidated Statements of Income for the periods presented (in thousands):

| | Three Months Ended September 30, | | | | | |
|--------|----------------------------------|--------------------|---|---------------------|--------------------|--|
| | 2015 | | | 2014 | | |
| | Premiums Written | Premiums Earned | Losses and Loss Adjustment Expenses | Premiums Written | Premiums Earned | Losses and Loss Adjustment Expenses |
| Direct | \$ 222,572 | \$ 214,802 | \$ 53,560 | \$ 195,435 | \$ 196,269 | \$ 48,341 |
| Ceded | (71,150) | (68,649) | 294 | (103,492) | (101,981) | (14,160) |
| Net | <u>\$ 151,422</u> | <u>\$ 146,153</u> | <u>\$ 53,854</u> | <u>\$ 91,943</u> | <u>\$ 94,288</u> | <u>\$ 34,181</u> |

| | Nine Months Ended September 30, | | | | | |
|--------|---------------------------------|--------------------|---|---------------------|--------------------|--|
| | 2015 | | | 2014 | | |
| | Premiums Written | Premiums Earned | Losses and Loss Adjustment Expenses | Premiums Written | Premiums Earned | Losses and Loss Adjustment Expenses |
| Direct | \$ 684,147 | \$ 616,244 | \$ 152,551 | \$ 607,361 | \$ 578,974 | \$ 146,033 |
| Ceded | (185,578) | (262,843) | (25,403) | (301,624) | (347,517) | (57,348) |
| Net | <u>\$ 498,569</u> | <u>\$ 353,401</u> | <u>\$ 127,148</u> | <u>\$ 305,737</u> | <u>\$ 231,457</u> | <u>\$ 88,685</u> |

The following prepaid reinsurance premiums and reinsurance recoverable and receivable are reflected in the Condensed Consolidated Balance Sheets as of the dates presented (in thousands):

| | September 30, 2015 | December 31, 2014 |
|--|-----------------------|----------------------|
| Prepaid reinsurance premiums | \$ 113,240 | \$ 190,505 |
| Reinsurance recoverable on unpaid losses and LAE | \$ 19,460 | \$ 47,350 |
| Reinsurance recoverable on paid losses | 16,675 | 7,837 |
| Reinsurance receivable, net | 166 | 7,468 |
| Reinsurance recoverable and receivable | <u>\$ 36,301</u> | <u>\$ 62,655</u> |

5. Insurance Operations

Deferred Policy Acquisition Costs, net

The Company defers certain costs in connection with written policies, called Deferred Policy Acquisition Costs (“DPAC”), net of corresponding amounts of ceded reinsurance commissions, called Deferred Reinsurance Ceding Commissions (“DRCC”). Net DPAC is amortized over the effective period of the related insurance policies.

The following table presents the beginning and ending balances and the changes in DPAC, net of DRCC, for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---------------------------------------|-------------------------------------|-----------|------------------------------------|-----------|
| | 2015 | 2014 | 2015 | 2014 |
| DPAC, beginning of period | \$ 62,181 | \$ 58,149 | \$ 54,603 | \$ 54,099 |
| Capitalized Costs | 30,846 | 27,579 | 91,135 | 84,354 |
| Amortization of DPAC | (30,024) | (27,769) | (82,735) | (80,494) |
| DPAC, end of period | \$ 63,003 | \$ 57,959 | \$ 63,003 | \$ 57,959 |
| DRCC, beginning of period | \$ — | \$ 30,072 | \$ 28,943 | \$ 38,200 |
| Ceding Commissions Written | — | 17,236 | (5,276) | 49,555 |
| Earned Ceding Commissions | — | (17,181) | (23,667) | (57,628) |
| DRCC, end of period | \$ — | \$ 30,127 | \$ — | \$ 30,127 |
| DPAC (DRCC), net, beginning of period | \$ 62,181 | \$ 28,077 | \$ 25,660 | \$ 15,899 |
| Capitalized Costs, net | 30,846 | 10,343 | 96,411 | 34,799 |
| Amortization of DPAC (DRCC), net | (30,024) | (10,588) | (59,068) | (22,866) |
| DPAC (DRCC), net, end of period | \$ 63,003 | \$ 27,832 | \$ 63,003 | \$ 27,832 |

Liability for Unpaid Losses and Loss Adjustment Expenses

Set forth in the following table is the change in liability for unpaid losses and LAE for the periods presented (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------------------|-------------------------------------|------------|------------------------------------|------------|
| | 2015 | 2014 | 2015 | 2014 |
| Balance at beginning of period | \$ 112,117 | \$ 144,625 | \$ 134,353 | \$ 159,222 |
| Less: Reinsurance recoverable | (31,777) | (58,705) | (47,350) | (68,584) |
| Net balance at beginning of period | 80,340 | 85,920 | 87,003 | 90,638 |
| Incurred (recovered) related to: | | | | |
| Current year | 54,014 | 32,637 | 127,211 | 87,825 |
| Prior years | (160) | 1,544 | (63) | 860 |
| Total incurred | 53,854 | 34,181 | 127,148 | 88,685 |
| Paid related to: | | | | |
| Current year | 41,818 | 24,365 | 72,438 | 44,432 |
| Prior years | 10,777 | 8,160 | 60,114 | 47,315 |
| Total paid | 52,595 | 32,525 | 132,552 | 91,747 |
| Net balance at end of period | 81,599 | 87,576 | 81,599 | 87,576 |
| Plus: Reinsurance recoverable | 19,460 | 49,339 | 19,460 | 49,339 |
| Balance at end of period | \$ 101,059 | \$ 136,915 | \$ 101,059 | \$ 136,915 |

Regulatory Requirements and Restrictions

The Insurance Entities are subject to regulations and standards of the Florida Office of Insurance Regulation (“OIR”). UPCIC also is subject to regulations and standards of regulatory authorities in other states where it is licensed, although as a Florida-domiciled insurer its principal regulatory authority is the OIR. These standards require the Insurance Entities to maintain specified levels of statutory capital and restrict the timing and amount of dividends and other distributions that may be paid by the Insurance Entities to the parent company. Except in the case of extraordinary dividends, these standards generally permit dividends to be paid from statutory unassigned surplus of the regulated subsidiary and are limited based on the regulated subsidiary’s level of statutory net income and statutory capital and surplus. The maximum dividend that may be paid by UPCIC and APPCIC to their immediate parent company, Universal Insurance Holding Company of Florida (“UIHCF”), without prior regulatory approval is limited by the provisions of Florida Statutes. These dividends are referred to as “ordinary dividends.” However, if the dividend, together with other dividends paid within the preceding twelve months, exceeds this statutory limit or is paid from sources other than earned surplus, the entire dividend is generally considered an “extraordinary dividend” and must receive prior regulatory approval.

In accordance with Florida Statutes, and based on the calculations performed by the Company as of December 31, 2014, UPCIC has the capacity to pay ordinary dividends of \$27.7 million during 2015. APPCIC does not have the capacity to pay ordinary dividends during 2015. For the nine months ended September 30, 2015, no dividends were paid from UPCIC or APPCIC to UIHCF. Dividends paid to the shareholders of UIH during the nine months ended September 30, 2015 were paid from the earnings of UIH and its non-insurance subsidiaries.

The Florida Insurance Code requires insurance companies to maintain capitalization equivalent to the greater of ten percent of the insurer’s total liabilities or \$5.0 million. The following table presents the amount of capital and surplus calculated in accordance with statutory accounting principles, which differ from GAAP, and an amount representing ten percent of total liabilities for both UPCIC and APPCIC as of the dates presented (in thousands):

| | September 30, 2015 | December 31, 2014 |
|----------------------------------|-----------------------|----------------------|
| Ten percent of total liabilities | | |
| UPCIC | \$ 65,181 | \$ 42,659 |
| APPCIC | \$ 606 | \$ 514 |
| Statutory capital and surplus | | |
| UPCIC | \$ 233,634 | \$ 200,173 |
| APPCIC | \$ 14,258 | \$ 14,036 |

As of the dates in the table above, both UPCIC and APPCIC met the Florida capitalization requirement. As of September 30, 2015 UPCIC also met the capitalization requirements of the other states in which it is licensed. UPCIC and APPCIC are also required to adhere to prescribed premium-to-capital surplus ratios and each met those requirements at such dates.

The Insurance Entities are required by various state laws and regulations to maintain certain assets in depository accounts. The following table represents assets held by insurance regulators as of the dates presented (in thousands):

| | September 30, 2015 | December 31, 2014 |
|--------------------------------------|-----------------------|----------------------|
| Restricted cash and cash equivalents | \$ 2,635 | \$ 2,635 |
| Investments | \$ 3,924 | \$ 3,609 |

6. Long-Term Debt

Long-term debt consists of the following as of the dates presented (in thousands):

| | September 30, 2015 | December 31, 2014 |
|-----------------|-----------------------|----------------------|
| Surplus note | \$ 16,176 | \$ 17,280 |
| Term loan | 6,758 | 13,330 |
| Promissory note | 1,390 | — |
| Total | <u>\$ 24,324</u> | <u>\$ 30,610</u> |

In addition to the long-term debt listed above, UIH has an unsecured line of credit and had not drawn any amounts under that debt facility. The term loan and unsecured line of credit contain certain covenants and restrictions applicable while amounts are outstanding thereunder. Pursuant to the agreements underlying the term loan and unsecured line of credit, UIH will be prohibited from paying dividends to its shareholders should UIH default on such underlying agreements. UIH was in compliance with the covenants of the term loan as of September 30, 2015. UPCIC was in compliance with the terms of the surplus note as of September 30, 2015.

7. Stockholders' Equity

Common Stock

The following table summarizes the activity relating to shares of the Company's common stock and contingently redeemable common stock during the nine months ended September 30, 2015 (in thousands):

| | Issued Shares | Treasury Shares | Outstanding Shares |
|---|------------------|--------------------|-----------------------|
| Balance, as of December 31, 2014 | 44,769 | (9,667) | 35,102 |
| Shares repurchased | — | (300) | (300) |
| Options exercised | 745 | — | 745 |
| Restricted stock grants | 615 | — | 615 |
| Shares acquired through cashless exercise (1) | — | (534) | (534) |
| Shares cancelled | (534) | 534 | — |
| Balance, as of September 30, 2015 | 45,595 | (9,967) | 35,628 |

- (1) All shares acquired represent shares tendered to cover the strike price for options and tax withholdings on the intrinsic value of options exercised or restricted stock vested. These shares have been cancelled by the Company.

In June 2015, UIH repurchased 200,000 shares of its common stock at market price from Ananke Catastrophe Investments Limited, an affiliate of Nephila Capital Ltd., in a privately negotiated transaction for a total cost of \$5.1 million.

In September 2015, UIH announced that its Board of Directors authorized a share repurchase program under which UIH may repurchase in the open market in compliance with Exchange Act Rule 10b-18 up to \$10 million of its outstanding shares of common stock through December 31, 2016. UIH repurchased 100,000 shares, at an aggregate price of \$2.6 million, pursuant to such repurchase program through September 30, 2015.

Preferred Stock

In June 2015, UIH entered into an agreement to repurchase 2,000 shares of UIH Series M Convertible Preferred Stock owned by Bradley I. Meier, the Company's former Chairman, President and Chief Executive Officer, at a total cost of \$257 thousand. The repurchase constituted all of the outstanding shares of Series M Convertible Preferred Stock and such shares were retired and cancelled.

Dividends

On January 13, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on March 2, 2015, to the shareholders of record at the close of business on February 18, 2015.

On April 13, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on July 2, 2015, to the shareholders of record at the close of business on June 18, 2015.

On August 31, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on October 8, 2015, to the shareholders of record at the close of business on September 23, 2015.

Contingently Redeemable Common Stock

On December 2, 2014, UIH sold 1,000,000 registered shares of its common stock at a price of \$19.00 per share, in a privately negotiated transaction, to Ananke Catastrophe Investments Ltd. ("Ananke"), an affiliate of Nephila Capital Ltd., which is subject to certain holding period restrictions.

The shares sold to Ananke had been subject to a redemption option, conditioned on a covered loss index swap being triggered for payment.

On February 19, 2015, the Company entered into an amended agreement with Ananke to delete, in its entirety effective December 2, 2014, the provision giving rise to the redemption. This modification resulted in classification of the common shares in permanent equity on the date of the amendment. No consideration was exchanged with the amendment since both parties agreed that, given the remote possibility of the redemption to occur, the value of the redemption feature was de-minimis. The effects of the amendment

were recorded during the quarter ended March 31, 2015. The following table has been provided to illustrate pro-forma effect of the amendment had it been in place as of December 31, 2014.

| | December 31, 2014 | | |
|--|-------------------|--------------------------------------|------------------------|
| | As Reported | PRO-FORMA Adjustment Unaudited | PRO-FORMA Unaudited |
| Total assets | \$ 911,774 | — | \$ 911,774 |
| Total liabilities | 692,858 | — | 692,858 |
| Contingently redeemable common stock | 19,000 | (19,000) | — |
| STOCKHOLDERS' EQUITY: | | | |
| Cumulative convertible preferred stock, \$.01 par value | — | — | — |
| Common stock, \$.01 par value | 448 | — | 448 |
| Treasury shares, at cost | (62,153) | — | (62,153) |
| Additional paid-in capital | 40,987 | 19,000 | 59,987 |
| Accumulated other comprehensive income (loss), net of taxes | (1,835) | — | (1,835) |
| Retained earnings | 222,469 | — | 222,469 |
| Total stockholders' equity | 199,916 | 19,000 | 218,916 |
| Total liabilities, contingently redeemable common stock and stockholders' equity | \$ 911,774 | — | \$ 911,774 |

8. Related Party Transactions

Scott P. Callahan, a director of the Company, provided the Company with consulting services and advice with respect to the Company's reinsurance and related matters through SPC Global RE Advisors LLC, an entity affiliated with Mr. Callahan. The Company entered into the consulting agreement with SPC Global RE Advisors LLC effective June 6, 2013. The Company and SPC Global RE Advisors LLC terminated the consulting agreement on September 18, 2015 by mutual consent.

The following table provides payments made by the Company for the periods presented (in thousands):

| | Three Months Ended | | Nine Months Ended | |
|----------------------------|--------------------|-------|-------------------|-------|
| | September 30, | | September 30, | |
| | 2015 | 2014 | 2015 | 2014 |
| SPC Global RE Advisors LLC | \$ 30 | \$ 30 | \$ 90 | \$ 90 |

There were no amounts due to SPC Global RE Advisors LLC as of September 30, 2015, and December 31, 2014, respectively. During the term of the agreement, payments due to SPC Global RE Advisors LLC were generally made in the month the services were provided.

9. Income Taxes

During the three months ended September 30, 2015 and 2014, the Company recorded approximately \$17.6 million and \$15.8 million of income taxes, respectively. Our effective tax rate for the quarter ending September 30, 2015 is 36.7% compared to a 42.6% effective tax rate for the same period in the prior year.

During the nine months ended September 30, 2015 and 2014, the Company recorded approximately \$49.8 million and \$38.7 million of income taxes, respectively. Our effective tax rate for the nine months ended September 30, 2015 is 39.2% compared to a 42.6% effective tax rate for the same period in the prior year.

In arriving at these rates, the Company considers a variety of factors including the forecasted full year pre-tax results, the U.S. federal tax rate of 35%, expected non-deductible expenses, and estimated state income taxes. The Company's final effective tax rate for the full year will be dependent on the level of pre-tax income, the apportionment of taxable income between state tax jurisdictions and the extent of non-deductible expenses in relation to pre-tax income.

The reduction in the Company's effective tax rates for the three and nine month ended September 30, 2015 compared to the same periods in 2014 was primarily the result of:

- a reduction in the amount of non-deductible executive compensation
- a discrete item recorded during the three months ended September 30, 2015 based on the completion of the Company's state income tax returns and
- an adjustment to reduce the current state income tax rate to align it with the actual rate in the Company's filed income returns.

The discrete adjustment was for \$1.2 million and resulted from a difference between the apportionment factors between states in the final state income tax returns and the factors used to estimate the 2014 tax provision.

Tax years that remain open for purposes of examination of the Company's income tax liability due to taxing authorities, include the years ended December 31, 2014, 2013 and 2012. During the three months ended September 30, 2015, the Company received notice from the IRS Joint Committee on Taxation that it has completed its consideration of the audit relating to the loss carryback of realized losses from securities sold during 2012 and applied to 2009. The IRS Joint Committee on Taxation has taken no exception to the conclusion reached by the Internal Revenue Service, the result of which yielded no material change.

10. Earnings Per Share

Basic earnings per share (“EPS”) is based on the weighted average number of common shares outstanding for the period, excluding any dilutive common share equivalents. Diluted EPS reflects the potential dilution resulting from exercises of stock options, vesting of restricted stock and conversion of preferred stock.

The following table reconciles the numerator (i.e., income) and denominator (i.e., shares) of the basic and diluted earnings per share computations for the periods presented (in thousands, except per share data):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------------|------------------------------------|------------------|
| | 2015 | 2014 | 2015 | 2014 |
| Numerator for EPS: | | | | |
| Net income | \$ 30,298 | \$ 21,341 | \$ 77,332 | \$ 52,016 |
| Less: Preferred stock dividends | (3) | (3) | (8) | (11) |
| Income available to common stockholders | <u>\$ 30,295</u> | <u>\$ 21,338</u> | <u>\$ 77,324</u> | <u>\$ 52,005</u> |
| Denominator for EPS: | | | | |
| Weighted average common shares outstanding | 34,911 | 33,432 | 34,837 | 33,607 |
| Plus: Assumed conversion of stock-based compensation (1) | 1,063 | 1,345 | 1,050 | 1,440 |
| Assumed conversion of preferred stock | 25 | 35 | 31 | 50 |
| Weighted average diluted common shares outstanding | <u>35,999</u> | <u>34,812</u> | <u>35,918</u> | <u>35,097</u> |
| Basic earnings per common share | \$ 0.87 | \$ 0.64 | \$ 2.22 | \$ 1.55 |
| Diluted earnings per common share | \$ 0.84 | \$ 0.61 | \$ 2.15 | \$ 1.48 |

(1) Represents the dilutive effect of unvested restricted stock and unexercised stock options.

11. Other Comprehensive Income (Loss)

The following table provides the components of other comprehensive income (loss) on a pre-tax and after-tax basis for the periods presented (in thousands):

| | For the Three Months Ended September 30, | | | | | |
|---|--|-----------------|-----------------|-------------------|-----------------|-----------------|
| | 2015 | | | 2014 | | |
| | Pre-tax | Tax | After-tax | Pre-tax | Tax | After-tax |
| Net unrealized gains (losses) on investments available for sale arising during the period | \$ (1,282) | \$ (495) | \$ (787) | \$ (1,004) | \$ (388) | \$ (616) |
| Less: Amounts reclassified from accumulated other comprehensive income (loss) | (11) | (4) | (7) | (501) | (193) | (308) |
| Net current period other comprehensive income (loss) | <u>\$ (1,293)</u> | <u>\$ (499)</u> | <u>\$ (794)</u> | <u>\$ (1,505)</u> | <u>\$ (581)</u> | <u>\$ (924)</u> |

| | For the Nine Months Ended September 30, | | | | | |
|---|---|-----------------|-----------------|-------------------|-----------------|-------------------|
| | 2015 | | | 2014 | | |
| | Pre-tax | Tax | After-tax | Pre-tax | Tax | After-tax |
| Net unrealized gains (losses) on investments available for sale arising during the period | \$ (815) | \$ (314) | \$ (501) | \$ 3,446 | \$ 1,329 | \$ 2,117 |
| Less: Amounts reclassified from accumulated other comprehensive income (loss) | (292) | (113) | (179) | (5,353) | (2,065) | (3,288) |
| Net current period other comprehensive income (loss) | <u>\$ (1,107)</u> | <u>\$ (427)</u> | <u>\$ (680)</u> | <u>\$ (1,907)</u> | <u>\$ (736)</u> | <u>\$ (1,171)</u> |

The following table provides the reclassifications out of accumulated other comprehensive income for the periods presented (in thousands):

| Details about Accumulated Other Comprehensive Income Components | Amounts Reclassified from Accumulated Other Comprehensive Income | | | | Affected Line Item in the Statement Where Net Income is Presented |
|---|--|---------------|---------------------------------|-----------------|---|
| | Three Months Ended September 30, | | Nine Months Ended September 30, | | |
| | 2015 | 2014 | 2015 | 2014 | |
| Unrealized gains (losses) on investments available for sale | \$ 11 | \$ 501 | \$ 292 | \$ 5,353 | Net realized gains (losses) on investments |
| | (4) | (193) | (113) | (2,065) | Income taxes |
| | <u>\$ 7</u> | <u>\$ 308</u> | <u>\$ 179</u> | <u>\$ 3,288</u> | Net of tax |

12. Commitments and Contingencies

Litigation

Certain lawsuits have been filed against the Company. These lawsuits generally involve matters related to the claims aspect of the Company's business. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal matters when those matters present loss contingencies which are both probable and estimable.

Legal proceedings are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued. We currently estimate that the reasonably possible losses for legal proceedings, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

13. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAP describes three approaches to measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach. Each approach includes multiple valuation techniques. GAAP does not prescribe which valuation technique should be used when measuring fair value, but does establish a fair value hierarchy that prioritizes the inputs used in applying the various techniques. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk. Level 1 inputs are given the highest priority in the hierarchy while Level 3 inputs are given the lowest priority. Assets and liabilities carried at fair value are classified in one of the following three categories based on the nature of the inputs to the valuation technique used:

- Level 1 — Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 — Observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3 — Unobservable inputs that are not corroborated by market data. These inputs reflect management's best estimate of fair value using its own assumptions about the assumptions a market participant would use in pricing the asset or liability.

Summary of significant valuation techniques for assets measured at fair value on a recurring basis

Level 1

Common stock: Comprise actively traded, exchange-listed U.S. and international equity securities. Valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.

Mutual funds: Comprise actively traded funds. Valuation is based on daily quoted net asset values for identical assets in active markets that the Company can access.

Level 2

U.S. government obligations and agencies: Comprise U.S. Treasury Bills or Notes or U.S. Treasury Inflation Protected Securities. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields and credit spreads.

Corporate Bonds: Comprise investment-grade fixed income securities. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields and credit spreads.

Mortgage-backed and asset-backed securities: Comprise securities that are collateralized by mortgage obligations and other assets. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields, collateral performance and credit spreads.

Redeemable Preferred Stock: Comprise preferred stock securities that are redeemable. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active.

Short - term investments : Comprise investment securities subject to remeasurement with original maturities within one year but more than three months. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active .

Other: Comprise investment securities subject to remeasurement with original maturities beyond one year. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active.

As required by GAAP, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the placement of the asset or liability within the fair value hierarchy levels.

The following tables set forth by level within the fair value hierarchy the Company's assets that were measured at fair value including those on a recurring basis as of the dates presented (in thousands):

| | Fair Value Measurements September 30, 2015 | | | |
|---|---|-------------------|-------------|-------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Fixed maturities: | | | | |
| U.S. government obligations and agencies | \$ — | \$ 136,090 | \$ — | \$ 136,090 |
| Corporate bonds | — | 128,120 | — | 128,120 |
| Mortgage-backed and asset-backed securities | — | 138,685 | — | 138,685 |
| Redeemable preferred stock | — | 9,870 | — | 9,870 |
| Other | — | 5,004 | — | 5,004 |
| Equity securities: | | | | |
| Common stock | 15,743 | — | — | 15,743 |
| Mutual funds | 30,884 | — | — | 30,884 |
| Short-term investments (1) | — | 60,023 | — | 60,023 |
| Total assets accounted for at fair value | \$ 46,627 | \$ 477,792 | \$ — | \$ 524,419 |

(1) Excludes \$15.0 million of certificates of deposit not subject to remeasurement

| | Fair Value Measurements December 31, 2014 | | | |
|---|--|-------------------|-------------|-------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Fixed maturities: | | | | |
| U.S. government obligations and agencies | \$ — | \$ 120,038 | \$ — | \$ 120,038 |
| Corporate bonds | — | 119,832 | — | 119,832 |
| Mortgage-backed and asset-backed securities | — | 107,223 | — | 107,223 |
| Redeemable preferred stock | — | 6,856 | — | 6,856 |
| Equity securities: | | | | |
| Common stock | 270 | — | — | 270 |
| Mutual funds | 19,372 | — | — | 19,372 |
| Short-term investments (1) | — | 37,490 | — | 37,490 |
| Total assets accounted for at fair value | \$ 19,642 | \$ 391,439 | \$ — | \$ 411,081 |

(1) Excludes \$12.5 million of certificates of deposit not subject to remeasurement.

The Company utilizes third-party independent pricing services that provide a price quote for each fixed maturity, equity security and short-term investment. Management reviews the methodology used by the pricing services. If management believes that the price used by the pricing service does not reflect an orderly transaction between participants, management will use an alternative valuation methodology. There were no adjustments made by the Company to the prices obtained from the independent pricing source for any fixed maturities or equity securities included in the tables above.

The following table summarizes the carrying value and estimated fair values of the Company's financial instruments that are not carried at fair value as of the dates presented (in thousands):

| | September 30, 2015 | | December 31, 2014 | | | |
|----------------------------|--------------------|-----------|-------------------|----------------|-----------|-------|
| | Carrying Value | (Level 3) | | Carrying Value | (Level 3) | |
| | | Estimated | Fair | | Estimated | Fair |
| | Value | Value | Value | Value | Value | Value |
| Liabilities (debt): | | | | | | |
| Surplus note | \$ 16,176 | \$ 14,246 | \$ 17,280 | \$ 14,951 | | |
| Term loan | \$ 6,758 | \$ 6,758 | \$ 13,330 | \$ 13,330 | | |
| Promissory note | \$ 1,390 | \$ 1,390 | \$ — | \$ — | | |

Level 3

Long-term debt: The fair value of the surplus note was determined by management from the expected cash flows discounted using the interest rate quoted by the holder. The State Board of Administration of Florida ("SBA") is the holder of the surplus note and the quoted interest rate is below prevailing rates quoted by private lending institutions. However, as the Company's use of funds from the surplus note is limited by the terms of the agreement, the Company has determined the interest rate quoted by the SBA to be appropriate for purposes of establishing the fair value of the note.

The fair value of the term loan approximates the carrying value given the original issue discount which was calculated based on the present value of future cash flows using the Company's effective borrowing rate. The fair value of the promissory note is not materially different than its carrying value.

14. Subsequent Events

The Company performed an evaluation of subsequent events through the date the Financial Statements were issued and determined there were no recognized or unrecognized subsequent events that would require an adjustment or additional disclosure in the Financial Statements as of September 30, 2015.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context otherwise requires, all references to "we," "us," "our," and "Company" refer to Universal Insurance Holdings, Inc. and its wholly-owned subsidiaries. You should read the following discussion together with our condensed consolidated financial statements ("Financial Statements") and the related notes thereto included in Part I, Item 1 "Financial Statements." Operating results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for the year.

Forward-Looking Statements

In addition to historical information, the following discussion may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various factors and assumptions that include known and unknown risks and uncertainties, some of which are beyond our control and cannot be predicted or quantified. Certain statements made in this report reflect management's expectations regarding future events, and the words "expect," "estimate," "anticipate," "believe," "intend," "project," "plan" and similar expressions and variations thereof, speak only as of the date the statement was made and are intended to identify forward-looking statements. Such statements may include, but not be limited to, projections of revenues, income or loss, expenses, plans, as well as assumptions relating to the foregoing. Future results could differ materially from those in the following discussion and those described in forward-looking statements as a result of the risks set forth below which are a summary of those set forth in our Annual Report on Form 10-K for the year ended December 31, 2014.

Risks Relating to the Property-Casualty Business

- *As a property and casualty insurer, we may face significant losses from catastrophes and severe weather events*
- *Unanticipated increases in the severity or frequency of claims may adversely affect our profitability and financial condition*
- *Actual claims incurred may exceed current reserves established for claims and may adversely affect our operating results and financial condition*
- *Predicting claim expense relating to environmental liabilities is inherently uncertain and may have a material adverse effect on our operating results and financial condition*
- *The failure of the risk mitigation strategies we utilize could have a material adverse effect on our financial condition or results of operations*
- *Reinsurance may be unavailable at current levels and prices, which may limit our ability to write new business or to adequately mitigate our exposure to loss*
- *Regulation limiting rate changes and requiring us to participate in loss sharing or assessments may decrease our profitability*
- *The potential benefits of implementing our profitability model may not be fully realized*
- *Our financial condition and operating results and the financial condition and operating results of the Insurance Entities may be adversely affected by the cyclical nature of the property and casualty business*
- *Renewed weakness in the Florida real estate market could adversely affect our loss results*
- *Changing climate conditions may adversely affect our financial condition, profitability or cash flows*
- *Because we conduct the majority of our business in Florida, our financial results substantially depend on the regulatory, economic and weather conditions present in that state*
- *We have been entering and in the future may enter new markets, but there can be no assurance that our diversification strategy will be effective*
- *Because we rely on insurance agents, the loss of these agent relationships or our ability to attract new agents could have an adverse impact on our business*
- *Changes to Florida's wind mitigation discount law could materially affect our income*

Risks Relating to Investments

- *We are subject to market risk which may adversely impact investment income*
- *Our overall financial performance is dependent in part on the returns on our investment portfolio, which may have a material adverse effect on our financial condition or results of operations or cause such results to be volatile*

Risks Relating to the Insurance Industry

- *We are subject to extensive regulation and potential further restrictive regulation may increase our operating costs and limit our growth*
- *UIH is a holding company and, consequently, its cash flow is dependent on dividends, interest and other permissible payments from its subsidiaries*
- *UIH could be adversely affected if the Insurance Entities' controls designed to ensure compliance with guidelines, policies and legal regulatory standards are not effective*
- *Litigation or regulatory actions could have a material adverse impact on UIH*
- *The amount of statutory capital that each of the Insurance Entities has and the amount of statutory capital it must hold can vary and is sensitive to a number of factors outside of UIH's control, including market conditions and the regulatory environment and rules*
- *Our future results are dependent in part on our ability to successfully operate in an insurance industry that is highly competitive*
- *Difficult conditions in the economy generally could adversely affect our business and operating results*
- *A downgrade in our Financial Stability Rating[®] may have an adverse effect on our competitive position, the marketability of our product offerings, and our liquidity, operating results and financial condition*
- *Our insurance subsidiaries are subject to examination and actions by state insurance departments*
- *Reinsurance subjects us to the credit risk of our reinsurers and may not be adequate to protect us against losses arising from ceded risks, which could have a material adverse effect on our operating results and financial condition*
- *Adverse capital and credit market conditions may significantly affect our ability to meet liquidity needs or our ability to obtain credit on acceptable terms*
- *Loss of key executives could affect our operations*
- *Breaches of our information systems or denial of service on our website could have an adverse impact on our business and reputation*

Risks Relating to Debt Obligations

- *Our revolving line of credit and term loan have restrictive terms and our failure to comply with any of these terms could have an adverse effect on our business and prospects*

Overview

Universal Insurance Holdings, Inc. ("UIH"), with its wholly-owned subsidiaries, is a vertically integrated insurance holding company performing all aspects of insurance underwriting, distribution and claims. Through our wholly-owned subsidiaries, Universal Property & Casualty Insurance Company ("UPCIC") and American Platinum Property and Casualty Insurance Company ("APPCIC"), together referred to as the "Insurance Entities", we are principally engaged in the property and casualty insurance business offered primarily through a network of independent agents. Our primary product is homeowners insurance and currently we are licensed in 15 states.

We generate revenues primarily from the collection of premiums. Other significant sources of revenue include brokerage commissions collected from reinsurers through our wholly-owned reinsurance intermediary subsidiary, policy fees collected from policyholders by our wholly-owned managing general agency subsidiary and financing fees charged to policyholders who defer premium payments. We also generate income by investing funds that are in excess of those retained for claims-paying obligations and insurance operations. The nature of our business tends to be seasonal reflecting consumer behaviors in connection with the residential real estate market and the Atlantic hurricane season which occurs during the period from June 1 through November 30 each year. The amount of written premiums tends to increase just prior to the second quarter of our fiscal year and to decrease approaching the fourth quarter.

Our goals are to grow our business, invest in ourselves, increase profitability and return value to our shareholders. The strategies we have executed such as managing rates, expanding into other states, and lowering our quota share cession rate combined with investments in infrastructure and talent, and operational improvements made to streamline claims and underwriting have all contributed towards an increase in earnings and earnings per share, as well as improvement in our overall financial condition. See "*Results of Operations*" below for a discussion of our quarterly and year to date results for September 30, 2015 compared to 2014.

While policy count is one measure of the overall growth of our business, we believe that our strategy of balancing competitive pricing with disciplined underwriting standards, streamlining claims management and expanding the size of our business through superior products and services, will maximize our long-term growth. Our focus on long-term capital strength and growth leads us to be selective in the risks we are willing to accept, which may limit the number of policies written. In contrast, from time to time, some of our competitors lower their premiums to levels below what we believe to be adequate in order to generate and maintain capital and surplus for the protection of our Insurance Entities and our policyholders.

Our overall growth strategy includes taking prudent measures to increase our policy count and improve the quality of our business. These initiatives include adjusting rates and expanding into selected markets while maintaining rate adequacy.

In April 2015, UPCIC received approval from the OIR for rate changes for its homeowners and dwelling fire programs within Florida. The rate changes are expected to result in an average increase of approximately 2.2% statewide for its homeowners program and 4.9% for its dwelling fire program. The effective dates for the homeowners program rate increase are April 15, 2015, for new business and May 25, 2015, for renewal business. The effective dates for the dwelling fire program rate increase are April 20, 2015, for new business and June 5, 2015, for renewal business.

As a result of our growth strategy and initiatives, we have seen increases in policy count and insured value in each state in which we operate since March 31, 2014. Our expansion in states outside of Florida is yielding growth in policy count of 35.6% since December 31, 2014 and 45.9% since September 30, 2014.

The following table provides policy count and total insured value for Florida and other states as of September 30, 2015 and December 31, 2014 (dollars in thousands):

| State | As of September 30, 2015 | | | | As of December 31, 2014 | | | |
|--------------|--------------------------|---------------|-----------------------|---------------|-------------------------|---------------|-----------------------|---------------|
| | Count | % | Total Insured Value | % | Count | % | Total Insured Value | % |
| Florida | 545,301 | 89.1% | \$ 126,373,453 | 85.2% | 506,913 | 91.1% | \$ 115,248,811 | 87.9% |
| Other states | 67,052 | 10.9% | 21,882,385 | 14.8% | 49,435 | 8.9% | 15,874,916 | 12.1% |
| Grand total | <u>612,353</u> | <u>100.0%</u> | <u>\$ 148,255,838</u> | <u>100.0%</u> | <u>556,348</u> | <u>100.0%</u> | <u>\$ 131,123,727</u> | <u>100.0%</u> |

We believe our efforts to ensure rate adequacy have helped to improve underwriting results, leading to our decision to retain a greater share of our profitable business by reducing our quota share cession rate in our 2014-2015 reinsurance program and eliminating the use of quota share reinsurance in our 2015-2016 reinsurance program.

Third-Quarter 2015 Highlights

- Net earned premiums grew by \$51.9 million, or 55.0%, to \$146.2 million compared to the third quarter of 2014
- Total revenues increased by \$53.5 million, or 51.7%, to \$157.0 million compared to the third quarter of 2014
- Net income and diluted earnings per common share grew by \$9.0 million (42.0%) and \$0.23 (37.7%), respectively, compared to the third quarter of 2014
- In July, the Virginia State Corporation Commission issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in Virginia
- In August, we declared a dividend of \$0.12 per share
- In September, Demotech, Inc., affirmed the Financial Stability Rating® of “A” for the Insurance Entities
- In September, we announced the authorization of a \$10 million share repurchase program and repurchased 100,000 shares through such program during the third quarter of 2015 at an aggregate cost of \$2.6 million
- In September, the State of Alabama Department of Insurance issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in Alabama
- In September, the West Virginia Office of the Insurance Commissioner issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in West Virginia

2015 – 2016 Reinsurance Program

Effective June 1, 2015, we entered into multiple reinsurance agreements comprising our 2015-2016 reinsurance program.

See “Item 1 — Note 4 (Reinsurance).”

REINSURANCE GENERALLY

We use reinsurance to reduce our exposure to catastrophic and non-catastrophic losses through catastrophe and other forms of reinsurance. Below is a description of our 2015-2016 reinsurance program. We believe that the overall terms of the 2015-2016 reinsurance program are more favorable than the 2014-2015 reinsurance program. We realized cost reductions in part due to market conditions and our preparation and efforts to manage risk exposure. We also are retaining a greater percentage of gross written premiums with wind risk than we did under our 2014-2015 reinsurance program by eliminating our quota share reinsurance. We expect to increase our overall profitability by retaining more premium; however the elimination of the quota share cession in its entirety affects several line items in our Consolidated Statements of Income. By eliminating the quota share, we increase the amount of premium we retain as well as the related risk. This results in an increase in both earned premiums and losses and LAE. The elimination of the quota share also ends any ceding commissions we receive that offset costs associated with writing premium. This elimination of ceding commissions increases general and administrative expenses.

Other favorable changes in the 2015-2016 reinsurance program include improvement in the multiple year aspects within our catastrophe excess program framework, combining the exposure of all UPCIC states into one single catastrophe tower and further enhancing coverage terms and conditions.

While we believe the changes to the current reinsurance program are beneficial, there can be no assurance that our actual results of operations or financial condition will be positively affected. The Insurance Entities remain responsible for insured losses notwithstanding the failure of any reinsurer to make payments otherwise due to the Insurance Entities. A major catastrophic event, multiple catastrophes, or the insolvency of one of the larger participants in the reinsurance program could have a material adverse effect on the Insurance Entities’ solvency and our results of operations, financial condition and liquidity.

UPCIC REINSURANCE PROGRAM

UPCIC’s reinsurance program, which generally runs from June 1 through May 31 of the following year, consists of various forms of catastrophe coverage. Under the 2015-2016 reinsurance program, UPCIC retains a pre-tax liability of \$35 million for the first, second, third and fourth catastrophic events under its catastrophe program covering all states with coverage up to \$2.123 billion and a pre-tax liability of \$10 million under its program in Hawaii through a catastrophe contract which is underlying to the main catastrophe excess of loss program covering all states. UPCIC reduced its quota share percentage to 0% under its 2015-2016 program compared to 30% under its 2014-2015 program thus retaining more risk and premium per policy. UPCIC has mandatory catastrophe coverage through the Florida Hurricane Catastrophe Fund (“FHCF”) plus voluntary catastrophe coverage with private reinsurers. The estimated total net cost of UPCIC’s FHCF and catastrophe related coverage, including reinstatement premium protection coverage is \$267.6 million. The largest private participants in UPCIC’s program include Nephila Capital, Everest Re, Renaissance Re, ACE Tempest Re and Lloyd’s of London syndicates.

APPCIC REINSURANCE PROGRAM

APPCIC’s reinsurance program, which generally runs from June 1 through May 31 of the following year, consists of various forms of catastrophe coverage and individual property and liability per risk/per policy coverage. Under the 2015-2016 reinsurance program, APPCIC retains a pre-tax liability of \$2.0 million for the first and second catastrophic events with coverage up to \$42.1 million. APPCIC has mandatory catastrophe coverage through the FHCF and voluntary catastrophe and per risk coverage with private reinsurers. The estimated total cost of APPCIC’s catastrophe, FHCF and per risk related coverage, including reinstatement premium protection is \$4.2 million. The largest private participants in APPCIC’s reinsurance program include Everest Re, ACE Tempest Re, Hiscox, Hannover Ruck, and Lloyd’s of London syndicates.

UIH PROGRAM

Separately from the Insurance Entities’ reinsurance programs, UIH protects its own assets against diminution in value due to catastrophe events by purchasing insurance coverage that would provide \$80 million in the form of insurance proceeds plus an amount equal to the forgiveness of related debt through a catastrophe risk-linked transaction contract, effective June 1, 2013 through May 31, 2016. This contract provides for recovery by UIH in the event of exhaustion of UPCIC’s catastrophe coverage. The total cost to UIH of this risk-linked transaction contract is \$9.0 million per year for each of the three years.

Results of Operations—Three Months Ended September 30, 2015, Compared to Three Months Ended September 30, 2014

Net income increased by \$9.0 million, or 42.0%, to \$30.3 million for the three months ended September 30, 2015, compared to \$21.3 million for the three months ended September 30, 2014. Diluted earnings per common share increased by \$0.23, or 37.7%, to \$0.84 for the three months ended September 30, 2015, compared to \$0.61 for the three months ended September 30, 2014, as a result of an increase in net income, partially offset by an increase in weighted average diluted shares outstanding.

The increase in net income of \$9.0 million, or 42.0%, for the three months ended September 30, 2015, compared to the same period in 2014 reflects an increase in net earned premiums, net investment income, commissions, policy fees and other revenue, partially offset by decreases in net realized gains on investments, and increases in operating expenses. The reduction in and the ultimate elimination of the cession rate of our quota share reinsurance contracts is a significant factor behind our results. A more detailed discussion of this and other factors follows the table below.

The following table summarizes changes in each component of our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended September 30, 2015, compared to the same period in 2014 (in thousands):

| | Three Months Ended September 30, | | Change | |
|---|-------------------------------------|------------|-----------|--------|
| | 2015 | 2014 | \$ | % |
| PREMIUMS EARNED AND OTHER REVENUES | | | | |
| Direct premiums written | \$ 222,572 | \$ 195,435 | \$ 27,137 | 13.9% |
| Ceded premiums written | (71,150) | (103,492) | 32,342 | -31.3% |
| Net premiums written | 151,422 | 91,943 | 59,479 | 64.7% |
| Change in net unearned premiums | (5,269) | 2,345 | (7,614) | NM |
| Premiums earned, net | 146,153 | 94,288 | 51,865 | 55.0% |
| Net investment income (expense) | 1,307 | 644 | 663 | 103.0% |
| Net realized gains (losses) on investments | 11 | 501 | (490) | -97.8% |
| Commission revenue | 4,115 | 3,123 | 992 | 31.8% |
| Policy fees | 3,820 | 3,416 | 404 | 11.8% |
| Other revenue | 1,637 | 1,528 | 109 | 7.1% |
| Total premiums earned and other revenues | 157,043 | 103,500 | 53,543 | 51.7% |
| OPERATING COSTS AND EXPENSES | | | | |
| Losses and loss adjustment expenses | 53,854 | 34,181 | 19,673 | 57.6% |
| General and administrative expenses | 55,289 | 32,167 | 23,122 | 71.9% |
| Total operating costs and expenses | 109,143 | 66,348 | 42,795 | 64.5% |
| INCOME BEFORE INCOME TAXES | 47,900 | 37,152 | 10,748 | 28.9% |
| Income tax expense | 17,602 | 15,811 | 1,791 | 11.3% |
| NET INCOME | \$ 30,298 | \$ 21,341 | \$ 8,957 | 42.0% |
| Other comprehensive income (loss), net of taxes | (794) | (924) | 130 | -14.1% |
| COMPREHENSIVE INCOME | \$ 29,504 | \$ 20,417 | \$ 9,087 | 44.5% |

The following discussion provides comparative information for significant changes to the components of net income and comprehensive income in the table above.

Net earned premiums were \$146.2 million for the three months ended September 30, 2015, compared to \$94.3 million for the three months ended September 30, 2014. The increase in net earned premiums of \$51.9 million, or 55.0%, reflects a decrease in ceded earned premiums of \$33.3 million, and an increase in direct earned premiums of \$18.5 million. Premiums earned in the current period reflect premiums written over the past 12 months and any changes in rates or policy count during that time. The decrease in ceded earned premiums is attributable to the elimination of quota share reinsurance. Our reinsurance programs run from June 1 to May 31 of the following year. In June 2015, we eliminated quota share reinsurance. Prior to June 1, 2015, we were ceding premiums at a rate of 30% in our 2014-2015 reinsurance program which is reflected in the results for the three months ended September 30, 2014. The increase in direct earned premiums is due primarily to an increase in the number of policies in force since the first quarter of 2014. As discussed above in “*Overview*,” we have taken what we consider to be prudent measures to increase policy count, while maintaining rate adequacy, resulting in an increase in the number of policies in force and the amount of direct premiums written.

Net investment income was \$1.3 million for the three months ended September 30, 2015, generated primarily from cash and cash equivalents, short-term investments, investment real estate and the investments we held in our portfolio of securities available for sale, compared to \$644 thousand for the same three months during 2014. The increase in net investment income is the result of increases in

our investments and actions taken to rebalance our portfolio. Invested assets increased 33.2% to \$749.6 million at September 30, 2015, from \$562.8 million at September 30, 2014. Also management rebalanced the fixed maturities (bonds) investment portfolio by selling lower yielding investments and reinvesting cash and maturities into fixed income investments with longer maturities resulting in an increase in book yield.

Commission revenue is comprised principally of brokerage commissions we earn from reinsurers. For the three months ended September 30, 2015, commission revenue was \$4.1 million, compared to \$3.1 million for the three months ended September 30, 2014. The increase in commission revenue of \$992 thousand, or 31.8%, was the result of overall changes in the structure of the reinsurance programs in effect during the three months ended September 30, 2015, compared to the three months ended September 30, 2014 including the amount of premiums paid for reinsurance and the types of reinsurance contracts used in each program.

Policy fees for the three months ended September 30, 2015, were \$3.8 million compared to \$3.4 million for the same period in 2014. The increase of \$404 thousand, or 11.8%, was the result of an increase in policy count.

Losses and LAE were \$53.9 million for the three months ended September 30, 2015, compared to \$34.2 million during the same period in 2014. The increase in net losses and LAE of \$19.7 million was driven by the absence of losses and LAE ceded to reinsurers upon the elimination of our quota share reinsurance contracts in June 2015 as discussed above. The net losses and LAE ratios, or net losses and LAE as a percentage of net earned premiums, were 36.8% and 36.3% during the three-month period ended September 30, 2015 and 2014, respectively, and were comprised of the following components (in thousands):

| | Three months ended September 30, 2015 | | |
|-------------------------------------|---------------------------------------|-----------|------------|
| | Direct | Ceded | Net |
| Losses and loss adjustment expenses | \$ 53,560 | \$ (294) | \$ 53,854 |
| Premiums earned | \$ 214,802 | \$ 68,649 | \$ 146,153 |
| Loss & LAE ratios | 24.9% | (0.4%) | 36.8% |

| | Three months ended September 30, 2014 | | |
|-------------------------------------|---------------------------------------|------------|-----------|
| | Direct | Ceded | Net |
| Losses and loss adjustment expenses | \$ 48,341 | \$ 14,160 | \$ 34,181 |
| Premiums earned | \$ 196,269 | \$ 101,981 | \$ 94,288 |
| Loss & LAE ratios | 24.6% | 13.9% | 36.3% |

Although the gross and net losses and loss adjustment expense ratios are not significantly different for the three months ended September 30, 2015 compared to the same period in 2014, the ratios for both of the periods have improved from historical ratios. This improvement reflects changes made to expedite claims resulting in a reduction in both losses and loss adjustment expenses. In addition, our acquisition of Aplin Peer & Associates, has produced increased efficiency while reducing costs associated with third party adjusting services. The net ratios have also benefitted from lower reinsurance costs relative to growth in premiums.

See “Item 1 — Note 5 (Insurance Operations)” for change in liability for unpaid losses and LAE.

For the three months ended September 30, 2015, general and administrative expenses were \$55.3 million, compared to \$32.2 million for the same period in 2014. The majority of the overall increase in general and administrative expenses of \$23.1 million, or 71.9%, is due to an increase of \$19.4 million in the amortization of net deferred policy acquisition costs resulting mostly from the elimination of quota share reinsurance effective June 1, 2015. We also had an increase of \$1.4 million in the amount of stock-based compensation and an increase of \$0.9 million in performance bonus accruals.

Income taxes increased by \$1.8 million, or 11.3%, primarily as a result of an increase in income before income taxes. The effective tax rate decreased to 36.7% from 42.6% for the three months ended September 30, 2015 and 2014, respectively. See “Item 1 — Note 9 (Income Taxes)” for an explanation of the change in effective tax rate.

Comprehensive income includes net income and other comprehensive income or loss. The other comprehensive loss for the three months ended September 30, 2015, and the other comprehensive loss for the three months ended September 30, 2014, reflect after tax changes in fair value of securities held in our portfolio of securities available for sale and reclassification out of cumulative other comprehensive income for securities sold. See “Item 1 — Note 11 (Other Comprehensive Income (Loss)).”

Results of Operations—Nine Months Ended September 30, 2015, Compared to Nine Months Ended September 30, 2014

Net income increased by \$25.3 million, or 48.7%, to \$77.3 million for the nine months ended September 30, 2015, compared to \$52.0 million for the nine months ended September 30, 2014. Diluted earnings per common share increased by \$0.67, or 45.3%, to \$2.15 for the nine months ended September 30, 2015, compared to \$1.48 for the nine months ended September 30, 2014, as a result of an increase in net income, partially offset by a modest increase in the weighted average diluted shares outstanding.

The increase in net income of \$25.3 million, or 48.7%, for the nine months ended September 30, 2015, compared to the same period in 2014 reflects an increase in net earned premiums, net investment income, and policy fees, partially offset by decreases in commission revenue, net realized gains on investments, and other revenue, and increases in operating expenses. The reduction in and ultimate elimination of the cession rate of our quota share reinsurance contracts is a significant factor behind our results. A more detailed discussion of this and other factors follows the table below.

The following table summarizes changes in each component of our Condensed Consolidated Statements of Income and Comprehensive Income for the nine months ended September 30, 2015, compared to the same period in 2014 (in thousands):

| | Nine Months Ended September 30, | | Change | |
|---|------------------------------------|------------------|------------------|--------------|
| | 2015 | 2014 | \$ | % |
| PREMIUMS EARNED AND OTHER REVENUES | | | | |
| Direct premiums written | \$ 684,147 | \$ 607,361 | \$ 76,786 | 12.6% |
| Ceded premiums written | (185,578) | (301,624) | 116,046 | -38.5% |
| Net premiums written | 498,569 | 305,737 | 192,832 | 63.1% |
| Change in net unearned premiums | (145,168) | (74,280) | (70,888) | 95.4% |
| Premiums earned, net | 353,401 | 231,457 | 121,944 | 52.7% |
| Net investment income (expense) | 3,376 | 1,574 | 1,802 | 114.5% |
| Net realized gains (losses) on investments | 292 | 5,353 | (5,061) | -94.5% |
| Commission revenue | 10,757 | 10,882 | (125) | -1.1% |
| Policy fees | 12,003 | 10,827 | 1,176 | 10.9% |
| Other revenue | 4,614 | 4,701 | (87) | -1.9% |
| Total premiums earned and other revenues | 384,443 | 264,794 | 119,649 | 45.2% |
| OPERATING COSTS AND EXPENSES | | | | |
| Losses and loss adjustment expenses | 127,148 | 88,685 | 38,463 | 43.4% |
| General and administrative expenses | 130,152 | 85,431 | 44,721 | 52.3% |
| Total operating costs and expenses | 257,300 | 174,116 | 83,184 | 47.8% |
| INCOME BEFORE INCOME TAXES | 127,143 | 90,678 | 36,465 | 40.2% |
| Income tax expense | 49,811 | 38,662 | 11,149 | 28.8% |
| NET INCOME | \$ 77,332 | \$ 52,016 | \$ 25,316 | 48.7% |
| Other comprehensive income (loss), net of taxes | (680) | (1,171) | 491 | -41.9% |
| COMPREHENSIVE INCOME | \$ 76,652 | \$ 50,845 | \$ 25,807 | 50.8% |

NM - Not meaningful.

The following discussion provides comparative information for significant changes to the components of net income and comprehensive income in the table above.

Net earned premiums were \$353.4 million for the nine months ended September 30, 2015, compared to \$231.5 million for the nine months ended September 30, 2014. The increase in net earned premiums of \$121.9 million, or 52.7%, reflects a decrease in ceded earned premiums of \$84.7 million, and an increase in direct earned premiums of \$37.3 million. Premiums earned in the current period reflect premiums written over the past 12 months and any changes in rates or policy count during that time. The decrease in ceded earned premiums is attributable to the reduction in quota share reinsurance. Our reinsurance programs run from June 1 to May 31 of the following year. In June 2014, we reduced the rate of quota share ceded premiums from 45% in our 2013-2014 reinsurance program to 30% in our 2014-2015 reinsurance program. In June 2015, we eliminated the quota share in our 2015-2016 reinsurance program. The increase in direct earned premiums is due primarily to an increase in the number of policies in force since the first quarter of 2014. As discussed above in “*Overview*,” we have taken what we consider to be prudent measures to increase policy count, while maintaining rate adequacy, resulting in an increase in the number of policies in force and the amount of direct premiums written.

Net investment income was \$ 3.4 million for the nine months ended September 30, 2015, generated primarily from cash and cash equivalents, short-term investments, investment real estate and the investments we held in our portfolio of securities available for sale, compared to \$1.6 million for the same nine months during 2014. The increase in net investment income is the result of increases in our investments and actions taken to rebalance our portfolio. Invested assets increased 33.2% to \$ 749.6 million at September 30, 2015, from \$562.8 million at September 30, 2014. Also management rebalanced the fixed maturities (bonds) investment portfolio by selling lower yielding investments and reinvesting cash and maturities into fixed income investments with longer maturities resulting in an increase in book yield.

We sold investment securities available for sale during the nine months ended September 30, 2015, resulting in a net realized gain of \$292 thousand compared to a net realized gain of \$5.4 million generated from sales of securities during the nine months ended September 30, 2014.

Policy fees for the nine months ended September 30, 2015, were \$12.0 million compared to \$10.8 million for the same period in 2014. The increase of \$1.2 million, or 10.9%, was the result of an increase in policy count since the first quarter of 2014.

Losses and LAE were \$127.1 million for the nine months ended September 30, 2015, compared to \$88.7 million during the same period in 2014. The increase in net losses and LAE of \$38.5 million was driven by the decrease in the amount of losses and LAE ceded to reinsurers under our quota share reinsurance contracts effective during the periods being compared as discussed above. The net losses and LAE ratios, or net losses and LAE as a percentage of net earned premiums, were 36.0% and 38.3% during the nine-month periods ended September 30, 2015 and 2014, respectively, and were comprised of the following components (in thousands):

| | Nine Months Ended September 30, 2015 | | |
|-------------------------------------|--------------------------------------|------------|------------|
| | Direct | Ceded | Net |
| Losses and loss adjustment expenses | \$ 152,551 | \$ 25,403 | \$ 127,148 |
| Premiums earned | \$ 616,244 | \$ 262,843 | \$ 353,401 |
| Loss & LAE ratios | 24.8% | 9.7% | 36.0% |

| | Nine Months Ended September 30, 2014 | | |
|-------------------------------------|--------------------------------------|------------|------------|
| | Direct | Ceded | Net |
| Losses and loss adjustment expenses | \$ 146,033 | \$ 57,348 | \$ 88,685 |
| Premiums earned | \$ 578,974 | \$ 347,517 | \$ 231,457 |
| Loss & LAE ratios | 25.2% | 16.5% | 38.3% |

The reduction in the net loss and loss adjustment expense ratio to 36.0% for the nine months ended September 30, 2015 from 38.3% for the same period in 2014 is due to operational improvements. We implemented an improved process to expedite claims resulting in a reduction in both the losses and the loss adjustment expenses. In addition, our acquisition of assets from Aplin Peer & Associates, Inc., has produced increased efficiency while reducing costs associated with third party adjusting services. The net ratios also benefitted from lower reinsurance costs relative to growth in premiums.

See “Item 1 — Note 5 (Insurance Operations)” for change in liability for unpaid losses and LAE.

For the nine months ended September 30, 2015, general and administrative expenses were \$130.2 million, compared to \$85.4 million for the same period in 2014. The majority of the overall increase in general and administrative expenses of \$44.7 million, or 52.3%, is due to an increase of \$36.2 million in the amortization of net deferred policy acquisition costs resulting mostly from the changes in the rate of ceded premiums from 45% to 30% in our quota share contracts effective June 1, 2014, through May 31, 2015, and the elimination of quota share reinsurance effective June 1, 2015. We also had an increase of \$3.8 million in the amount of stock-based compensation and an increase of \$3.4 million in performance bonus accruals.

Income taxes increased by \$11.1 million, or 28.8%, primarily as a result of an increase in income before income taxes. The effective tax rate decreased to 39.2% from 42.6% for the nine months ended September 30, 2015 and 2014, respectively. See “Item 1 — Note 9 (Income Taxes)” for an explanation of the changes in effective tax rate.

Comprehensive income includes net income and other comprehensive income or loss. The other comprehensive loss for the nine months ended September 30, 2015, and the other comprehensive loss for the nine months ended September 30, 2014, reflect after tax changes in fair value of securities held in our portfolio of securities available for sale and reclassification out of cumulative other comprehensive income for securities sold. See “Item 1 — Note 11 (Other Comprehensive Income (Loss)).”

Analysis of Financial Condition—As of September 30, 2015 Compared to December 31, 2014

We believe that cash flows generated from operations will be sufficient to meet our working capital requirements for at least the next twelve months. Our policy is to invest amounts considered to be in excess of current working capital requirements.

The following table summarizes, by type, the carrying values of investments as of the dates presented (in thousands):

| Type of Investment | September 30, 2015 | December 31, 2014 |
|-----------------------------|-----------------------|----------------------|
| Fixed maturities | \$ 417,769 | \$ 353,949 |
| Equity securities | 46,627 | 19,642 |
| Short-term investments | 75,023 | 49,990 |
| Investment real estate, net | 5,820 | — |
| Total | <u>\$ 545,239</u> | <u>\$ 423,581</u> |

See Condensed Consolidated Statements of Cash Flows for explanations of changes in investments.

Prepaid reinsurance premiums represent the portion of ceded written premiums that will be earned pro-rata in the future. The decrease of \$77.3 million to \$113.2 million was primarily due to the elimination of quota share reinsurance in our 2015-2016 reinsurance program. See “Item 1 — Note 4 (Reinsurance).”

Reinsurance recoverable represents ceded losses and LAE. The decrease of \$19.1 million to \$36.1 million was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

Reinsurance receivable, net, represents inuring premiums receivable, net of ceded premiums payable with our quota share reinsurer. The decrease of \$7.3 million to \$166 thousand as of September 30, 2015 was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

Premiums receivable, net, represent amounts due from policyholders. The increase of \$5.6 million to \$56.6 million was due to both the seasonal pattern of written premiums as described under “*Overview*” and an increase in direct written premiums during the nine months ended September 30, 2015.

Property and equipment, net, increased by \$9.0 million to \$26.3 million as of September 30, 2015, primarily from the purchase of real estate, automobiles and building improvements.

Deferred policy acquisition costs, net, represent certain costs incurred in connection with the successful acquisition and renewal of insurance business. The increase of \$37.3 million to \$63.0 million was due to the elimination of quota share reinsurance in our 2015-2016 reinsurance program and associated ceding commissions. See “Item 1 — Note 5 (Insurance Operations)” for a roll-forward in the balance of our deferred policy acquisition costs, net.

Income taxes recoverable represent amounts due from taxing jurisdictions within one year and arise when tax payments exceed taxable income. Income taxes recoverable of \$11.0 million as of September 30, 2015 and \$5.7 million as of December 31, 2014, were for federal income taxes.

See “Item 1 — Note 5 (Insurance Operations)” for a roll-forward in the balance of our unpaid losses and LAE.

Unearned premiums represent the portion of direct written premiums that will be earned pro rata in the future. The increase of \$67.9 million to \$463.7 million reflects the growth in and seasonality of our business as described under “*Overview*.”

Advance premium represents premium payments made by policyholders ahead of the effective date of the policies. The increase of \$8.1 million to \$26.0 million was due to both the seasonal pattern of written premiums as described under “*Overview*” and an increase in direct written premiums during the nine months ended September 30, 2015.

Reinsurance payable, net, represents our liability to reinsurers for ceded written premiums, net of ceding commissions receivable. The increase of \$59.4 million to \$125.4 million as of September 30, 2015, was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

See Liquidity and Capital Resources for explanations of changes in contingently redeemable common stock, long-term debt, and treasury shares.

Liquidity and Capital Resources

Liquidity

Liquidity is a measure of a company's ability to generate sufficient cash flows to meet its short and long-term obligations. Funds generated from operations have been sufficient to meet our liquidity requirements and we expect that in the future funds from operations will continue to meet such requirements.

The balance of cash and cash equivalents as of September 30, 2015, was \$201.8 million compared to \$115.4 million at December 31, 2014. See "Item 1 — Condensed Consolidated Statements of Cash Flows" for a reconciliation of the balance of cash and cash equivalents between September 30, 2015, and December 31, 2014. The increase in cash and cash equivalents was driven by cash flows generated from operations in excess of those used for investing and financing activities. Most of the balance of cash and cash equivalents maintained is available to pay claims in the event of a catastrophic event in addition to any amounts recovered under our reinsurance agreements. The balance of restricted cash and cash equivalents as of September 30, 2015, and December 31, 2014 includes cash equivalents on deposit with regulatory agencies in the various states in which our Insurance Entities do business.

As described in our Form 10-K for the year ended December 31, 2014, UPCIC entered into a surplus note with the State Board of Administration of Florida under Florida's Insurance Capital Build-Up Incentive Program. The surplus note has a twenty-year term, quarterly payments of principal and accrues interest per the terms of the note agreement.

As discussed in "Item 1 — Note 6 (Long-Term Debt)," UIH entered into a revolving loan agreement and related revolving note ("DB Loan") with Deutsche Bank in March 2013, which was most recently amended in July 2015. The DB Loan makes available to UIH an unsecured line of credit in an aggregate amount not to exceed \$15 million. Draws under the DB Loan have a maturity date of July 31, 2017 and carry an interest rate of LIBOR plus a margin of 5.50% or Deutsche Bank's prime rate plus a margin of 3.50%, at the election of UIH. The DB Loan contains certain covenants and restrictions applicable while amounts are outstanding thereunder, including limitations with respect to our indebtedness, liens, distributions, mergers or dispositions of assets, organizational structure, transactions with affiliates and business activities. No amounts have been drawn under this unsecured line of credit.

In May 2013, UIH also entered into a \$20 million unsecured term loan agreement and related term note ("Term Loan") with RenaissanceRe Ventures Ltd. also discussed in "Item 1 — Note 6 (Long-Term Debt)." The Term Loan bears interest at the rate of 50 basis points per annum and matures on the earlier of May 23, 2016, or the date that all principal under the Term Loan is prepaid or deemed paid in full. The Term Loan is amortized over the three-year term and UIH may prepay the loan without penalty. The Term loan contains certain covenants and restrictions applicable while amounts are outstanding thereunder, including limitations with respect to our indebtedness, liens, distributions, mergers or dispositions of assets, organizational structure, transactions with affiliates and business activities. UIH was in compliance with the covenants of the term loan as of September 30, 2015. We made principal payments of \$6.0 and \$7.0 million on the Term Loan in May 2014 and May 2015, respectively. The Term Loan had a carrying amount of \$6.8 million as of September 30, 2015.

Liquidity for UIH and its non-insurance subsidiaries is required to cover the payment of general operating expenses, dividends to shareholders (if and when authorized and declared by our Board of Directors), payment for the possible repurchase of our common stock (if and when authorized by our Board of Directors), payment of income taxes, and interest and principal payments on debt obligations. The declaration and payment of future dividends by UIH to its shareholders, and any future repurchases of UIH common stock, will be at the discretion of our Board of Directors and will depend upon many factors, including our operating results, financial condition, debt covenants and any regulatory constraints. Principal sources of liquidity for UIH and its non-insurance subsidiaries include revenues generated from fees paid by the Insurance Entities to affiliated companies for policy administration, inspections and claims adjusting services. Additional sources of liquidity include brokerage commissions earned on reinsurance contracts and any unused credit lines. UIH also maintains investments in equity securities which would generate funds upon sale. As discussed in "Item 1 — Note 5 (Insurance Operations)," there are limitations on the dividends the Insurance Entities may pay to their immediate parent company.

Liquidity for the Insurance Entities is primarily required to cover payments for reinsurance premiums, claims payments including potential payments of catastrophe losses offset by recovery of any reimbursement amounts under our reinsurance agreements, fees paid to affiliates for managing general agency services, inspections and claims adjusting services, agent commissions, premiums and income taxes, regulatory assessments, general operating expenses, and interest and principal payments on debt obligations. The principal source of liquidity for the Insurance Entities consists of the revenue generated from the collection of net premiums, after deductions for expenses and the collection of reinsurance recoverable.

Our insurance operations provide liquidity in that premiums are generally received months or even years before losses are paid under the policies written. The Insurance Entities maintain substantial investments in highly liquid, marketable securities which would generate funds upon sale.

The Insurance Entities are responsible for losses related to catastrophic events in excess of coverage provided by the Insurance Entities' reinsurance programs and for losses that otherwise are not covered by the reinsurance programs, which could have a material adverse effect on either the Insurance Entities' or our business, financial condition, results of operations and liquidity.

Capital Resources

Capital resources provide protection for policyholders, furnish the financial strength to support the business of underwriting insurance risks, and facilitate continued business growth. At September 30, 2015, we had total capital of \$307.3 million, comprised of stockholders' equity of \$283.0 million and total long-term debt of \$24.3 million. Our debt-to-total-capital ratio and debt-to-equity ratio were 7.9% and 8.6%, respectively, at September 30, 2015. At December 31, 2014, we had total capital of \$249.5 million, comprised of stockholders' equity of \$199.9 million, mezzanine equity of \$19.0 million and total long-term debt of \$30.6 million. Our debt-to-total-capital ratio and debt-to-equity ratio were 12.3% and 15.3%, respectively, at December 31, 2014. The debt-to-equity ratio was 14.0% at December 31, 2014, after taking into consideration pro-forma adjustments to equity as described in "Item 1 — Note 7 (Stockholders' Equity)." The increase in stockholders' equity during the nine months ended September 30, 2015, is attributed to net income and the reclassification of mezzanine equity to permanent equity upon the amendment of our agreement with Ananke Catastrophe Investments Ltd as discussed in "Item 1 – Note 7 (Stockholders' Equity)." These increases were partially offset by dividends declared and paid and common share repurchases.

At September 30, 2015, UPCIC was in compliance with the terms of the surplus note and total adjusted capital surplus was in excess of regulatory requirements for both UPCIC and APPCIC. At September 30, 2015, UIH was in compliance with all of the covenants under the Term Loan.

Cash Dividends

On January 13, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on March 2, 2015, to the shareholders of record at the close of business on February 18, 2015.

On April 13, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on July 2, 2015, to the shareholders of record at the close of business on June 18, 2015.

On August 31, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on October 8, 2015, to the shareholders of record at the close of business on September 23, 2015.

Contractual Obligations

The following table represents our contractual obligations for which cash flows are fixed or determinable as of September 30, 2015 (in thousands):

| | Total | Less than 1 year | 1-3 years | 3-5 years | Over 5 years |
|-----------------------------------|-------------------|---------------------|------------------|------------------|------------------|
| Unpaid losses and LAE, direct (1) | \$ 101,059 | \$ 50,328 | \$ 32,743 | \$ 12,329 | \$ 5,659 |
| Long-term debt | 25,334 | 8,416 | 3,584 | 3,447 | 9,887 |
| Operating leases | 685 | 239 | 384 | 62 | — |
| Employment Agreements (2) | 3,702 | 3,702 | — | — | — |
| Total contractual obligations | <u>\$ 130,780</u> | <u>\$ 62,685</u> | <u>\$ 36,711</u> | <u>\$ 15,838</u> | <u>\$ 15,546</u> |

- (1) There are generally no notional or stated amounts related to unpaid losses and LAE. Both the amounts and timing of future loss and LAE payments are estimates and subject to the inherent variability of legal and market conditions affecting the obligations and making the timing of cash outflows uncertain. The ultimate amount and timing of unpaid losses and LAE could differ materially from the amounts in the table above. Further, the unpaid losses and LAE do not represent all of the obligations that will arise under the contracts, but rather only the estimated liability incurred through September 30, 2015.
- (2) These amounts represent minimum salaries, which may be subject to annual percentage increases, non-equity incentive compensation based on pre-tax or net income levels, and fringe benefits based on the remaining term of employment agreements we have with our executives.

Critical Accounting Policies and Estimates

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q to Critical Accounting Policies and Estimates previously disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Recent Accounting Pronouncements Not Yet Adopted

In May 2015, the FASB issued guidance addressing enhanced disclosure requirements for insurers relating to short-duration insurance contract claims and the unpaid claims liability rollforward for long and short-duration contracts. The disclosures are intended to provide users of financial statements with more transparent information about an insurance entity's initial claim estimates and subsequent adjustments to those estimates, the methodologies and judgments used to estimate claims, and the timing, frequency, and severity of claims. The guidance is effective for reporting periods beginning after December 15, 2015. Early application is permitted. The adoption of this guidance will result in additional disclosure but is not expected to impact our results of operations, financial position or liquidity.

In April 2015, the FASB issued guidance on a customer's accounting for fees paid in a cloud computing arrangement. Under the new standard, customers will apply the same criteria as vendors to determine whether a cloud computing arrangement contains a software license or is solely a service contract. If a cloud computing arrangement includes a software license, then the software license element of the arrangement should be accounted for consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance is effective for reporting periods beginning after December 15, 2015, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on our results of operations, financial position or liquidity.

In June 2014, the FASB issued guidance that clarifies that a performance target that affects vesting and could be achieved after the requisite service period should be treated as a performance condition and should not be reflected in estimating the grant-date fair value of the award. Compensation costs should reflect the amount attributable to the periods for which the requisite service has been rendered. Total compensation expense recognized during and after the requisite service period, which may differ from the vesting period, should reflect the number of awards that are expected to vest and should be adjusted to reflect the number of awards that ultimately vest. The guidance is effective for reporting periods beginning after December 15, 2015, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on our results of operations, financial position or liquidity.

In May 2014, the FASB issued updated guidance to clarify the principles for revenue recognition. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts). Although insurance contracts are not within the scope of this updated guidance, the Company's commission revenue, policy fees, and payment plan fees may be subject to this updated guidance. This guidance is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is only permitted for fiscal years beginning after December 15, 2016, including interim periods within that reporting period. The Company is in the process of evaluating the effect of adoption.

Related Party Transactions

See "Item 1 — Note 8 (Related Party Transactions)" for information about related party transactions.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the potential for economic losses due to adverse changes in fair value of financial instruments. We carry all of our investments at market value in our statement of financial condition. Our investment portfolio as of September 30, 2015, is comprised of fixed maturities and equity securities exposing us to changes in interest rates and equity prices.

Our investment objectives with respect to fixed maturities are to maximize after-tax investment income without exposing the surplus of our Insurance Entities to excessive volatility. Our investment objectives with respect to equity securities are to enhance our long-term surplus levels through capital appreciation and earn a competitive rate of total return versus appropriate benchmarks. We cannot provide any assurance that we will be able to achieve our investment objectives.

See "Item 1 – Note 3 (Investments)" for more information about our investments.

Interest Rate Risk

Interest rate risk is the sensitivity of a fixed-rate instrument to changes in interest rates. When interest rates rise, the fair value of our fixed-rate investment securities declines.

The following table provides information about our fixed income investments, which are sensitive to changes in interest rates. The table presents cash flows of principal amounts and related weighted average interest rates by expected maturity dates for investments available for sale as of the dates presented (in thousands):

| | September 30, 2015 | | | | | | | | Fair Value |
|--------------------------------|--------------------|-----------|-----------|-----------|-----------|------------|------------|------------|------------|
| | Amortized Cost | | | | | | | | Total |
| | 2015 | 2016 | 2017 | 2018 | 2019 | Thereafter | Other (1) | Total | |
| Fixed income investments | \$ 55,603 | \$ 68,284 | \$ 55,284 | \$ 71,918 | \$ 61,734 | \$ 34,349 | \$ 145,197 | \$ 492,369 | \$ 492,792 |
| Weighted average interest rate | 0.52% | 1.01% | 2.16% | 1.62% | 1.70% | 2.50% | 2.64% | 1.85% | 1.85% |

| | December 31, 2014 | | | | | | | | Fair Value |
|--------------------------------|-------------------|-----------|-----------|-----------|-----------|------------|------------|------------|------------|
| | Amortized Cost | | | | | | | | Total |
| | 2015 | 2016 | 2017 | 2018 | 2019 | Thereafter | Other (1) | Total | |
| Fixed income investments | \$ 101,406 | \$ 58,521 | \$ 37,184 | \$ 55,985 | \$ 33,494 | \$ 6,660 | \$ 111,691 | \$ 404,941 | \$ 403,939 |
| Weighted average interest rate | 0.77% | 1.07% | 3.00% | 1.69% | 1.95% | 4.92% | 2.39% | 1.76% | 1.76% |

- (1) Comprised of mortgage-backed and asset-backed securities that have multiple maturity dates, and perpetual maturity securities, and are presented separately for the purposes of this table.

The tables above represent average contract rates that differ from the book yield of the fixed maturities. The fixed income investments in our available for sale portfolio are comprised of United States government and agency securities, corporate bonds, redeemable preferred stock, mortgage-backed and asset-backed securities and certificates of deposit. Duration is a measure of interest rate sensitivity expressed as a number of years. The weighted average duration of the fixed maturity investments in our available for sale portfolio at September 30, 2015 was 2.5 years.

To a lesser extent, we also have exposure to interest on our debt obligations which are in the form of a surplus note, and on any amounts we draw under the DB Loan. The surplus note accrues interest at an adjustable rate based on the 10-year Constant Maturity Treasury rate. Draws under the DB Loan accrue interest at a rate based on LIBOR or Deutsche Bank's prime rate plus an applicable margin.

Equity Price Risk

Equity price risk is the potential for loss in fair value of investments in common stock and mutual funds from adverse changes in the prices of those instruments.

The following table provides information about the investments in our available for sale portfolio subject to price risk as of the dates presented (in thousands):

| | September 30, 2015 | | December 31, 2014 | |
|-------------------------|--------------------|---------------|-------------------|---------------|
| | Fair Value | Percent | Fair Value | Percent |
| Equity securities: | | | | |
| Common stock | \$ 15,743 | 33.8% | \$ 270 | 1.4% |
| Mutual funds | 30,884 | 66.2% | 19,372 | 98.6% |
| Total equity securities | <u>\$ 46,627</u> | <u>100.0%</u> | <u>\$ 19,642</u> | <u>100.0%</u> |

A hypothetical decrease of 20% in the market prices of each of the equity securities held at September 30, 2015, would have resulted in a decrease of \$9.3 million, in the fair value of those securities.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that disclosure controls and procedures were effective as of September 30, 2015, to ensure that information required to be disclosed by the Company in its reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's

management, including its principal executive and principal financial officers as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal controls over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Certain lawsuits have been filed against the Company. These lawsuits generally involve matters related to the claims aspect of the Company's business. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal matters when those matters present loss contingencies which are both probable and estimable.

Legal proceedings are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued. We currently estimate that the reasonably possible losses for legal proceedings, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

Item 1A. Risk Factors

In the opinion of management, there have been no material changes during the period covered by this Quarterly Report on Form 10-Q to the risk factors previously disclosed in Part I, Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

A summary UIH's repurchases of common stock for the three months ended September 30, 2015 is as follows:

| | Total Number of Shares Purchased | Average Price Paid per Share (1) | Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs (2) |
|------------------|-------------------------------------|-------------------------------------|---|---|
| 7/1/15 - 7/31/15 | — | \$ — | — | — |
| 8/1/15 - 8/31/15 | — | \$ — | — | — |
| 9/1/15 - 9/30/15 | 100,000 | \$ 25.84 | 100,000 | 251,040 |
| Total | 100,000 | \$ 25.84 | 100,000 | 251,040 |

(1) Average price paid per share does not reflect brokerage commissions paid to acquire shares in open market transactions.

(2) Number of shares were calculated using a closing price at September 30, 2015 of \$29.54 per share.

In September 2015, we announced that the Board of Directors authorized a share repurchase program under which the Company may repurchase in the open market in compliance with Exchange Act Rule 10b-18 up to \$10 million of its outstanding shares of common stock through December 31, 2016. We repurchased 100,000 shares through such repurchase program through September 30, 2015 at an aggregate cost of \$2.6 million.

Item 6. Exhibits

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| 15.1 | Accountants' Acknowledgment |
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 * |
| 101.INS-XBRL | Instance Document |
| 101.SCH-XBRL | Taxonomy Extension Schema Document |
| 101.CAL-XBRL | Taxonomy Extension Calculation Linkbase Document |
| 101.DEF-XBRL | Taxonomy Extension Definition Linkbase Document |
| 101.LAB-XBRL | Taxonomy Extension Label Linkbase Document |
| 101.PRE-XBRL | Taxonomy Extension Presentation Linkbase Document |

* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNIVERSAL INSURANCE HOLDINGS, INC.

Date: October 29, 2015

/s/ Sean P. Downes
Sean P. Downes, President, Chief Executive Officer and
Principal Executive Officer

Date: October 29, 2015

/s/ Frank C. Wilcox
Frank C. Wilcox, Chief Financial Officer and Principal
Accounting Officer

ACCOUNTANTS' ACKNOWLEDGMENT

We hereby acknowledge our awareness of the use of our report dated October 29, 2015, included within the Quarterly Report on Form 10-Q of Universal Insurance Holdings, Inc. for the quarter ended September 30, 2015, in Registration Statement number 333-185484 on Form S-3 and Registration Statement numbers 333-163564, 333-174125, 333-181994, 333-189122 and 333-203866 on Form S-8.

Pursuant to Rule 436 under the Securities Act of 1933 (the "Act"), such report is not considered a part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ Plante & Moran, PLLC

October 29, 2015

CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Sean P. Downes, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015 of Universal Insurance Holdings, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and we have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: October 29, 2015

/s/ Sean P. Downes

Sean P. Downes

President and Chief Executive Officer

CERTIFICATION PURSUANT TO RULE 13A-14 OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Frank C. Wilcox, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2015 of Universal Insurance Holdings, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and we have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: October 29, 2015

/s/ Frank C. Wilcox

Frank C. Wilcox

Chief Financial Officer and Principal Accounting Officer

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Universal Insurance Holdings, Inc. ("Company") on Form 10-Q for the fiscal quarter ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof ("Report"), the undersigned, in the capacity and on the date indicated below, each hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: October 29, 2015

By: /s/ Sean P. Downes
Name: Sean P. Downes
Title: President, Chief Executive Officer and Principal
Executive Officer

Date: October 29, 2015

By: /s/ Frank C. Wilcox
Name: Frank C. Wilcox
Title: Chief Financial Officer and Principal
Accounting Officer