DONEGAL GROUP INC
Form 10-K
March 12, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2014

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 0-15341

DONEGAL GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware	**23-2424711**
(State or other jurisdiction of **incorporation or organization)**	**(I.R.S. Employer** **Identification No.)**
1195 River Road, Marietta, Pennsylvania	**17547**
(Address of principal executive offices)	**(Zip code)**

Registrant s telephone number, including area code:

(888) 877-0600

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Class A Common Stock, $.01 par value	**The NASDAQ Global Select Market**
Class B Common Stock, $.01 par value	**The NASDAQ Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark whether the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act: Yes ¨. No x.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ¨. No x.

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements we incorporate by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer or smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company. Yes ¨. No x.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant s most recently completed second fiscal quarter. $216,408,004.

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date: 21,534,176 shares of Class A common stock and 5,576,775 shares of Class B common stock outstanding on March 2, 2015.

Documents Incorporated by Reference

The registrant incorporates by reference portions of the registrant s definitive proxy statement relating to registrant s annual meeting of stockholders to be held April 16, 2015 into Part III of this report.

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PART I

Item 1. Business.

Introduction

Donegal Group Inc., or DGI, is an insurance holding company whose insurance subsidiaries offer personal and commercial lines of property and casualty insurance to businesses and individuals in 21 Mid-Atlantic, Midwestern, New England and Southern states. As used herein, the terms we, us and our refer to Donegal Group Inc. and its subsidiaries.

Donegal Mutual Insurance Company, or Donegal Mutual, organized us as an insurance holding company on August 26, 1986. At December 31, 2014, Donegal Mutual held approximately 36% of our outstanding Class A common stock and approximately 76% of our outstanding Class B common stock. Donegal Mutual s ownership provides Donegal Mutual with approximately 65% of the aggregate voting power of our outstanding shares of Class A common stock and our outstanding shares of Class B common stock. Our insurance subsidiaries and Donegal Mutual have interrelated operations due to our intercompany pooling agreement and other intercompany agreements and transactions we describe in Note 3 of the Notes to Consolidated Financial Statements. While maintaining the separate corporate existence of each company, our insurance subsidiaries and Donegal Mutual conduct business together as the Donegal Insurance Group. As such, Donegal Mutual and our insurance subsidiaries share the same business philosophy, the same management, the same employees and the same facilities and offer the same types of insurance products.

We have been an effective consolidator of smaller main street property and casualty insurance companies, and we expect to continue to acquire other insurance companies to expand our business in a given region or to commence operations in a new region. Since 1995, we have completed six acquisitions of property and casualty insurance companies or began to participate in their business through Donegal Mutual s entry into quota-share reinsurance agreements with them.

Our insurance subsidiaries and Donegal Mutual provide their policyholders with a selection of insurance products at competitive rates, while pursuing profitability by adhering to a strict underwriting discipline. Our insurance subsidiaries derive a substantial portion of their insurance business from smaller to mid-sized regional communities. We believe this focus provides our insurance subsidiaries with competitive advantages in terms of local market knowledge, marketing, underwriting, claims servicing and policyholder service. At the same time, we believe our insurance subsidiaries have cost advantages over many smaller regional insurers that result from economies of scale our insurance subsidiaries realize through centralized accounting, administrative, data processing, investment and other services.

We believe we have a substantial opportunity, as a well-capitalized regional insurance holding company with a solid business strategy, to grow profitably and compete effectively with national property and casualty insurers. Our downstream holding company structure, with Donegal Mutual holding approximately 65% of the aggregate voting power of our common stock, has proven its effectiveness and success over the past 29 years of our existence. Over that time frame, we have grown significantly in terms of revenue and financial strength, and the Donegal Insurance Group has developed an excellent reputation as a regional group of property and casualty insurers.

We own 48.2% of Donegal Financial Services Corporation, or DFSC. DFSC is a grandfathered unitary savings and loan holding company that owns all of the outstanding capital stock of Union Community Bank, a state savings bank, or UCB. UCB has 14 banking offices, all of which are located in Lancaster County, Pennsylvania. Donegal Mutual owns the remaining 51.8% of DFSC. For further information regarding DFSC, we refer to Business - Donegal Financial Services Corporation in this Form 10-K Report.

We have four segments: our investment function, our personal lines of insurance, our commercial lines of insurance and our investment in DFSC. We set forth financial information about these segments in Note 19 of the Notes to Consolidated Financial Statements. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers compensation policies.

Available Information

You may obtain our Annual Reports on Form 10-K, including this Form 10-K Report, our quarterly reports on Form 10-Q, our current reports on Form 8-K, our proxy statement and our other filings pursuant to the Securities Exchange Act of 1934, or the Exchange Act, without charge by viewing our website at www.donegalgroup.com. You may also view on our website our Code of Business Conduct and Ethics and the charters of the executive committee, the audit committee, the compensation

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committee and the nominating committee of our board of directors. Upon request to our corporate secretary, we will also provide printed copies of any of these documents to you without charge. We have provided the address of our website solely for the information of investors. We do not intend the reference to our website address to be an active link or to otherwise incorporate the contents of our website into this Form 10-K Report.

History and Organizational Structure

In the mid-1980 s, Donegal Mutual, as a mutual insurance company, recognized the desirability of developing additional sources of capital and surplus so it could remain competitive and have the surplus to expand its business and ensure its long-term viability. Accordingly, Donegal Mutual determined to implement a downstream holding company structure as one of its business strategies. Thus, in 1986, Donegal Mutual formed us as a downstream holding company. Initially, Donegal Mutual owned all of our outstanding common stock. After Donegal Mutual formed us, we in turn formed Atlantic States as our wholly owned property and casualty insurance company subsidiary.

In connection with the formation of Atlantic States and the establishment of our downstream insurance holding company system, Donegal Mutual and DGI entered into a proportional reinsurance agreement, or pooling agreement, that became effective October 1, 1986. Under the pooling agreement, Donegal Mutual and Atlantic States pool substantially all of their respective premiums, losses and loss expenses to the reinsurance pool, and the reinsurance pool, acting through Donegal Mutual, then cedes a portion of the pooled business, currently 80%, to Atlantic States. Donegal Mutual and Atlantic States share the underwriting results in proportion to their respective participation in the underwriting pool.

Since we established Atlantic States in 1986, Donegal Mutual and our insurance subsidiaries have conducted business together as the Donegal Insurance Group, while retaining their separate legal and corporate existences. As the Donegal Insurance Group, Donegal Mutual and our insurance subsidiaries share a combined business plan to enhance market penetration and underwriting profitability objectives. As such, Donegal Mutual and our insurance subsidiaries share the same business philosophies, the same management, the same employees and the same facilities and offer the same types of insurance products. We believe Donegal Mutual s majority interest in the combined voting power of our Class A common stock and of our Class B common stock fosters our ability to implement our business philosophies, enjoy management continuity, maintain superior employee relations and provide a stable environment within which we can grow our businesses.

The products Donegal Mutual and our insurance subsidiaries offer are generally complementary, which permits the Donegal Insurance Group to offer a broad range of products in a given market and to expand the Donegal Insurance Group s ability to service an entire personal lines or commercial lines account. Distinctions within the products Donegal Mutual and our insurance subsidiaries offer generally relate to specific risk profiles within similar classes of business, such as preferred tier products versus standard tier products. Donegal Mutual and we do not allocate all of the standard risk gradients to one company. As a result, the underwriting profitability of the business the individual companies write directly will vary. However, the underwriting pool homogenizes the risk characteristics of all business Donegal Mutual and Atlantic States write directly. We receive 80% of the results of the underwriting pool because Atlantic States has an 80% participation in the pool. The business Atlantic States derives from the underwriting pool represents a significant percentage of our total consolidated revenues. However, that percentage has gradually decreased over the past few years as we have acquired a number of other property and casualty insurance companies that do not participate in the underwriting pool.

As the capital of Atlantic States and our other insurance subsidiaries has increased, the underwriting capacity of our insurance subsidiaries has increased proportionately. The size of the underwriting pool has also increased substantially. Therefore, as we originally planned in the mid-1980s, Atlantic States has successfully raised the capital necessary to support the growth of its direct business as well as to accept increases in its allocation of business from the underwriting pool. The portion of the underwriting pool allocated to Atlantic States has increased from an initial allocation of 35% in 1986 to an 80% allocation since March 1, 2008. We do not anticipate any further change in the pooling agreement between Atlantic States and Donegal Mutual in the foreseeable future, including any change in the percentage participation of Atlantic States in the underwriting pool.

In addition to Atlantic States, our insurance subsidiaries are Southern Insurance Company of Virginia, or Southern, Le Mars Insurance Company, or Le Mars, The Peninsula Insurance Company and its wholly owned subsidiary, Peninsula Indemnity Company, or collectively, Peninsula, Sheboygan Falls Insurance Company, or Sheboygan, and Michigan Insurance Company, or MICO. We also benefit from Donegal Mutual s 100% quota-share reinsurance agreement with Southern Mutual Insurance Company, or Southern Mutual, and Donegal Mutual s placement of its assumed business from Southern Mutual into the underwriting pool.

The following chart depicts our organizational structure, including all of our property and casualty insurance subsidiaries, Southern Mutual and our interest in DFSC:

(1) Because of the different relative voting power of our Class A common stock and Class B common stock, our public stockholders hold approximately 35% of the aggregate voting power of our Class A common stock and Class B common stock and Donegal Mutual holds approximately 65% of the aggregate voting power of our Class A common stock and Class B common stock.

Relationship with Donegal Mutual

Donegal Mutual provides facilities, personnel and other services to us and our insurance subsidiaries. Donegal Mutual allocates certain related expenses to Atlantic States in relation to the relative participation of Donegal Mutual and Atlantic States in the underwriting pool they maintain. Our insurance subsidiaries other than Atlantic States reimburse Donegal Mutual for their respective personnel costs and bear their proportionate share of information services costs based on their respective percentage of the total net written premiums of the Donegal Insurance Group. Charges for these services totaled $98.6 million, $94.0 million and $78.8 million for 2014, 2013 and 2012, respectively.

Our insurance subsidiaries have various reinsurance arrangements with Donegal Mutual. These agreements include:

- excess of loss reinsurance agreements with Le Mars, Peninsula, Sheboygan and Southern;

- catastrophe reinsurance agreements with Atlantic States, Le Mars and Southern; and

- quota-share reinsurance agreements with Le Mars, Peninsula and MICO.

The purpose of the excess of loss and catastrophe reinsurance agreements is to lessen the effects of a single large loss, or an accumulation of smaller losses arising from one event, to levels that are appropriate given each subsidiary s size, underwriting profile and surplus position.

The purpose of the quota-share reinsurance agreement with Le Mars is to transfer to Le Mars 100% of the premiums and losses related to certain products Donegal Mutual offers in certain Midwest states, which provide the availability of complementary products to Le Mars commercial accounts.

The purpose of the quota-share reinsurance agreement with Peninsula is to transfer to Donegal Mutual 100% of the premiums and losses related to the workers compensation product line of Peninsula in certain states, which provides the availability of an additional workers compensation tier for Donegal Mutual s commercial accounts. Donegal Mutual places its assumed business from Peninsula into the underwriting pool.

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The purpose of the quota-share reinsurance agreement with MICO is to transfer to Donegal Mutual 25% of the premiums and losses related to MICO s business. Donegal Mutual places its assumed business from MICO into the underwriting pool.

Effective November 1, 2012, Donegal Mutual and Southern terminated their quota-share reinsurance agreement on a run-off basis. The intent of the quota-share reinsurance agreement with Southern was to transfer to Southern 100% of the premiums and losses related to certain personal lines products Donegal Mutual offered in Virginia through the use of its automated policy quoting and issuance system.

We and Donegal Mutual have maintained a coordinating committee since our formation in 1986. The coordinating committee consists of two members of our board of directors, neither of whom is a member of Donegal Mutual s board of directors, and two members of Donegal Mutual s board of directors, neither of whom is a member of our board of directors. The purpose of the coordinating committee is to establish and maintain a process for an annual evaluation of the transactions between Donegal Mutual, our insurance subsidiaries and us. The coordinating committee considers the fairness of each intercompany transaction to Donegal Mutual and its policyholders and to us and our stockholders.

A new agreement or any change to a previously approved agreement must receive coordinating committee approval. The approval process for a new agreement between Donegal Mutual and us or one of our insurance subsidiaries or a change in such an agreement is as follows:

- both of our members on the coordinating committee must determine that the new agreement or the change in an existing agreement is fair and equitable to us and in the best interests of our stockholders;

- both of Donegal Mutual s members on the coordinating committee must determine that the new agreement or the change in an existing agreement is fair and equitable to Donegal Mutual and in the best interests of its policyholders;

- our board of directors must approve the new agreement or the change in an existing agreement; and

- Donegal Mutual s board of directors must approve the new agreement or the change in an existing agreement.

The coordinating committee also meets annually to review each existing agreement between Donegal Mutual and us or our insurance subsidiaries, including all reinsurance agreements between Donegal Mutual and our insurance subsidiaries. The purpose of this annual review is to examine the results of the agreements over the past year and, in the case of reinsurance agreements, over the most recent five-year period and to determine if the results of the existing agreements remain fair and equitable to us and our stockholders and fair and equitable to Donegal Mutual and its policyholders or if Donegal Mutual and we should mutually agree to certain adjustments to the terms of the agreements. In the case of these reinsurance agreements, the annual adjustments typically relate to the reinsurance premiums, losses and reinstatement premiums. These agreements are ongoing in nature and will continue in effect throughout 2015 in the ordinary course of business.

Our members on the coordinating committee, as of the date of this Form 10-K Report, are Robert S. Bolinger and Richard D. Wampler, II. Donegal Mutual s members on the coordinating committee as of such date are Dennis J. Bixenman and John E. Hiestand. We refer to our proxy statement for our annual meeting of stockholders on April 16, 2015 for further information about the members of the coordinating committee.

We believe our relationships with Donegal Mutual offer us and our insurance subsidiaries a number of competitive advantages, including the following:

- enabling our stable management, the consistent underwriting discipline of our insurance subsidiaries, external growth, long-term profitability and financial strength;

- creating operational and expense synergies from the combination of resources and integrated operations of Donegal Mutual and our insurance subsidiaries;

enhancing our opportunities to expand by acquisition because of the ability of Donegal Mutual to affiliate with and acquire control of other mutual insurance companies and, thereafter, demutualize them and combine them with us;

producing more stable and uniform underwriting results for our insurance subsidiaries over extended periods of time than we could achieve without our relationship with Donegal Mutual;

- providing opportunities for growth because of the ability of Donegal Mutual to enter into reinsurance agreements with other mutual insurance companies and place the business it assumes into the pooling agreement; and

- providing Atlantic States with a significantly larger underwriting capacity because of the underwriting pool Donegal Mutual and Atlantic States have maintained since 1986.

In the first quarter of 2015, our board of directors and the board of directors of Donegal Mutual each undertook a review of the relationships of Donegal Mutual and DGI and determined that continuing the current relationships and the current corporate structure of Donegal Mutual and DGI is in the best interests of DGI and its various constituencies.

Business Strategy

Our strategy is designed to allow our insurance subsidiaries to achieve their longstanding goal of outperforming the United States property and casualty insurance industry in terms of profitability and service, thereby providing value to the policyholders of our insurance subsidiaries and, ultimately, providing value to our stockholders. The annual net premiums earned of our insurance subsidiaries have increased from $265.8 million in 2004 to $556.5 million in 2014, a compound annual growth rate of 7.7%.

The combined ratio of our insurance subsidiaries and that of the United States property and casualty insurance industry as computed using United States generally accepted accounting principles, or GAAP, and statutory accounting principles, or SAP, for the years 2010 through 2014 are shown in the following table:

	2014	2013	2012	2011	2010
Our GAAP combined ratio [1]	101.7%	98.8%	101.6%	110.6%	104.7%
Our SAP combined ratio	100.5	97.4	99.8	107.9	102.9
Industry SAP combined ratio [2]	97.2	96.4	102.5	106.5	101.1

(1) Our GAAP combined ratio for 2011 was adversely affected by accounting adjustments related to the acquisition of MICO.
(2) As reported or projected by A.M. Best Company.

We and Donegal Mutual believe we can continue to expand our insurance operations over time through organic growth and acquisitions of, or affiliations with, other insurance companies. We and Donegal Mutual have enhanced the performance of companies we have acquired, while leveraging the acquired companies core strengths and local market knowledge to expand their operations. Our insurance subsidiaries and Donegal Mutual also seek to increase their premium base by making quality independent agency appointments, enhancing their competitive position within each agency, introducing new and enhanced insurance products and developing and maintaining automated systems to improve service, communications and efficiency.

We translate these initiatives into our book value growth in a number of ways, including the following:

- maintaining a conservative underwriting culture and pricing discipline to sustain our record of underwriting profitability;

- continuing our investment in technology to achieve operating efficiencies that lower expenses, enhance the service we provide to agencies and policyholders and increase the speed of our communications with agencies and policyholders; and

- maintaining a conservative investment approach.

A detailed review of our business strategies follows:

Achieving underwriting profitability.
Our insurance subsidiaries focus on achieving a combined ratio of less than 100%. Our insurance subsidiaries fell modestly short of that objective in 2014 due primarily to severe weather during the first half of the year. We remain committed to achieving consistent underwriting profitability. We believe that underwriting profitability is a fundamental component of our long-term financial strength because it allows our insurance subsidiaries to generate profits without relying exclusively on their investment income. Our insurance subsidiaries seek to enhance their underwriting results by:

carefully selecting the product lines they underwrite;

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- carefully selecting the individual risks they underwrite;
- minimizing their individual exposure to catastrophe-prone areas; and
- evaluating their claims history on a regular basis to ensure the adequacy of their underwriting guidelines and product pricing.

Our insurance subsidiaries have no material exposures to asbestos and environmental liabilities. Our insurance subsidiaries seek to provide more than one policy to a given personal lines or commercial lines customer because this account selling strategy diversifies their risk and has historically improved their underwriting results. Our insurance subsidiaries also use reinsurance to manage their exposure and limit their maximum net loss from large single risks or risks in concentrated areas. Our insurance subsidiaries believe these practices are key factors in their ability to maintain a statutory combined ratio that has generally been more favorable than the combined ratio of the United States property and casualty insurance industry.

Pursuing profitable growth by organic expansion within the traditional operating territories of our insurance subsidiaries through developing and maintaining quality agency representation.

We believe that continued expansion of our insurance subsidiaries within their existing markets will be a key source of their continued premium growth and that maintaining an effective and growing network of independent agencies is integral to their expansion. Our insurance subsidiaries seek to be among the top three insurers within each of the independent agencies for the lines of business our insurance subsidiaries write by providing a consistent, competitive and stable market for their products. We believe that the consistency of the product offerings of our insurance subsidiaries enables our insurance subsidiaries to compete effectively for independent agents with other insurers whose product offerings may fluctuate based on industry conditions. Our insurance subsidiaries offer a competitive compensation program to their independent agents that rewards them for producing profitable growth for our insurance subsidiaries. Our insurance subsidiaries provide their independent agents with ongoing support to enable them to better attract and service customers, including:

- fully automated underwriting and policy issuance systems for both personal, commercial and farm lines of insurance;
- training programs;
- marketing support;
- availability of a service center that provides comprehensive service for our personal lines policyholders; and
- field visitations by marketing and underwriting personnel and senior management of our insurance subsidiaries.

Our insurance subsidiaries appoint independent agencies with a strong underwriting and growth track record. We believe that our insurance subsidiaries, by carefully selecting, motivating and supporting their independent agencies, will drive continued long-term growth.

Acquiring property and casualty insurance companies to augment the organic growth of our insurance subsidiaries in existing markets and to expand into new geographic regions.

We have been an effective consolidator of smaller main street property and casualty insurance companies, and we expect to continue to acquire other insurance companies to expand our business in a given region or to commence operations in a new region.

Since 1995, we have completed six acquisitions of property and casualty insurance companies or participated in their business through Donegal Mutual s entry into quota-share reinsurance agreements with them. We intend to continue our growth by pursuing affiliations and acquisitions that meet our criteria. Our primary criteria are:

location in regions where our insurance subsidiaries are currently conducting business or that offer an attractive opportunity to conduct profitable business;

a mix of business similar to the mix of business of our insurance subsidiaries;

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- annual premium volume up to $100.0 million; and
- fair and reasonable transaction terms.

We believe that our relationship with Donegal Mutual assists us in pursuing affiliations with, and subsequent acquisitions of, mutual insurance companies because, through Donegal Mutual, we understand the concerns and issues that mutual insurance companies face. In particular, Donegal Mutual has had success affiliating with underperforming mutual insurance companies, and we have either acquired them following their conversion to a stock company or benefited from their underwriting results as a result of Donegal Mutual s entry into a 100% quota-share reinsurance agreement with them and placement of its assumed business into the pooling agreement. We have utilized our strengths and financial position to improve the operations of those underperforming insurance companies. We evaluate a number of areas for operational synergies when considering acquisitions, including product underwriting, expenses, the cost of reinsurance and technology.

We and Donegal Mutual have the ability to employ a number of acquisition and affiliation methods. Our prior acquisitions and affiliations have taken one of the following forms:

- purchase of all of the outstanding stock of a stock insurance company;
- purchase of a book of business;
- quota-share reinsurance transaction; or
- two-step acquisition of a mutual insurance company in which:
  - as the first step, Donegal Mutual purchases a surplus note from the mutual insurance company, Donegal Mutual enters into a services agreement with the mutual insurance company and Donegal Mutual s designees become a majority of the members of the board of directors of the mutual insurance company; and
  - as the second step, the mutual insurance company enters into a quota-share reinsurance agreement with Donegal Mutual or demutualizes, or converts, into a stock insurance company. Upon the demutualization or conversion, we purchase the surplus note from Donegal Mutual and exchange it for all of the stock of the stock insurance company resulting from the demutualization or conversion.

We believe that our ability to make direct acquisitions of stock insurance companies and to make indirect acquisitions of mutual insurance companies through a sponsored conversion or a quota-share reinsurance agreement provides us with flexibility that is a competitive advantage in making acquisitions. We also believe our historic record clearly demonstrates our ability to acquire control of an underperforming insurance company, re-underwrite its book of business, reduce its cost structure and return it to sustained profitability.

While Donegal Mutual and we generally engage in preliminary discussions with potential direct or indirect acquisition candidates on an almost continuous basis and are so engaged at the date of this Form 10-K Report, neither Donegal Mutual nor we make any public disclosure regarding a proposed acquisition until Donegal Mutual or we have entered into a definitive acquisition agreement.

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The following table highlights our history of insurance company acquisitions and affiliations since 1988:

Company Name	State of Domicile	Year Control Acquired	Method of Acquisition/Affiliation
Southern Mutual Insurance Company and now Southern Insurance Company of Virginia	Virginia	1984	Surplus note investment by Donegal Mutual in 1984; demutualization in 1988; acquisition of stock by us in 1988.
Pioneer Mutual Insurance Company and then Pioneer Insurance Company [1][2]	Ohio	1992	Surplus note investment by Donegal Mutual in 1992; demutualization in 1993; acquisition of stock by us in 1997.
Delaware Mutual Insurance Company and then Delaware Atlantic Insurance Company [1][2]	Delaware	1993	Surplus note investment by Donegal Mutual in 1993; demutualization in 1994; acquisition of stock by us in 1995.
Pioneer Mutual Insurance Company and then Pioneer Insurance Company [1][2]	New York	1995	Surplus note investment by Donegal Mutual in 1995; demutualization in 1998; acquisition of stock by us in 2001.
Southern Heritage Insurance Company [2]	Georgia	1998	Purchase of stock by us in 1998.
Le Mars Mutual Insurance Company of Iowa and now Le Mars Insurance Company [1]	Iowa	2002	Surplus note investment by Donegal Mutual in 2002; demutualization in 2004; acquisition of stock by us in 2004.
Peninsula Insurance Group	Maryland	2004	Purchase of stock by us in 2004.
Sheboygan Falls Mutual Insurance Company and now Sheboygan Falls Insurance Company [1]	Wisconsin	2007	Contribution note investment by Donegal Mutual in 2007; demutualization in 2008; acquisition of stock by us in 2008.
Southern Mutual Insurance Company [3]	Georgia	2009	Surplus note investment by Donegal Mutual and quota-share reinsurance in 2009.
Michigan Insurance Company	Michigan	2010	Purchase of stock by us and surplus note investment by Donegal Mutual in 2010.

(1) Each of these acquisitions initially took the form of an affiliation with Donegal Mutual. Donegal Mutual provided surplus note financing to the insurance company, and, in connection with that financing, sufficient designees of Donegal Mutual were appointed so as to constitute a majority of the members of the board of directors of the insurance company. Donegal Mutual and the insurance company simultaneously entered into a services agreement whereby Donegal Mutual provided services to improve the operations of the insurance company. Once the insurance company s results of operations improved to the satisfaction of Donegal Mutual, Donegal Mutual sponsored the demutualization of the insurance company. Upon the consummation of the demutualization, Donegal Mutual converted the surplus note to capital stock of the newly demutualized insurance company. We then purchased all of the capital stock of the insurance company from Donegal Mutual and made an additional capital contribution in cash to provide adequate surplus to support the insurance company s planned premium growth.

(2) To reduce administrative and compliance costs and expenses, these subsidiaries subsequently merged into one of our existing insurance subsidiaries.

(3) Control acquired by Donegal Mutual.

Providing responsive and friendly customer and agent service to enable our insurance subsidiaries to attract new policyholders and retain existing policyholders.

We believe that excellent policyholder service is important in attracting new policyholders and retaining existing policyholders. Our insurance subsidiaries work closely with their independent agents to provide a consistently responsive level of claims service, underwriting and customer support. Our insurance subsidiaries seek to respond expeditiously and effectively to address customer and independent agent inquiries in a number of ways, including:

availability of a customer call center for claims reporting;

availability of a secure website for access to policy information and documents, payment processing and other features;

timely replies to information requests and policy submissions; and

prompt responses to, and processing of, claims.

Our insurance subsidiaries periodically conduct policyholder surveys to evaluate the effectiveness of their service to policyholders. The management of our insurance subsidiaries meets on a regular basis with the personnel of the independent insurance agents our insurance subsidiaries appoint to seek service improvement recommendations, react to service issues and better understand local market conditions.

Maintaining premium rate adequacy to enhance the underwriting results of our insurance subsidiaries, while maintaining their existing book of business and preserving their ability to write new business.

Our insurance subsidiaries maintain discipline in their pricing by effecting rate increases to sustain or improve their underwriting profitability without unduly affecting their customer retention. In addition to appropriate pricing, our insurance subsidiaries seek to ensure that their premium rates are adequate relative to the amount of risk they insure. Our insurance subsidiaries review loss trends on a periodic basis to identify changes in the frequency and severity of their claims and to assess the adequacy of their rates and underwriting standards. Our insurance subsidiaries also carefully monitor and audit the information they use to price their policies for the purpose of enabling them to receive an adequate level of premiums for the risk they assume. For example, our insurance subsidiaries inspect substantially all commercial lines risks and a substantial number of personal lines property risks before they commit to insure them to determine the adequacy of the insured amount to the value of the insured property, assess property conditions and identify any liability exposures. Our insurance subsidiaries audit the payroll data of their workers compensation customers to verify that the assumptions used to price a particular policy were accurate. By implementing appropriate rate increases and understanding the risks our insurance subsidiaries agree to insure, our insurance subsidiaries are generally able to achieve consistent underwriting profitability.

Focusing on expense controls and utilization of technology to increase the operating efficiency of our insurance subsidiaries.

Our insurance subsidiaries maintain stringent expense controls under direct supervision of their senior management. We centralize many processing and administrative activities of our insurance subsidiaries to realize operating synergies and better expense control. Our insurance subsidiaries utilize technology to automate much of their underwriting and to facilitate agency and policyholder communications on an efficient, timely and cost-effective basis. We operate on a paperless basis. As a result of our focus on expense control, our insurance subsidiaries have reduced their expense ratio from 36.6% in 1999 to 31.4% in 2014. Our insurance subsidiaries have also increased their annual premium per employee, a measure of efficiency that our insurance subsidiaries use to evaluate their operations, from approximately $470,000 in 1999 to approximately $948,000 in 2014.

Our insurance subsidiaries maintain technology comparable to that of the largest of their competitors. Ease of doing business is an increasingly important component of an insurer s value to an independent agency. Our insurance subsidiaries provide a fully automated personal lines underwriting and policy issuance system called WritePro®. WritePro® is a web-based user interface that substantially eases data entry and facilitates the quoting and issuance of policies for the independent agents of our insurance subsidiaries. Our insurance subsidiaries also provide a similar commercial business system called WriteBiz®. WriteBiz® is a web-based user interface that provides the independent agents of our insurance subsidiaries with an online ability to quote and issue commercial automobile, workers compensation, business owners and tradesman policies automatically. WriteFarm® is a web-based user interface that provides the independent agents of our insurance subsidiaries with an online ability to quote and issue farm policies. As a result, applications of the independent agents for our insurance subsidiaries can result in policy issuance without further re-entry of information. These systems also interface with the policy management systems of the independent agents of our insurance subsidiaries.

Maintaining a conservative investment approach.

Return on invested assets is an important element of the financial results of our insurance subsidiaries. The investment strategy of our insurance subsidiaries is to generate an appropriate amount of after-tax income on invested assets while minimizing credit risk through investments in high-quality securities. As a result, our insurance subsidiaries seek to invest a high percentage of their assets in diversified, highly rated and marketable fixed-maturity instruments. The fixed-maturity portfolios of our insurance subsidiaries consist of both taxable and tax-exempt securities. Our insurance subsidiaries maintain a portion of their portfolios in short-term securities to provide liquidity for the payment of claims and operation of their respective businesses. Our insurance subsidiaries maintain a small percentage (3.7% at December 31, 2014) of their portfolios in equity securities.

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Competition

The property and casualty insurance industry is highly competitive on the basis of both price and service. Numerous companies compete for business in the geographic areas where our insurance subsidiaries operate. Many of these other insurance companies are substantially larger and have greater financial resources than those of our insurance subsidiaries. In addition, because our insurance subsidiaries and Donegal Mutual market their respective insurance products exclusively through independent insurance agencies, most of which represent more than one insurance company, our insurance subsidiaries face competition within agencies, as well as competition to retain qualified independent agents.

Products and Underwriting

We report the results of our insurance operations in two segments: personal lines of insurance and commercial lines of insurance. The personal lines our insurance subsidiaries write consist primarily of private passenger automobile and homeowners insurance. The commercial lines our insurance subsidiaries write consist primarily of commercial automobile, commercial multi-peril and workers compensation insurance. We describe these lines of insurance in greater detail below:

Personal

Private passenger automobile policies that provide protection against liability for bodily injury and property damage arising from automobile accidents and protection against loss from damage to automobiles owned by the insured.

Homeowners policies that provide coverage for damage to residences and their contents from a broad range of perils, including fire, lightning, windstorm and theft. These policies also cover liability of the insured arising from injury to other persons or their property while on the insured s property and under other specified conditions.

Commercial

Commercial automobile policies that provide protection against liability for bodily injury and property damage arising from automobile accidents and protection against loss from damage to automobiles owned by the insured.

Commercial multi-peril policies that provide protection to businesses against many perils, usually combining liability and physical damage coverages.

Workers compensation policies employers purchase to provide benefits to employees for injuries sustained during employment. The workers compensation laws of each state determine the extent of the coverage we provide.

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The following table sets forth the net premiums written of our insurance subsidiaries by line of insurance for the periods indicated:

	Year Ended December 31,					
	2014		2013		2012	
(dollars in thousands)	Amount	%	Amount	%	Amount	%
Personal lines:						
Automobile	$ 204,174	35.3%	$ 196,363	36.8%	$ 195,132	39.3%
Homeowners	113,576	19.6	106,420	20.0	97,120	19.6
Other	16,989	2.9	15,915	3.0	16,319	3.3
Total personal lines	334,739	57.8	318,698	59.8	308,571	62.2
Commercial lines:						
Automobile	65,552	11.3	58,165	10.9	51,261	10.3
Workers compensation	88,739	15.3	77,589	14.5	65,390	13.2
Commercial multi-peril	83,413	14.4	74,516	14.0	64,476	13.0
Other	6,758	1.2	4,463	0.8	6,749	1.3
Total commercial lines	244,462	42.2	214,733	40.2	187,876	37.8
Total business	$ 579,201	100.0%	$ 533,431	100.0%	$ 496,447	100.0%

The personal lines and commercial lines underwriting departments of our insurance subsidiaries evaluate and select those risks that they believe will enable our insurance subsidiaries to achieve an underwriting profit. The underwriting departments have significant interaction with the independent agents regarding the underwriting philosophy and the underwriting guidelines of our insurance subsidiaries. Our underwriting personnel also assist the research and development department in the development of quality products at competitive prices to promote growth and profitability.

In order to achieve underwriting profitability on a consistent basis, our insurance subsidiaries:

- assess and select primarily standard and preferred risks;
- adhere to disciplined underwriting guidelines;
- inspect substantially all commercial lines risks and a substantial number of personal lines property risks; and
- utilize various types of risk management and loss control services.

Our insurance subsidiaries also review their existing policies and accounts to determine whether those risks continue to meet their underwriting guidelines. If a given policy or account no longer meets those underwriting guidelines, our insurance subsidiaries will take appropriate action regarding that policy or account, including raising premium rates or non-renewing the policy to the extent applicable law permits.

As part of the effort of our insurance subsidiaries to maintain acceptable underwriting results, they conduct annual reviews of agencies that have failed to meet their underwriting profitability criteria. The review process includes an analysis of the underwriting and re-underwriting practices of the agency, the completeness and accuracy of the applications the agency submits, the adequacy of the training of the agency s staff and the agency s record of adherence to the underwriting guidelines and service standards of our insurance subsidiaries. Based on the results of this review process, the marketing and underwriting personnel of our insurance subsidiaries develop, together with the agency, a plan to improve its underwriting profitability. Our insurance subsidiaries monitor the agency s compliance with the plan and take other measures as required in the judgment of our insurance subsidiaries, including the termination to the extent applicable law permits of agencies that are unable to achieve

acceptable underwriting profitability.

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Distribution

Our insurance subsidiaries market their products primarily in the Mid-Atlantic, Midwestern, New England and Southern regions through approximately 2,400 independent insurance agencies. At December 31, 2014, the Donegal Insurance Group actively wrote business in 21 states (Alabama, Delaware, Georgia, Indiana, Iowa, Maine, Maryland, Michigan, Nebraska, New Hampshire, New York, North Carolina, Ohio, Pennsylvania, South Carolina, South Dakota, Tennessee, Vermont, Virginia, West Virginia and Wisconsin). We believe the relationships of our insurance subsidiaries with their independent agents are valuable in identifying, obtaining and retaining profitable business. Our insurance subsidiaries maintain a stringent agency selection procedure that emphasizes appointing agencies with proven marketing strategies for the development of profitable business, and our insurance subsidiaries only appoint agencies with a strong underwriting history and potential growth capabilities. Our insurance subsidiaries also regularly evaluate the independent agencies that represent them based on their profitability and performance in relation to the objectives of our insurance subsidiaries. Our insurance subsidiaries seek to be among the top three insurers within each of their agencies for the lines of business our insurance subsidiaries write.

The following table sets forth the percentage of direct premiums our insurance subsidiaries write, including 80% of the direct premiums Donegal Mutual and Atlantic States write, in each of the states where they conducted a significant portion of their business in 2014:

Pennsylvania	36.9%
Michigan	16.9
Virginia	8.8
Maryland	8.5
Delaware	5.8
Georgia	5.6
Ohio	3.5
Wisconsin	3.3
Iowa	2.5
Tennessee	2.3
Nebraska	2.1
South Dakota	1.0
Other	2.8
Total	100.0%

Our insurance subsidiaries employ a number of policies and procedures that we believe enable them to attract, retain and motivate their independent agents. We believe that the consistency of the product offerings of our insurance subsidiaries enables our insurance subsidiaries to compete effectively for independent agents with other insurers whose product offerings may fluctuate based upon industry conditions. Our insurance subsidiaries have a competitive profit-sharing plan for their independent agents, consistent with applicable state laws and regulations, under which the independent agents may earn additional commissions based upon the volume of premiums produced and the profitability of the business our insurance subsidiaries receive from that agency.

Our insurance subsidiaries encourage their independent agents to focus on account selling, or serving all of a particular insured s property and casualty insurance needs, which our insurance subsidiaries believe generally results in more favorable loss experience than covering a single risk for an individual insured.

Technology

Donegal Mutual owns the majority of the technology systems our insurance subsidiaries use. The technology systems consist primarily of an integrated central processing computer system, a series of server-based computer networks and various communication systems that allow the home office of our insurance subsidiaries and their branch offices to utilize the same systems for the processing of business. Donegal Mutual maintains backup facilities and systems at the office of one of our insurance subsidiaries and tests these backup facilities and systems on a regular basis. Our insurance subsidiaries bear their proportionate share of information services expenses based on their respective percentage of the total net written premiums of the Donegal Insurance Group during the preceding calendar year.

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The business strategy of our insurance subsidiaries depends on the use, development and implementation of integrated technology systems. These systems enable our insurance subsidiaries to provide a high level of service to agents and policyholders by processing business in a timely and efficient manner, communicating and sharing data with agents, providing a variety of methods for the payment of premiums and allowing for the accumulation and analysis of information for the management of our insurance subsidiaries.

We believe the availability and use of these technology systems has resulted in improved service to agents and policyholders, increased efficiencies in processing the business of our insurance subsidiaries and lower operating costs. Key components of these integrated technology systems are the agency interface system, the WritePro®, WriteBiz® and WriteFarm® systems, a claims processing system and an imaging system. The agency interface system provides our insurance subsidiaries with a high level of data sharing both to and from agents systems and also provides agents with an integrated means of processing new business. The WritePro®, WriteBiz® and WriteFarm® systems are fully automated underwriting and policy issuance systems that provide agents with the ability to generate underwritten quotes and automatically issue policies that meet the underwriting guidelines of our insurance subsidiaries with limited or no intervention by their personnel. The claims processing system allows our insurance subsidiaries to process claims efficiently and in an automated environment. The imaging system eliminates the need to handle paper files, while providing greater access to the same information by a variety of personnel. We believe our technology systems compare favorably to those of many national property and casualty insurance carriers in terms of quality and service levels.

Claims

The management of claims is a critical component of the philosophy of our insurance subsidiaries to achieve underwriting profitability on a consistent basis and is fundamental to the successful operations of our insurance subsidiaries and their dedication to excellent service. Our senior claims management oversees the claims processing units of each of our insurance subsidiaries to assure consistency in the claims settlement process. The field office staff of our insurance subsidiaries receives support from home office technical, litigation, material damage, subrogation and medical audit personnel.

The claims departments of our insurance subsidiaries rigorously manage claims to assure that they settle legitimate claims quickly and fairly and that they identify questionable claims for defense. In the majority of cases, the personnel of our insurance subsidiaries, who have significant experience in the property and casualty insurance industry and know the service philosophy of our insurance subsidiaries, adjust claims. Our insurance subsidiaries provide various means of claims reporting on a 24-hours a day, seven-days a week basis, including toll-free numbers and electronic reporting through our website and mobile applications. Our insurance subsidiaries strive to respond to notifications of claims promptly, generally within the day reported. Our insurance subsidiaries believe that, by responding promptly to claims, they provide quality customer service and minimize the ultimate cost of the claims. Our insurance subsidiaries engage independent adjusters as needed to handle claims in areas in which the volume of claims is not sufficient to justify the hiring of internal claims adjusters by our insurance subsidiaries. Our insurance subsidiaries also employ private adjusters and investigators, structural experts and various outside legal counsel to supplement their internal staff and to assist in the investigation of claims. Our insurance subsidiaries have a special investigative unit staffed by former law enforcement officers that attempts to identify and prevent fraud and abuse and to investigate questionable claims.

The management of the claims departments of our insurance subsidiaries develops and implements policies and procedures for the establishment of adequate claim reserves. Our insurance subsidiaries employ an actuarial staff that regularly reviews their reserves for incurred but not reported claims. The management and staff of the claims departments resolve policy coverage issues, manage and process reinsurance recoveries and handle salvage and subrogation matters. The litigation and personal injury sections of our insurance subsidiaries manage all claims litigation. Branch office claims above certain thresholds require home office review and settlement authorization. Our insurance subsidiaries provide their claims adjusters reserving and settlement authority based upon their experience and demonstrated abilities. Larger or more complicated claims require consultation and approval of senior claims department management.

Liabilities for Losses and Loss Expenses

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to incurred policyholder claims based on facts and circumstances then known. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on assumptions as to future loss trends and expected claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding individual claims, and, consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates of liability. We reflect any adjustments to our insurance subsidiaries liabilities for losses and loss expenses in our operating results in the period in which our insurance subsidiaries record the changes in their estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances surrounding each claim and the insurance policy provisions relating to the type of loss their policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries closely monitor their liabilities and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries external environment and, to a lesser extent, assumptions as to our insurance subsidiaries internal operations. For example, our insurance subsidiaries have experienced a decrease in claims frequency on workers compensation claims during the past several years while claims severity has gradually increased. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on workers compensation claims. Related uncertainties regarding future trends include the cost of medical technologies and procedures and changes in the utilization of medical procedures. Assumptions related to our insurance subsidiaries external environment include the absence of significant changes in tort law and legal decisions that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and the collectability of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries attempt to make appropriate adjustments for such changes in their reserves. Accordingly, our insurance subsidiaries ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded at December 31, 2014. For every 1% change in our insurance subsidiaries loss and loss expense reserves, net of reinsurance recoverable, the effect on our pre-tax results of operations would be approximately $2.9 million.

The establishment of appropriate liabilities is an inherently uncertain process, and we can provide no assurance that our insurance subsidiaries ultimate liability will not exceed our insurance subsidiaries loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries estimated future liabilities, since the historical conditions and events that serve as a basis for our insurance subsidiaries estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods, and, in other periods, their estimates of future liabilities have exceeded their actual liabilities. Changes in our insurance subsidiaries estimate of their liability for losses and loss expenses generally reflect actual payments and the evaluation of information received since the prior reporting date. Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of $14.5 million, $10.4 million and $7.6 million in 2014, 2013 and 2012, respectively. Our insurance subsidiaries made no significant changes in their reserving philosophy, key reserving assumptions or claims management personnel, and they have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in these years. The 2014 development represented 5.4% of the December 31, 2013 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability, commercial multiple peril and commercial automobile lines of business in accident years prior to 2014. The majority of the 2014 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. The 2013 development represented 4.1% of the December 31, 2012 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability, commercial multiple peril, commercial automobile and workers compensation lines of business in accident years prior to 2013. The majority of the 2013 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. The 2012 development represented 3.1% of the December 31, 2011 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability and workers compensation lines of business in accident years prior to 2012. The majority of the 2012 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern.

Excluding the impact of catastrophic weather events, our insurance subsidiaries have noted stable amounts in the number of claims incurred and slight downward trends in the number of claims outstanding at period ends relative to their premium

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base in recent years across most of their lines of business. However, the amount of the average claim outstanding has increased gradually over the past several years as the property and casualty insurance industry has experienced increased litigation trends and economic conditions that have extended the estimated length of disabilities and contributed to increased medical loss costs and a general slowing of settlement rates in litigated claims. Our insurance subsidiaries could be required to make further adjustments to their estimates in the future. However, on the basis of our insurance subsidiaries internal procedures which analyze, among other things, their prior assumptions, their experience with similar cases and historical trends such as reserving patterns, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions and public attitudes, we believe that our insurance subsidiaries have made adequate provision for their liability for losses and loss expenses at December 31, 2014.

Differences between liabilities reported in our financial statements prepared on a GAAP basis and our insurance subsidiaries financial statements prepared on a SAP basis result from anticipating salvage and subrogation recoveries for GAAP but not for SAP. These differences amounted to $14.2 million, $13.1 million and $12.0 million at December 31, 2014, 2013 and 2012, respectively.

The following table sets forth a reconciliation of the beginning and ending GAAP net liability of our insurance subsidiaries for unpaid losses and loss expenses for the periods indicated:

	Year Ended December 31,		
(in thousands)	2014	2013	2012
Gross liability for unpaid losses and loss expenses at beginning of year	$ 495,619	$ 458,827	$ 442,408
Less reinsurance recoverable	230,014	207,891	199,393
Net liability for unpaid losses and loss expenses at beginning of year	265,605	250,936	243,015
Provision for net losses and loss expenses for claims incurred in the current year	373,932	332,770	325,276
Change in provision for estimated net losses and loss expenses for claims incurred in prior years	14,469	10,358	7,596
Total incurred	388,401	343,128	332,872
Net losses and loss payments for claims incurred during:			
The current year	229,939	201,782	205,876
Prior years	131,766	126,677	119,074
Total paid	361,705	328,459	324,950
Net liability for unpaid losses and loss expenses at end of year	292,301	265,605	250,936
Plus reinsurance recoverable	245,957	230,014	207,891
Gross liability for unpaid losses and loss expenses at end of year	$ 538,258	$ 495,619	$ 458,827

The following table sets forth the development of the liability for net unpaid losses and loss expenses of our insurance subsidiaries from 2004 to 2014. Loss data in the table includes business Atlantic States received from the underwriting pool.

Net liability at end of year for unpaid losses and loss expenses sets forth the estimated liability for net unpaid losses and loss expenses recorded at the balance sheet date for each of the indicated years. This liability represents the estimated amount of net losses and loss expenses for claims arising in the current and all prior years that are unpaid at the balance sheet date, including losses incurred but not reported.

The Net liability re-estimated as of portion of the table shows the re-estimated amount of the previously recorded liability based on experience for each succeeding year. The estimate increases or decreases as payments are made and more information becomes known about the severity of the remaining unpaid claims. For example, the 2005 liability has developed a redundancy after nine years because we expect the re-estimated net losses and loss expenses to be $21.4 million less than the estimated liability we initially established in 2005 of $173.0 million.

The "Cumulative (excess) deficiency" shows the cumulative excess or deficiency at December 31, 2014 of the liability estimate shown on the top line of the corresponding column. An excess in liability means that the liability established in prior years exceeded the amount of actual payments and currently re-estimated unpaid liability remaining. A deficiency in liability means that the liability established in prior years was less than the amount of actual payments and currently re-estimated remaining unpaid liability.

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The Cumulative amount of liability paid through portion of the table shows the cumulative net losses and loss expense payments made in succeeding years for net losses incurred prior to the balance sheet date. For example, the 2005 column indicates that at December 31, 2014 payments equal to $147.8 million of the currently re-estimated ultimate liability for net losses and loss expenses of $151.6 million had been made.

Amounts shown in the 2004 column of the table include information for Le Mars and Peninsula for all accident years prior to 2004. Amounts shown in the 2008 column of the table include information for Sheboygan for all accident years prior to 2008. Amounts shown in the 2010 column of the table include information for MICO for the month of December 2010.

	Year Ended December 31,										
(in thousands)	**2004**	**2005**	**2006**	**2007**	**2008**	**2009**	**2010**	**2011**	**2012**	**2013**	**2014**
Net liability at end of year for unpaid losses and loss expenses	$ 171,431	$ 173,009	$ 163,312	$ 150,152	$ 161,307	$ 180,262	$ 217,896	$ 243,015	$ 250,936	$ 265,605	$ 292,301
Net liability re-estimated as of:											
One year later	162,049	159,393	153,299	152,836	171,130	177,377	217,728	250,611	261,294	280,074	
Two years later	152,292	153,894	150,934	154,435	167,446	177,741	217,355	255,612	268,877		
Three years later	148,612	151,792	150,078	152,315	166,756	178,403	218,449	257,349			
Four years later	147,280	150,183	148,745	151,120	166,852	179,909	218,514				
Five years later	145,874	150,087	148,407	151,287	166,788	179,961					
Six years later	146,101	150,555	149,031	151,739	166,964						
Seven years later	146,739	151,161	149,487	151,790							
Eight years later	147,597	151,243	149,700								
Nine years later	147,705	151,563									
Ten years later	148,182										
Cumulative (excess) deficiency	(23,249)	(21,446)	(13,612)	1,638	5,657	(301)	618	14,334	17,941	14,469	
Cumulative amount of liability paid through:											
One year later	$ 67,229	$ 71,718	$ 72,499	$ 71,950	$ 79,592	$ 84,565	$ 96,202	$ 119,074	$ 126,677	$ 131,766	
Two years later	102,658	107,599	104,890	105,576	116,035	123,204	148,140	181,288	191,208		
Three years later	123,236	125,926	121,711	124,659	136,837	147,165	178,073	217,138			

Four years later	133,844	133,805	132,698	135,392	148,243	161,363	195,948				
Five years later	136,377	139,935	138,878	140,280	155,331	169,452					
Six years later	139,847	143,309	141,752	143,778	160,324						
Seven years later	142,016	145,492	143,784	146,491							
Eight years later	143,894	146,894	145,290								
Nine years later	144,565	147,757									
Ten years later	145,232										

	Year Ended December 31,								
	2006	2007	2008	2009	2010	2011	2012	2013	2014
	(in thousands)								
Gross liability at end of year	$ 259,022	$ 226,432	$ 239,809	$ 263,599	$ 383,317	$ 442,408	$ 458,827	$ 495,619	$ 538,258
Reinsurance recoverable	95,710	76,280	78,502	83,337	165,421	199,393	207,891	230,014	245,957
Net liability at end of year	163,312	150,152	161,307	180,262	217,896	243,015	250,936	265,605	292,301
Gross re-estimated liability	240,709	231,100	251,670	204,066	365,155	459,857	480,847	488,030	
Re-estimated recoverable	91,009	79,310	84,706	24,105	146,641	202,508	211,970	207,956	
Net re-estimated liability	149,700	151,790	166,964	179,961	218,514	257,349	268,877	280,074	
Gross cumulative deficiency (excess)	(18,313)	4,668	11,861	(59,533)	(18,162)	17,449	22,020	(7,589)	

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Third-Party Reinsurance

Our insurance subsidiaries and Donegal Mutual purchase certain third-party reinsurance on a combined basis. Le Mars, Peninsula, Sheboygan and MICO also have separate reinsurance programs that provide certain coverage that is commensurate with their relative size and exposures. Our insurance subsidiaries use several different reinsurers, all of which, consistent with the requirements of our insurance subsidiaries and Donegal Mutual, have an A.M. Best rating of A- (Excellent) or better or, with respect to foreign reinsurers, have a financial condition that, in the opinion of our management, is equivalent to a company with at least an A- (Excellent) rating from A.M. Best.

The external reinsurance our insurance subsidiaries and Donegal Mutual purchase includes:

- excess of loss reinsurance, under which the losses of Donegal Mutual and our insurance subsidiaries are automatically reinsured, through a series of contracts, over a set retention (generally $1,000,000); and

- catastrophe reinsurance, under which Donegal Mutual and our insurance subsidiaries recover, through a series of reinsurance agreements, 100% of an accumulation of many losses resulting from a single event, including natural disasters, over a set retention (generally $5.0 million) and after exceeding an annual aggregate deductible ($1.5 million in 2014, $5.0 million in 2013 and $0 in 2012) up to aggregate losses of $149.0 million per occurrence.

The amount of coverage each of these types of reinsurance provides depends upon the amount, nature, size and location of the risk being reinsured.

For property insurance, our insurance subsidiaries have excess of loss treaties that provide for coverage of $4.0 million per loss over a set retention of $1.0 million. For liability insurance, our insurance subsidiaries have excess of loss treaties that provide for coverage of $49.0 million per occurrence over a set retention of $1.0 million. For workers compensation insurance, our insurance subsidiaries have excess of loss treaties that provide for coverage of $9.0 million on any one life over a set retention of $1.0 million.

Our insurance subsidiaries and Donegal Mutual also purchase facultative reinsurance to cover exposures from property and casualty losses that exceed the limits provided by their respective treaty reinsurance.

For policies effective through December 31, 2014, MICO maintained a quota-share reinsurance agreement with third-party reinsurers to reduce its net exposures. Effective from December 1, 2010 to December 31, 2011, the quota-share reinsurance percentage was 50%. Effective January 1, 2012, MICO reduced the quota-share reinsurance percentage to 40%. Effective January 1, 2013, MICO reduced the quota-share reinsurance percentage to 30%. Effective January 1, 2014, MICO reduced the quota-share reinsurance percentage to 20%. Effective January 1, 2015, MICO no longer maintains a quota-share reinsurance agreement with third-party reinsurers.

Investments

At December 31, 2014, 99.7% of all debt securities our insurance subsidiaries held had an investment-grade rating. The investment portfolios of our insurance subsidiaries did not contain any mortgage loans or any non-performing assets at December 31, 2014.

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The following table shows the composition of the debt securities (at carrying value) in the investment portfolios of our insurance subsidiaries, excluding short-term investments, by rating at December 31, 2014:

(dollars in thousands)	December 31, 2014	
Rating[1]	**Amount**	**Percent**
U.S. Treasury and U.S. agency securities[2]	$ 259,130	34.9%
Aaa or AAA	30,119	4.1
Aa or AA	319,674	43.1
A	87,683	11.8
BBB	43,735	5.8
BB	2,201	0.3
Total	$ 742,542	100.0%

(1) Ratings assigned by Moody s Investors Services, Inc. or Standard & Poor s Corporation.
(2) Includes mortgage-backed securities of $184.3 million.

Our insurance subsidiaries invest in both taxable and tax-exempt securities as part of their strategy to maximize after-tax income. This strategy considers, among other factors, the alternative minimum tax. Tax-exempt securities made up approximately 50.2%, 59.0% and 59.8% of the fixed-maturity securities in the combined investment portfolios of our insurance subsidiaries at December 31, 2014, 2013 and 2012, respectively.

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The following table shows the classification of our investments and the investments of our insurance subsidiaries at December 31, 2014, 2013 and 2012 (at carrying value):

	December 31,					
	2014		2013		2012	
(dollars in thousands)	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Fixed maturities[1]:						
Held to maturity:						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 53,619	6.4%	$ 47,946	6.1%	$ 1,000	0.1%
Obligations of states and political subdivisions	110,999	13.3	108,435	13.7	40,909	5.1
Corporate securities	52,226	6.3	14,875	1.9		
Mortgage-backed securities	90,548	10.9	69,114	8.7	191	
Total held to maturity	307,392	36.9	240,370	30.4	42,100	5.2
Available for sale:						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	21,259	2.5	14,334	1.8	71,311	8.8
Obligations of states and political subdivisions	266,242	32.0	277,547	35.1	416,987	51.7
Corporate securities	53,945	6.5	40,672	5.1	77,356	9.6
Mortgage-backed securities	93,704	11.2	71,099	8.9	128,856	16.0
Total available for sale	435,150	52.2	403,652	50.9	694,510	86.1
Total fixed maturities	742,542	89.1	644,022	81.3	736,610	91.3
Equity securities[2]	30,822	3.7	12,423	1.6	8,757	1.1
Investments in affiliates[3]	39,284	4.7	35,685	4.5	37,236	4.6
Short-term investments[4]	20,293	2.5	99,678	12.6	23,826	3.0
Total investments	$ 832,941	100.0%	$ 791,808	100.0%	$ 806,429	100.0%

(1) We refer to Notes 1 and 4 to our Consolidated Financial Statements. We value those fixed maturities we classify as held to maturity at amortized cost; we value those fixed maturities we classify as available for sale at fair value. The total fair value of fixed maturities we classified as held to maturity was $322.2 million at December 31, 2014, $238.8 million at December 31, 2013 and $43.7 million at December 31, 2012. The amortized cost of fixed maturities we classified as available for sale was $414.2 million at December 31, 2014, $390.3 million at December 31, 2013 and $655.2 million at December 31, 2012.

(2) We value equity securities at fair value. Total cost of equity securities was $30.0 million at December 31, 2014, $12.2 million at December 31, 2013 and $8.7 million at December 31, 2012.

(3) We value investments in affiliates at cost, adjusted for our share of earnings and losses of our affiliates as well as changes in equity of our affiliates due to unrealized gains and losses.

(4) We value short-term investments at cost, which approximates fair value.

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The following table sets forth the maturities (at carrying value) in the fixed maturity portfolio of our insurance subsidiaries at December 31, 2014, 2013 and 2012:

	December 31,					
	2014		2013		2012	
(dollars in thousands)	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Due in[1]:						
One year or less	$ 32,886	4.4%	$ 8,257	1.3%	$ 10,004	1.4%
Over one year through three years	45,967	6.2	22,424	3.5	31,176	4.2
Over three years through five years	62,417	8.4	40,234	6.2	64,839	8.8
Over five years through ten years	189,082	25.5	190,440	29.6	201,953	27.4
Over ten years through fifteen years	169,182	22.8	166,186	25.8	191,179	26.0
Over fifteen years	58,756	7.9	76,267	11.8	108,412	14.7
Mortgage-backed securities	184,252	24.8	140,214	21.8	129,047	17.5
	$ 742,542	100.0%	$ 644,022	100.0%	$ 736,610	100.0%

(1) Based on stated maturity dates with no prepayment assumptions. Actual maturities will differ because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

As shown above, our insurance subsidiaries held investments in mortgage-backed securities having a carrying value of $184.3 million at December 31, 2014. The mortgage-backed securities consist primarily of investments in governmental agency balloon pools with stated maturities between one and 38 years. The stated maturities of these investments limit the exposure of our insurance subsidiaries to extension risk in the event that interest rates rise and prepayments decline. Our insurance subsidiaries perform an analysis of the underlying loans when evaluating a mortgage-backed security for purchase, and they select those securities that they believe will provide a return that properly reflects the prepayment risk associated with the underlying loans.

The following table sets forth the investment results of our insurance subsidiaries for the years ended December 31, 2014, 2013 and 2012:

	Year Ended December 31,		
(dollars in thousands)	2014	2013	2012
Invested assets[1]	$ 812,375	$ 799,119	$ 795,869
Investment income[2]	18,344	18,795	20,169
Average yield	2.3%	2.4%	2.5%
Average tax-equivalent yield	3.1	3.3	3.5

(1) Average of the aggregate invested amounts at the beginning and end of the period.

(2) Investment income is net of investment expenses and does not include realized investment gains or losses or provision for income taxes.

A.M. Best Rating

Donegal Mutual and our insurance subsidiaries have an A.M. Best rating of A (Excellent), based upon the respective current financial condition and historical statutory results of operations of Donegal Mutual and our insurance subsidiaries. We believe that the A.M. Best rating of Donegal Mutual and our insurance subsidiaries is an important factor in their marketing of the products to their agents and customers. A.M. Best s ratings are industry ratings based on a comparative analysis of the financial condition and operating performance of insurance companies. A.M. Best s classifications are A++ and A+ (Superior), A and A- (Excellent), B++ and B+ (Good), B and B- (Fair), C++ and C+ (Marginal), C and C- (Weak), D (Poor) and E (Under Regulatory Supervision), F (Liquidation) and S (Suspended). A.M. Best bases its ratings upon factors relevant to the payment of claims of policyholders and are not directed toward the protection of investors in insurance companies. According to A.M. Best, the Excellent rating that the Donegal Insurance Group maintains is assigned to those companies that, in A.M. Best s opinion, have an excellent

ability to meet their ongoing obligations to policyholders.

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Regulation

The supervision and regulation of insurance companies consists primarily of the laws and regulations of the various states in which the insurance companies transact business, with the primary regulatory authority being the insurance regulatory authorities in the state of domicile of the insurance company. Such supervision and regulation relate to numerous aspects of an insurance company s business and financial condition. The primary purpose of such supervision and regulation is the protection of policyholders. The authority of the state insurance departments includes the establishment of standards of solvency that insurers must meet and maintain, the licensing of insurers and insurance agents to do business, the nature of, and limitations on, investments, premium rates for property and casualty insurance, the provisions that insurers must make for current losses and future liabilities, the deposit of securities for the benefit of policyholders, the approval of policy forms, notice requirements for the cancellation of policies and the approval of certain changes in control. State insurance departments also conduct periodic examinations of the affairs of insurance companies and require the filing of annual and other reports relating to the financial condition of insurance companies.

In addition to state-imposed insurance laws and regulations, the National Association of Insurance Commissioners, or the NAIC, maintains a risk-based capital system, or RBC, for assessing the adequacy of statutory capital and surplus that augments the states current fixed dollar minimum capital requirements for insurance companies. At December 31, 2014, our insurance subsidiaries and Donegal Mutual each exceeded by a substantial margin the minimum levels of statutory capital the RBC rules require.

Generally, every state has guaranty fund laws under which insurers licensed to do business in that state can be assessed on the basis of premiums written by the insurer in that state in order to fund policyholder liabilities of insolvent insurance companies. Under these laws in general, an insurer is subject to assessment, depending upon its market share of a given line of business, to assist in the payment of policyholder claims against insolvent insurers. Our insurance subsidiaries and Donegal Mutual have made accruals for their portion of assessments related to such insolvencies based upon the most current information furnished by the guaranty associations.

We are part of an insurance holding company system of which Donegal Mutual is the ultimate controlling person. All of the states in which our insurance companies and Donegal Mutual maintain a domicile have legislation that regulates insurance holding company systems. Each insurance company in the insurance holding company system must register with the insurance supervisory agency of its state of domicile and furnish information concerning the operations of companies within the insurance holding company system that may materially affect the operations, management or financial condition of the insurers within the system. Pursuant to these laws, the respective insurance departments in which our subsidiaries and Donegal Mutual maintain a domicile may examine our insurance subsidiaries or Donegal Mutual at any time, require disclosure of material transactions by the holding company with another member of the insurance holding company system and require prior notice or prior approval of certain transactions, such as extraordinary dividends from the insurance subsidiaries to the holding company. We have insurance subsidiaries domiciled in Iowa, Maryland, Michigan, Pennsylvania, Virginia and Wisconsin.

The Pennsylvania Insurance Holding Companies Act, which generally applies to Donegal Mutual, us and our insurance subsidiaries, requires that all transactions within an insurance holding company system to which an insurer is a party must be fair and reasonable and that any charges or fees for services performed must be reasonable. Any management agreement, service agreement, cost sharing arrangement and material reinsurance agreement must be filed with the Pennsylvania Insurance Department, or the Department, and is subject to the Department s review. We have filed the pooling agreement between Donegal Mutual and Atlantic States that established the underwriting pool and all material agreements between Donegal Mutual and our insurance subsidiaries with the Department.

Approval of the applicable insurance commissioner is also required prior to consummation of transactions affecting the control of an insurer. In virtually all states, including Iowa, Maryland, Michigan, Pennsylvania, Virginia and Wisconsin, where our insurance subsidiaries are domiciled, the acquisition of 10% or more of the outstanding capital stock of an insurer or its holding company or the intent to acquire such an interest creates a rebuttable presumption of a change in control. Pursuant to an order issued in April 2003, the Department approved Donegal Mutual s ownership of up to 70% of our outstanding Class A common stock and up to 100% of our outstanding Class B common stock.

Our insurance subsidiaries have the legal obligation under state insurance laws to participate in involuntary insurance programs for automobile insurance, as well as other property and casualty insurance lines, in the states in which they conduct business. These programs include joint underwriting associations, assigned risk plans, fair access to insurance requirements plans, reinsurance facilities, windstorm plans and tornado plans. Legislation establishing these programs requires all companies that write lines covered by these programs to provide coverage, either directly or through reinsurance, for insureds who are

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unable to obtain insurance in the voluntary market. The legislation creating these programs usually allocates a pro rata portion of risks attributable to such insureds to each company on the basis of the direct premiums it has written in that state or the number of automobiles it insures in that state. Generally, state law requires participation in these programs as a condition to obtaining a certificate of authority. Our loss ratio on insurance we write under these involuntary programs has traditionally been significantly greater than our loss ratio on insurance we voluntarily write in those states.

Regulatory requirements, including RBC requirements, may impact our insurance subsidiaries ability to pay dividends. The amount of statutory capital and surplus necessary for our insurance subsidiaries to satisfy regulatory requirements, including RBC requirements, was not significant in relation to our insurance subsidiaries statutory capital and surplus at December 31, 2014. Generally, the maximum amount that one of our insurance subsidiaries may pay to us as ordinary dividends during any year after notice to, but without prior approval of, the insurance commissioner of its domiciliary state is limited to a stated percentage of that subsidiary s statutory capital and surplus at December 31 of the preceding fiscal year or the net income of that subsidiary for its preceding fiscal year. Our insurance subsidiaries paid dividends to us of $11.5 million, $12.5 million and $7.0 million in 2014, 2013 and 2012, respectively. At December 31, 2014, the amount of dividends our insurance subsidiaries could pay to us during 2015, without the prior approval of their respective domiciliary insurance commissioners, is shown in the following table.

Name of Insurance Subsidiary	Ordinary Dividend Amount
Atlantic States	$ 19,119,531
Southern	987,335
Le Mars	2,725,125
Peninsula	4,206,515
Sheboygan	
MICO	4,198,999
Total	$ 31,237,505

Donegal Mutual Insurance Company

Donegal Mutual organized as a mutual fire insurance company in Pennsylvania in 1889. At December 31, 2014, Donegal Mutual had admitted assets of $393.7 million and policyholders surplus of $204.4 million. At December 31, 2014, Donegal Mutual had total liabilities of $189.4 million, including reserves for net losses and loss expenses of $53.8 million and unearned premiums of $47.6 million. Donegal Mutual s investment portfolio of $230.9 million at December 31, 2014 consisted primarily of investment-grade bonds of $25.3 million, its investment in DFSC s common stock and its investment in our Class A common stock and our Class B common stock. At December 31, 2014, Donegal Mutual owned 7,755,953 shares, or approximately 36%, of our Class A common stock, which Donegal Mutual carried on its books at $101.6 million, and 4,247,038 shares, or approximately 76%, of our Class B common stock, which Donegal Mutual carried on its books at $55.6 million. We present Donegal Mutual s financial information in accordance with SAP as the NAIC Accounting Practices and Procedures Manual requires. Donegal Mutual does not, nor is it required to, prepare financial statements in accordance with GAAP.

Donegal Financial Services Corporation

In 2000, we and Donegal Mutual formed DFSC as a unitary thrift holding company and its wholly owned subsidiary, Province Bank FSB, as a federal savings bank. In May 2011, DFSC merged with Union National Financial Corporation, or UNNF, with DFSC as the surviving company in the merger. Under the merger agreement, Province Bank FSB and Union National Community Bank, which UNNF owned, also merged to form UCB. UCB is a state savings bank with 14 branch offices in Lancaster County, Pennsylvania, and approximately $506.4 million in assets at December 31, 2014.

Because Donegal Mutual and we together own all of the outstanding capital stock of DFSC, the Board of Governors of the Federal Reserve System, or the FRB, regulates Donegal Mutual, DFSC and us as grandfathered savings and loan holding companies. As a result, Donegal Mutual, DFSC and we are subject to regulation by the FRB under the holding company provisions of the federal Home Owners Loan Act, or HOLA. However, if any of Donegal Mutual, DFSC or we were to lose this grandfathered status, they or we would become a bank holding company regulated by the FRB under the Bank Holding Company Act. UCB, as a state-chartered stock savings bank, is subject to regulation and supervision by the Pennsylvania Department of Banking and by the Federal Deposit Insurance Corporation. The primary purpose of the statutory and regulatory

supervision of financial institutions is to protect depositors, the financial institutions and the financial system as a whole rather than the stockholders of financial institutions or their holding companies. UCB converted from a federally-chartered stock savings bank to a Pennsylvania-chartered stock savings bank during 2013.

Sections 23A and 23B of the Federal Reserve Act impose quantitative and qualitative restrictions on transactions between a savings association and its affiliates. Affiliates of a savings association include, among other entities, the savings association s holding company and non-banking companies under common control with the savings association such as Donegal Mutual and us. These restrictions on transactions with affiliates apply to transactions between DFSC and UCB, on the one hand, and Donegal Mutual and us and our insurance subsidiaries, on the other hand. These restrictions also apply to transactions among DFSC, UCB and Donegal Mutual. Because DFSC directly controls UCB and Donegal Mutual and we indirectly control UCB, DFSC, Donegal Mutual and we are subject to the Change in Bank Control Act.

Cautionary Statement Regarding Forward-Looking Statements

This Form 10-K Report and the documents we incorporate by reference in this Form 10-K Report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include certain discussions relating to underwriting, premium and investment income volumes, business strategies, reserves, profitability and business relationships and our other business activities during 2014 and beyond. In some cases, you can identify forward-looking statements by terms such as may, will, should, could, would, expect, plan, intend, anticipate, believe, estimate, objective, project, predict, potential, goal and simila forward-looking statements reflect our current views about future events, our current assumptions and are subject to known and unknown risks and uncertainties that may cause our results, performance or achievements to differ materially from those we anticipate or imply by our forward-looking statements. We cannot control or predict many of the factors that could determine our future financial condition or results of operations. Such factors may include those we describe under Risk Factors. The forward-looking statements contained in this Form 10-K Report reflect our views and assumptions only as of the date of this Form 10-K Report. Except as required by law, we do not intend to update, and we assume no responsibility for updating, any forward-looking statements we have made. We qualify all of our forward-looking statements by these cautionary statements.

Item 1A. Risk Factors.
Risk Factors

Risks Relating to Us and Our Business

Donegal Mutual is our controlling stockholder. Donegal Mutual and its directors and executive officers have potential conflicts of interest between the best interests of our stockholders and the best interests of the policyholders of Donegal Mutual.

Donegal Mutual controls the election of all of the members of our board of directors. Six of the eleven members of our board of directors are also directors of Donegal Mutual. Donegal Mutual and we share the same executive officers. These common directors and executive officers have a fiduciary duty to our stockholders and also have a fiduciary duty to the policyholders of Donegal Mutual. Among the potential conflicts of interest that could arise from these separate fiduciary duties are the following:

- We and Donegal Mutual periodically review the percentage participation of Atlantic States and Donegal Mutual in the underwriting pool that Donegal Mutual and Atlantic States have maintained since 1986;

- Our insurance subsidiaries and Donegal Mutual annually review and then establish the terms of certain reinsurance agreements between them with the objective, over the long-term, of having an approximately equal balance between payments and recoveries;

- We and Donegal Mutual periodically allocate certain shared expenses among ourselves and our insurance subsidiaries in accordance with various inter-company expense-sharing agreements; and

We and our insurance subsidiaries may enter into other transactions or contractual relationships with Donegal Mutual, including, for example, our purchases from time to time from Donegal Mutual of the surplus note of a mutual insurance company that will convert into a stock insurance company and ultimately become one of our wholly owned subsidiaries.

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Donegal Mutual has sufficient voting power to determine the outcome of all matters submitted to our stockholders for approval.

Each share of our Class A common stock has one-tenth of a vote per share and generally votes as a single class with our Class B common stock. Our Class B common stock has one vote per share and generally votes as a single class with our Class A common stock. Donegal Mutual has the right to vote approximately 65% of the aggregate voting power of our Class A common stock and our Class B common stock and has sufficient voting control to:

- elect all of the members of our board of directors, who determine our management and policies; and
- control the outcome of any corporate transaction or other matter submitted to a vote of our stockholders for approval, including mergers or other acquisition proposals and the sale of all or substantially all of our assets, in each case regardless of how all of our other stockholders other than Donegal Mutual vote their shares.

The interests of Donegal Mutual in maintaining this greater-than-majority control of us may have an adverse effect on the price of our Class A common stock and the price of our Class B common stock because of the absence of any potential takeover premium and may, therefore, be inconsistent with the interests of our stockholders other than Donegal Mutual.

Donegal Mutual s majority voting control, certain provisions of our certificate of incorporation and by-laws and certain provisions of Delaware law make it remote that anyone could acquire actual control of us unless Donegal Mutual were in favor of another person s acquisition of control of us.

Donegal Mutual s majority voting control, certain anti-takeover provisions in our certificate of incorporation and by-laws and certain provisions of the Delaware General Corporation Law, or the DGCL, could delay or prevent the removal of members of our board of directors and could make a merger, tender offer or proxy contest involving us more expensive as well as unlikely to succeed, even if such events were in the best interests of our stockholders other than Donegal Mutual. These factors could also discourage a third party from attempting to acquire control of us. In particular, our certificate of incorporation and by-laws include the following anti-takeover provisions:

- our board of directors is classified into three classes, so that our stockholders elect only one-third of the members of our board of directors each year;
- our stockholders may remove our directors only for cause;
- our stockholders may not take stockholder action except at an annual or special meeting of our stockholders;
- the request of stockholders holding at least 20% of the aggregate voting power of our Class A common stock and our Class B common stock is required for a stockholder to call a special meeting of our stockholders;
- our by-laws require that stockholders provide advance notice to us to nominate candidates for election to our board of directors or to propose any other item of stockholder business at a stockholders meeting;
- we do not permit cumulative voting rights in the election of our directors;
- our certificate of incorporation does not provide for preemptive rights in connection with any issuance of securities by us; and

our board of directors may issue, without stockholder approval unless otherwise required by law, preferred stock with such terms as our board of directors may determine.

We have authorized preferred stock that we could issue without stockholder approval to make it more difficult for a third party to acquire us.

We have 2.0 million authorized shares of preferred stock that we could issue in one or more series without further stockholder approval, unless the DGCL or the rules of the NASDAQ Global Select Market otherwise require, and upon such terms and conditions, and having such rights, privileges and preferences, as our board of directors may determine. Our potential issuance of preferred stock may make it more difficult for a third party to acquire control of us.

Because we are an insurance holding company, no person can acquire or seek to acquire a 10% or greater interest in us without first obtaining approval of the insurance commissioners of the states of domicile of each of our insurance subsidiaries.

We own insurance subsidiaries domiciled in the states of Iowa, Maryland, Michigan, Pennsylvania, Virginia and Wisconsin, and Donegal Mutual controls an insurance company domiciled in Georgia. The insurance laws of each of these states provide that no person can acquire or seek to acquire a 10% or greater interest in us without first filing specified information with the insurance commissioners of those states and obtaining the prior approval of the proposed acquisition of a 10% or greater interest in us by each of the state insurance commissioners based on statutory standards designed to protect the safety and soundness of the insurance holding company and its subsidiary.

Because we are a grandfathered unitary savings and loan holding company, no person can acquire or seek to acquire more than a 10% interest in either class of our common stock without first obtaining approval of, or an exemption from, the FRB.

We own 48.2% of the outstanding stock of DFSC, which owns all of the outstanding stock of UCB. As a result of our ownership interest in DFSC, we are a grandfathered unitary savings and loan holding company regulated by the FRB under HOLA. No person may lawfully acquire more than 10% of any class of voting security of a unitary savings and loan holding company registered under the Exchange Act, as we are, without first filing specified information with the FRB and obtaining the FRB s prior approval of the proposed acquisition or an exemption from the FRB for such acquisition.

Our insurance subsidiaries currently conduct business in a limited number of states, with a concentration of business in Pennsylvania, Michigan, Maryland and Virginia. Any single catastrophe occurrence or other condition affecting losses in these states could adversely affect the results of operations of our insurance subsidiaries.

Our insurance subsidiaries conduct business in 21 states located primarily in the Mid-Atlantic, Midwestern, New England and Southern states. A substantial portion of their business consists of private passenger and commercial automobile, homeowners and workers compensation insurance in Pennsylvania, Michigan, Maryland and Virginia. While our insurance subsidiaries and Donegal Mutual actively manage their respective exposure to catastrophes through their underwriting processes and the purchase of reinsurance, a single catastrophic occurrence, destructive weather pattern, general economic trend, terrorist attack, regulatory development or other condition affecting one or more of the states in which our insurance subsidiaries conduct substantial business could materially adversely affect their business, financial condition and results of operations. Common catastrophic events include hurricanes, earthquakes, tornadoes, wind and hail storms, fires, explosions and severe winter storms.

If the independent agents who market the products of our insurance subsidiaries do not maintain their current levels of premium writing with us, fail to comply with established underwriting guidelines of our insurance subsidiaries or otherwise inappropriately market the products of our insurance subsidiaries, the business, financial condition and results of operations of our insurance subsidiaries could be adversely affected.

Our insurance subsidiaries market their insurance products solely through a network of approximately 2,400 independent insurance agencies. This agency distribution system is one of the most important components of the competitive profile of our insurance subsidiaries. As a result, our insurance subsidiaries depend to a material extent upon their independent agents, each of whom has the authority to bind our insurance subsidiaries to insurance coverage. To the extent that such independent agents marketing efforts fail to result in the maintenance of their current levels of volume and quality or they bind our insurance subsidiaries to unacceptable insurance risks, fail to comply with the established underwriting guidelines of our insurance subsidiaries or otherwise inappropriately market the products of our insurance subsidiaries, the business, financial condition and results of operations of our insurance subsidiaries could suffer.

The business of our insurance subsidiaries may not continue to grow and may be materially adversely affected if our insurance subsidiaries cannot retain existing, and attract new, independent agents or if insurance consumers increase their use of insurance marketing systems other than independent agents.

Our insurance subsidiaries ability to retain existing, and to attract new, independent agents is essential to the continued growth of the business of our insurance subsidiaries. If independent agents find it easier to do business with the competitors of our insurance subsidiaries, our insurance subsidiaries could find it difficult to retain their existing business or to attract new business. While our insurance subsidiaries believe they maintain good relationships with the independent agents they have appointed, our insurance subsidiaries cannot be certain that these independent agents will continue to sell the products of our insurance subsidiaries to the consumers these independent agents represent. Some of the factors that could adversely affect the ability of our insurance subsidiaries to retain existing, and attract new, independent agents include:

the significant competition among insurance companies to attract independent agents;

- the labor-intensive and time-consuming process of selecting new independent agents;

- the insistence of our insurance subsidiaries that independent agents adhere to consistent underwriting standards; and

- the ability of our insurance subsidiaries to pay competitive and attractive commissions, bonuses and other incentives to independent agents.

While our insurance subsidiaries sell insurance to policyholders solely through their network of independent agencies, many competitors of our insurance subsidiaries sell insurance through a variety of delivery methods, including independent agencies, captive agencies, the Internet and direct sales. To the extent that current and potential policyholders change their marketing system preference, the business, financial condition and results of operations of our insurance subsidiaries may be adversely affected.

We are dependent on dividends from our insurance subsidiaries for the payment of our operating expenses, our debt service and dividends to our stockholders; however, there are regulatory restrictions and business considerations that may limit the amount of dividends our insurance subsidiaries may pay to us.

As a holding company, we rely primarily on dividends from our insurance subsidiaries as a source of funds to meet our corporate obligations and to pay dividends to our stockholders. The amount of dividends our insurance subsidiaries can pay to us is subject to regulatory restrictions and depends on the amount of surplus our insurance subsidiaries maintain. From time to time, the NAIC and various state insurance regulators consider modifying the method of determining the amount of dividends that an insurance company may pay without prior regulatory approval. The maximum amount of ordinary dividends that our insurance subsidiaries can pay to us in 2015 without prior regulatory approval is approximately $31.2 million. Other business and regulatory considerations, such as the impact of dividends on surplus that could affect the ratings of our insurance subsidiaries, competitive conditions, RBC requirements, the investment results of our insurance subsidiaries and the amount of premiums that our insurance subsidiaries write could also adversely impact the ability of our insurance subsidiaries to pay dividends to us.

If A.M. Best downgrades the rating it has assigned to Donegal Mutual or any of our insurance subsidiaries, it would adversely affect their competitive position.

Industry ratings are a factor in establishing and maintaining the competitive position of insurance companies. A.M. Best, an industry-accepted source of insurance company financial strength ratings, rates Donegal Mutual and our insurance subsidiaries. A.M. Best ratings provide an independent opinion of an insurance company s financial health and its ability to meet its obligations to its policyholders. We believe that the financial strength rating of A.M. Best is material to the operations of Donegal Mutual and our insurance subsidiaries. Currently, Donegal Mutual and our insurance subsidiaries each have an A (Excellent) rating from A.M. Best. If A.M. Best were to downgrade the rating of Donegal Mutual or any of our insurance subsidiaries, it would adversely affect the competitive position of Donegal Mutual or that insurance subsidiary and make it more difficult for it to market its products and retain its existing policyholders.

Our strategy to grow in part through acquisitions of smaller insurance companies exposes us to risks that could adversely affect our results of operations and financial condition.

The affiliation with, and acquisition of, smaller, and often undercapitalized, insurance companies involves risks that could adversely affect our results of operations and financial condition. The risks associated with these affiliations and acquisitions include:

- the potential inadequacy of reserves for losses and loss expenses of the other insurer;

- the need to supplement management of the other insurer with additional experienced personnel;

- conditions imposed by regulatory agencies that make the realization of cost-savings through integration of the operations of the other insurer with our operations more difficult;

- the need of the other insurer for additional capital that we did not anticipate at the time of the acquisition; and
- the use of more of our management s time in improving the operations of the other insurer than we originally anticipated.

If we cannot obtain sufficient capital to fund the organic growth of our insurance subsidiaries and to make acquisitions, we may not be able to expand our business.

Our strategy is to expand our business through the organic growth of our insurance subsidiaries and through our strategic acquisitions of regional insurance companies. Our insurance subsidiaries will require additional capital in the future to support this strategy. If we cannot obtain sufficient capital on satisfactory terms and conditions, we may not be able to expand the business of our insurance subsidiaries or to make future acquisitions. Our ability to obtain additional financing will depend on a number of factors, many of which are beyond our control. For example, we may not be able to obtain additional debt or equity financing because we or our insurance subsidiaries may already have substantial debt at the time, because we or our insurance subsidiaries do not have sufficient cash flow to service or repay our existing or additional debt or because financial institutions are not making financing available. In addition, any equity capital we obtain in the future could be dilutive to our existing stockholders.

A number of the competitors of our insurance subsidiaries have greater financial strength than our insurance subsidiaries, and these competitors may be able to offer their products at lower prices than our insurance subsidiaries can afford to offer their products.

The property and casualty insurance industry is intensely competitive. Competition can be based on many factors, including:

- the perceived financial strength of the insurer;
- premium rates;
- policy terms and conditions;
- policyholder service;
- reputation; and
- experience.

Our insurance subsidiaries compete with many regional and national property and casualty insurance companies, including direct sellers of insurance products, insurers having their own agency organizations and other insurers represented by independent agents. Many of these insurers have greater capital than our insurance subsidiaries, have substantially greater financial, technical and operating resources and have equal or higher ratings from A.M. Best than our insurance subsidiaries. In addition, our competitors may become increasingly better capitalized in the future as the property and casualty insurance industry continues to consolidate.

The greater capitalization of many of the competitors of our insurance subsidiaries enables them to operate with lower profit margins and, therefore, allows them to market their products more aggressively, to take advantage more quickly of new marketing opportunities and to offer lower premium rates. Our insurance subsidiaries may not be able to maintain their current competitive position in the markets in which they operate if their competitors offer prices for their products that are lower than the prices our insurance subsidiaries are prepared to offer. Moreover, if these competitors lower the price of their products and our insurance subsidiaries meet their pricing, the profit margins and revenues of our insurance subsidiaries may decrease and their ratios of claims and expenses to premiums may increase. All of these factors could materially adversely affect the financial condition and results of operations of our insurance subsidiaries and their A.M. Best ratings.

Because the investment portfolios of our insurance subsidiaries consist primarily of fixed-income securities, their investment income and the fair value of their investment portfolios could decrease as a result of a number of factors.

Our insurance subsidiaries invest the premiums they receive from their policyholders and maintain investment portfolios that consist primarily of fixed-income securities. The management of these investment portfolios is an important component of the profitability of our insurance subsidiaries. Our insurance subsidiaries derive a significant portion of their operating income

from the income they receive on their invested assets. A number of factors may affect the quality and/or yield of their portfolios, including the general economic and business environment, government monetary policy, changes in the credit quality of the issuers of the fixed-income securities our insurance subsidiaries own, changes in market conditions and regulatory changes. The fixed-income securities our insurance subsidiaries own consist primarily of securities issued by domestic entities that are backed either by the credit or collateral of the underlying issuer. Factors such as an economic downturn, disruption in the credit market or the availability of credit, a regulatory change pertaining to a particular issuer s industry, a significant deterioration in the cash flows of the issuer or a change in the issuer s marketplace may adversely affect the ability of our insurance subsidiaries to collect principal and interest from the issuer in which they invest.

The investments of our insurance subsidiaries are also subject to risk resulting from interest rate fluctuations. Increasing interest rates or a widening in the spread between interest rates available on U.S. Treasury securities and corporate debt or asset-backed securities, for example, will typically have an adverse impact on the market values of fixed-rate securities. If interest rates remain at historically low levels, our insurance subsidiaries will generally have a lower overall rate of return on investments of cash their operations generate. In addition, in the event of the call or maturity of investments in a low interest rate environment, our insurance subsidiaries may not be able to reinvest the proceeds in securities with comparable interest rates. Changes in interest rates may reduce both the profitability and the return on the invested capital of our insurance subsidiaries.

We and our insurance subsidiaries depend on key personnel. The loss of any member of our executive management or the senior management of our insurance subsidiaries could negatively affect the continuation of our business strategies and achievement of our growth objectives.

The loss of, or failure to attract, key personnel could significantly impede our financial plans, growth, marketing and other objectives and those of our insurance subsidiaries. The continued success of our insurance subsidiaries depends to a substantial extent on the ability and experience of their senior management. Our insurance subsidiaries and we believe that our future success is dependent on our ability to attract and retain additional skilled and qualified personnel and to expand, train and manage our employees. We and Donegal Mutual have two to five year automatically renewing employment agreements with our senior officers, including all of our named executive officers.

The reinsurance agreements on which our insurance subsidiaries rely do not relieve our insurance subsidiaries from their primary liability to their policyholders, and our insurance subsidiaries face a risk of non-payment from their reinsurers as well as the non-availability of reinsurance in the future.

Our insurance subsidiaries rely on reinsurance agreements to limit their maximum net loss from large single catastrophic risks or excess of loss risks in areas where our insurance subsidiaries may have a concentration of policyholders. Reinsurance also enables our insurance subsidiaries to increase their capacity to write insurance because it has the effect of leveraging the surplus of our insurance subsidiaries. Although the reinsurance our insurance subsidiaries maintain provides that the reinsurer is liable to them for any reinsured losses, the reinsurance agreements do not generally relieve our insurance subsidiaries from their primary liability to their policyholders if the reinsurer fails to pay the reinsurance claims of our insurance subsidiaries. To the extent that a reinsurer is unable to pay losses for which it is liable to our insurance subsidiaries, our insurance subsidiaries remain liable for such losses. At December 31, 2014, our insurance subsidiaries had approximately $119.6 million of reinsurance receivables from third-party reinsurers relating to paid and unpaid losses. Any insolvency or inability of these reinsurers to make timely payments to our insurance subsidiaries under the terms of their reinsurance agreements would adversely affect the results of operations of our insurance subsidiaries.

Michigan law requires MICO to provide unlimited lifetime medical benefits under the personal injury protection, or PIP, coverage of the personal automobile and commercial automobile policies it writes in the State of Michigan. Michigan law also requires MICO to be a member of the Michigan Catastrophic Claims Association, or MCCA, in order to write automobile insurance. The MCCA receives funding through assessments that its members collect from policyholders in the state and provides reinsurance for PIP claims that exceed a set retention. At December 31, 2014, MICO had approximately $49.3 million of reinsurance receivables from MCCA relating to paid and unpaid losses. The MCCA has generated significant operating deficits in recent years. Although we currently consider the risk to be remote, should the MCCA be unable to fulfill its payment obligations to MICO in the future, MICO s financial condition and results of operations could be adversely affected.

In addition, our insurance subsidiaries face a risk of the non-availability of reinsurance or an increase in reinsurance costs that could adversely affect their ability to write business or their results of operations. Market conditions beyond the control of our insurance subsidiaries, such as the amount of surplus in the reinsurance market and the frequency and severity of natural and man-made catastrophes, affect both the availability and the cost of the reinsurance our insurance subsidiaries purchase. If our insurance subsidiaries cannot maintain their current level of reinsurance or purchase new reinsurance protection in amounts that our insurance subsidiaries consider sufficient, our insurance subsidiaries would either have to accept an increase in their net risk retention or reduce their insurance writings, which would adversely affect them.

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Our equity investment in DFSC subjects us to certain risks inherent to community banking organizations.

Our equity in the earnings of DFSC primarily reflects the underlying results of operations of UCB. UCB is subject to a number of risks, which include, but are not limited to, the following:

- variations in interest rates that may negatively affect UCB s financial performance;
- inherent risks associated with UCB s lending activities;
- a significant decline in general economic conditions in the specific markets in which UCB operates;
- the potential adverse impact of extensive federal and state regulation and supervision;
- potential declines in the value of UCB s investments that are considered other than temporary;
- competition for loans and deposits with numerous regional and national banks and other financial institutions; and
- UCB s inability to attract and retain qualified key personnel.

The growth and profitability of our insurance subsidiaries depend, in part, on the effective maintenance and ongoing development of Donegal Mutual s information technology systems.

Our insurance subsidiaries utilize Donegal Mutual s information technology systems to conduct their insurance business, including policy quoting and issuance, claims processing, processing of incoming premium payments and other important functions. As a result, the ability of our insurance subsidiaries to grow their business and conduct profitable operations depends on Donegal Mutual s ability to maintain its existing information technology systems and to develop new technology systems that will support the business of Donegal Mutual and our insurance subsidiaries in a cost-efficient manner and provide information technology capabilities equivalent to those of our competitors. The allocation among our insurance subsidiaries and Donegal Mutual of the costs of developing and maintaining Donegal Mutual s information technology systems may impact adversely our insurance subsidiaries expense ratio and underwriting profitability, and such costs may exceed Donegal Mutual s and our expectations. In addition, while Donegal Mutual is committed to developing and maintaining information technology systems that will allow Donegal Mutual and our insurance subsidiaries to compete effectively, Donegal Mutual s information technology systems may not deliver the benefits Donegal Mutual and we expect and may fail to keep pace with our competitors information technology systems. As a result, Donegal Mutual and our insurance subsidiaries may not have the ability to grow their business and meet their profitability objectives.

Our insurance subsidiaries rely on Donegal Mutual s information technology systems, and the disruption or failure of these systems or the compromise of the security of those systems that results in the theft or misuse of confidential information could materially impact adversely the business of Donegal Mutual and our insurance subsidiaries.

Our insurance subsidiaries business operations depend significantly upon the availability and successful operation of Donegal Mutual s information technology systems in order to process new and renewal business, service their policies, process and settle claims and facilitate processing of premium payments. In addition, in the normal course of their operations, Donegal Mutual and our insurance subsidiaries collect, utilize and maintain confidential information regarding individuals and businesses. While Donegal Mutual has established various security measures to protect its information technology systems and confidential data, unanticipated computer viruses, malware, power outages, unauthorized access or other cyberattacks could disrupt those systems or result in the misappropriation or loss of confidential data. Disruption in the availability of Donegal Mutual s information technology systems could impact the ability of Donegal Mutual and our insurance subsidiaries to underwrite and process their policies timely, process and settle claims promptly and provide expected levels of customer service to agents and policyholders.

While Donegal Mutual has identified threats to the security of its information technology systems, Donegal Mutual and we are unaware of any significant breach of the security measures Donegal Mutual maintains. A significant breach of the security of Donegal Mutual s information technology systems that results in the misappropriation or misuse of confidential information could damage the business reputation of Donegal Mutual and our insurance subsidiaries and could expose Donegal Mutual and our insurance subsidiaries to litigation. The financial impact to Donegal Mutual, us and our insurance subsidiaries of a significant breach could be material.

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Risks Relating to the Property and Casualty Insurance Industry

Industry trends, such as increased litigation against the insurance industry and individual insurers, the willingness of courts to expand covered causes of loss, rising jury awards, escalating medical costs and increasing loss severity may contribute to increased costs and result in the deterioration of the reserves of our insurance subsidiaries.

Loss severity in the property and casualty insurance industry has increased in recent years, principally driven by larger court judgments and increasing medical costs. In addition, many classes of complainants have brought legal actions and proceedings that tend to increase the size of judgments. The propensity of policyholders and third-party claimants to litigate and the willingness of courts to expand causes of loss and the size of awards to eliminate exclusions and to increase coverage limits may make the loss reserves of our insurance subsidiaries inadequate for current and future losses.

Loss or significant restriction of the use of credit scoring in the pricing and underwriting of the personal lines insurance products by our insurance subsidiaries could adversely affect their future profitability.

Our insurance subsidiaries use credit scoring as a factor in making risk selection and pricing decisions for personal lines insurance products where allowed by state law . Recently, some consumer groups and regulators have questioned whether the use of credit scoring unfairly discriminates against people with low incomes, minority groups and the elderly. These consumer groups and regulators often call for the prohibition or restriction on the use of credit scoring in underwriting and pricing. Laws or regulations enacted in a number of states that significantly curtail the use of credit scoring in the underwriting process could reduce the future profitability of our insurance subsidiaries.

Changes in applicable insurance laws or regulations or changes in the way regulators administer those laws or regulations could adversely affect the operating environment of our insurance subsidiaries and increase their exposure to loss or put them at a competitive disadvantage.

Property and casualty insurers are subject to extensive supervision in their domiciliary states and in the states in which they do business. This regulatory oversight includes matters relating to:

- licensing and examination;
- approval of premium rates;
- market conduct;
- policy forms;
- limitations on the nature and amount of certain investments;
- claims practices;
- mandated participation in involuntary markets and guaranty funds;
- reserve adequacy;

- insurer solvency;
- transactions between affiliates;
- the amount of dividends that insurers may pay; and
- restrictions on underwriting standards.

Such regulation and supervision are primarily for the benefit and protection of policyholders rather than stockholders. For instance, our insurance subsidiaries are subject to involuntary participation in specified markets in various states in which they operate and the premium rates our insurance subsidiaries may charge do not always correspond with the underlying costs of providing that coverage.

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The NAIC and state insurance regulators are re-examining existing laws and regulations, specifically focusing on:

- insurance company investments;
- issues relating to the solvency of insurance companies;
- risk-based capital guidelines;
- restrictions on the terms and conditions included in insurance policies;
- certain methods of accounting;
- reserves for unearned premiums, losses and other purposes;
- the values at which insurance companies may carry investment securities and the definition of other-than-temporary impairment; and
- interpretations of existing laws and the development of new laws.

Changes in state laws and regulations, as well as changes in the way state regulators view related-party transactions in particular, could change the operating environment of our insurance subsidiaries and have an adverse effect on their business. The state insurance regulatory framework has recently come under increased federal scrutiny. Congress is considering proposals that it should create an optional federal charter for insurers. Federal chartering has the potential to create an uneven playing field for insurers by subjecting federally-chartered and state-chartered insurers to different regulatory requirements. Federal chartering also raises the possibility of duplicative or conflicting federal and state requirements. In addition, if federal legislation repeals the partial exemption for the insurance industry from federal antitrust laws, our ability to collect and share loss cost data with the industry could adversely affect the results of operations of our insurance subsidiaries.

Insurance companies are subject to assessments, based on their market share in a given line of business, to assist in the payment of unpaid claims and related costs of insolvent insurance companies. Such assessments could adversely affect the financial condition of our insurance subsidiaries.

Our insurance subsidiaries are subject to assessments pursuant to the guaranty fund laws of the various states in which they conduct business. Generally, under these laws, our insurance subsidiaries can be assessed, depending upon the market share of our insurance subsidiaries in a given line of insurance business, to assist in the payment of unpaid claims and related costs of insolvent insurance companies in those states. We cannot predict the number and magnitude of future insurance company failures in the states in which our insurance subsidiaries conduct business, but future assessments could adversely affect the business, financial condition and results of operations of our insurance subsidiaries.

Our insurance subsidiaries must establish premium rates and loss and loss expense reserves from forecasts of the ultimate costs they expect will arise from risks underwritten during the policy period, and the profitability of our insurance subsidiaries could be adversely affected if their premium rates or reserves are insufficient to satisfy their ultimate costs.

One of the distinguishing features of the property and casualty insurance industry is that it prices its products before it knows its costs, since insurers generally establish their premium rates before they know the amount of losses they will incur. Accordingly, our insurance subsidiaries establish premium rates from forecasts of the ultimate costs they expect to arise from risks they have underwritten during the policy period. These premium rates may not be sufficient to cover the ultimate losses incurred. Further, our insurance subsidiaries must establish reserves for losses and loss expenses as balance sheet liabilities based upon estimates involving actuarial and statistical projections at a given time of what our insurance subsidiaries expect their ultimate liability to be. Significant periods of time often elapse between the occurrence of an insured loss

and the reporting of the loss and the payment of that loss. It is possible that our insurance subsidiaries ultimate liability could exceed these estimates because of the future development of known losses, the existence of losses that have occurred but are currently unreported and larger than historical settlements of pending and unreported claims. The process of estimating reserves is inherently judgmental and can be influenced by a number of factors, including the following:

trends in claim frequency and severity;

- changes in operations;
- emerging economic and social trends;
- inflation; and
- changes in the regulatory and litigation environments.

If our insurance subsidiaries have insufficient premium rates or reserves, insurance regulatory authorities may require increases to these reserves. An increase in reserves results in an increase in losses and a reduction in net income for the period in which our insurance subsidiaries recognize a deficiency in reserves. Accordingly, an increase in reserves may adversely impact their business, liquidity, financial condition and results of operations.

The financial results of our insurance subsidiaries depend primarily on their ability to underwrite risks effectively and to charge adequate rates to policyholders.

The financial condition, cash flows and results of operations of our insurance subsidiaries depend on their ability to underwrite and set rates accurately for a full spectrum of risks across a number of lines of insurance. Rate adequacy is necessary to generate sufficient premium to pay losses, loss adjustment expenses and underwriting expenses and to realize a profit.

The ability to underwrite and set rates effectively is subject to a number of risks and uncertainties, including:

- the availability of sufficient, reliable data;
- the ability to conduct a complete and accurate analysis of available data;
- the ability to recognize in a timely manner changes in trends and to project both the severity and frequency of losses with reasonable accuracy;
- uncertainties generally inherent in estimates and assumptions;
- the ability to project changes in certain operating expense levels with reasonable certainty;
- the development, selection and application of appropriate rating formulae or other pricing methodologies;
- the use of modeling tools to assist with correctly and consistently achieving the intended results in underwriting and pricing;
- the ability to innovate with new pricing strategies and the success of those innovations on implementation;
- the ability to secure regulatory approval of premium rates on an adequate and timely basis;

the ability to predict policyholder retention accurately;

unanticipated court decisions, legislation or regulatory action;

unanticipated changes in our claim settlement practices;

changes in driving patterns for auto exposures;

changes in weather patterns for property exposures;

changes in the medical sector of the economy;

unanticipated changes in auto repair costs, auto parts prices and used car prices;

- the impact of inflation and other factors on the cost of construction materials and labor;
- the ability to monitor property concentration in catastrophe-prone areas, such as hurricane, earthquake and wind/hail regions; and
- the general state of the economy in the states in which our insurance subsidiaries operate.

Such risks may result in the premium rates of our insurance subsidiaries being based on inadequate or inaccurate data or inappropriate assumptions or methodologies and may cause our estimates of future changes in the frequency or severity of claims to be incorrect. As a result, our insurance subsidiaries could underprice risks, which would negatively affect our margins, or our insurance subsidiaries could overprice risks, which could reduce their volume and competitiveness. In either event, underpricing or overpricing risks could adversely impact our operating results, financial condition and cash flows.

The cyclical nature of the property and casualty insurance industry may reduce the revenues and profit margins of our insurance subsidiaries.

The property and casualty insurance industry is highly cyclical with respect to both individual lines of business and the overall insurance industry. Premium rate levels relate to the availability of insurance coverage, which varies according to the level of surplus available in the insurance industry. The level of surplus in the industry varies with returns on invested capital and regulatory barriers to withdrawal of surplus. Increases in surplus may result in increased price competition among property and casualty insurers. If our insurance subsidiaries find it necessary to reduce premiums or limit premium increases due to these competitive pressures on pricing, our insurance subsidiaries may experience a reduction in their profit margins and revenues, an increase in their ratios of losses and expenses to premiums and, therefore, lower profitability.

Risks Relating to Our Common Stock

The price of our common stock may be adversely affected by its low trading volume.

Our Class A common stock and our Class B common stock have limited liquidity. Reported average daily trading volume for our Class A common stock and our Class B common stock for the year ended December 31, 2014 was approximately 20,870 shares and approximately 458 shares, respectively. This limited liquidity could subject our shares of Class A common stock and our shares of Class B common stock to greater price volatility.

Donegal Mutual s ownership of our stock, anti-takeover provisions of our certificate of incorporation and by-laws and certain state laws make it unlikely anyone could acquire control of us unless Donegal Mutual were in favor of the acquisition of control.

Donegal Mutual s ownership of our Class A common stock and Class B common stock, certain anti-takeover provisions of our certificate of incorporation and by-laws, certain provisions of Delaware law and the insurance laws and regulations of Iowa, Georgia, Maryland, Michigan, Pennsylvania, Virginia and Wisconsin could delay or prevent the removal of members of our board of directors and could make it more difficult for a merger, tender offer or proxy contest involving us to succeed, even if our stockholders other than Donegal Mutual believed any of such events would be beneficial to them. These factors could also discourage a third party from attempting to acquire control of us. The classification of our board of directors could also have the effect of delaying or preventing a change in our control.

In addition, we have 2,000,000 authorized shares of preferred stock that we could issue in one or more series without stockholder approval, to the extent applicable law permits, and upon such terms and conditions, and having such rights, privileges and preferences, as our board of directors may determine. Our ability to issue preferred stock could make it difficult for a third party to acquire us. We have no current plans to issue any preferred stock.

Moreover, the DGCL contains provisions that prohibit certain business combination transactions under certain circumstances. In addition, state insurance laws and regulations generally prohibit any person from acquiring, or seeking to acquire, a 10% or greater interest in an insurance company without the prior approval of the state insurance commissioner of the state of domicile of the insurer. Because of our indirect control of UCB, HOLA also prohibits the acquisition of a 10% or greater interest in either our Class A common stock or our Class B common stock without the prior approval of the FRB or the granting of an exemption by the FRB.

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Item 1B. Unresolved Staff Comments.

We have no unresolved written comments from the Securities and Exchange Commission (SEC) staff regarding our filings under the Exchange Act.

Item 2. Properties.

We and our insurance subsidiaries share administrative headquarters with Donegal Mutual in a building in Marietta, Pennsylvania that Donegal Mutual owns. Donegal Mutual charges us and our insurance subsidiaries for an appropriate portion of the building expenses under an inter-company allocation agreement. The Marietta headquarters has approximately 230,000 square feet of office space. Southern owns a facility of approximately 10,000 square feet in Glen Allen, Virginia. Le Mars owns a facility of approximately 25,500 square feet in Le Mars, Iowa, Peninsula owns a facility of approximately 14,600 square feet in Salisbury, Maryland and Sheboygan owns a facility of approximately 8,800 square feet in Sheboygan Falls, Wisconsin.

Item 3. Legal Proceedings.

Our insurance subsidiaries are parties to routine litigation that arises in the ordinary course of their insurance business. We believe that the resolution of these lawsuits will not have a material adverse effect on the financial condition or results of operations of our insurance subsidiaries.

Item 4. Mine Safety Disclosures.

Not applicable.

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Executive Officers of the Registrant

The following table sets forth information regarding the executive officers of Donegal Mutual and the Registrant as of December 31, 2014, each of whom has served with us for more than 10 years:

Name	Age	Position
Donald H. Nikolaus	72	President and Chief Executive Officer of Donegal Mutual since 1981; President and Chief Executive Officer of us since 1986. Chairman of our board of directors since April 2012.
Kevin G. Burke	49	Executive Vice President and Chief Operating Officer of Donegal Mutual and us since 2014; Acting Chief Executive Officer of us since August 29, 2014 and of Donegal Mutual since October 6, 2014; Senior Vice President of Human Resources of Donegal Mutual and us from 2005 to 2014; Vice President of Human Resources of Donegal Mutual and us from 2001 to 2005; other positions from 2000 to 2001.
Jeffrey D. Miller	50	Executive Vice President and Chief Financial Officer of Donegal Mutual and us since 2014; Senior Vice President and Chief Financial Officer of Donegal Mutual and us from 2005 to 2014; Vice President and Controller of Donegal Mutual and us from 2000 to 2005; other positions from 1995 to 2000.
Cyril J. Greenya	70	Senior Vice President and Chief Underwriting Officer of Donegal Mutual and us since 2005; Senior Vice President, Underwriting, of Donegal Mutual from 1997 to 2005; other positions from 1986 to 1997.
Sanjay Pandey	48	Senior Vice President and Chief Information Officer of Donegal Mutual and us since 2013; Vice President and Chief Information Officer of Donegal Mutual and us from 2009 to 2013; other positions from 2000 to 2009.
Robert G. Shenk	61	Senior Vice President, Claims, of Donegal Mutual and us since 1997; other positions from 1986 to 1997.
Daniel J. Wagner	54	Senior Vice President and Treasurer of Donegal Mutual and us since 2005; Vice President and Treasurer of Donegal Mutual and us from 2000 to 2005; other positions from 1993 to 2000.

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PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our Class A common stock and Class B common stock trade on the NASDAQ Global Select Market under the symbols DGICA and DGICB, respectively. The following table shows the dividends paid per share and the stock price range for both classes of stock for each quarter during 2014 and 2013:

Quarter	High	Low	Cash Dividend Declared Per Share
2014 - Class A			
1st	$ 15.96	$ 13.84	$
2nd	15.90	14.05	0.1315
3rd	16.18	15.00	0.1315
4th	16.10	14.96	0.2630
2014 - Class B			
1st	$ 26.01	$ 21.14	$
2nd	27.75	18.26	0.1160
3rd	24.90	21.00	0.1160
4th	23.88	21.00	0.2320
2013 - Class A			
1st	$ 16.52	$ 12.93	$
2nd	15.59	13.90	0.1275
3rd	14.90	13.35	0.1275
4th	16.88	14.15	0.2550
2013 - Class B			
1st	$ 28.49	$ 17.92	$
2nd	27.85	19.00	0.1150
3rd	24.03	18.00	0.1150
4th	26.00	19.21	0.2300

At the close of business on March 2, 2015, we had approximately 1,889 holders of record of our Class A common stock and approximately 327 holders of record of our Class B common stock.

We declared dividends of $0.526 per share on our Class A common stock and $0.464 per share on our Class B common stock in 2014, compared to $0.51 per share on our Class A common stock and $0.46 per share on our Class B common stock in 2013.

We and Donegal Mutual did not purchase any shares of our Class A common stock or Class B common stock between October 1, 2014 and December 31, 2014.

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Stock Performance Chart.

The following graph provides an indicator of cumulative total stockholder returns on our Class A common stock and our Class B common stock for the period beginning on December 31, 2009 and ending on December 31, 2014, compared to the Russell 2000 Index and a peer group comprised of seven property and casualty insurance companies over the same period. The peer group consists of Cincinnati Financial Corp., EMC Insurance Group Inc., Hanover Insurance, Horace Mann Educators, Selective Insurance Group Inc., State Auto Financial Corp. and United Fire and Casualty Co. The graph shows the change in value of an initial $100 investment on December 31, 2009, assuming reinvestment of all dividends.

	2009	2010	2011	2012	2013	2014
Donegal Group Inc. Class A	$ 100.00	$ 96.36	$ 97.82	$ 100.45	$ 117.81	$ 122.55
Donegal Group Inc. Class B	100.00	107.32	102.63	115.25	154.62	143.31
Russell 2000 Index	100.00	125.31	118.47	135.81	186.07	192.63
Peer Group	100.00	119.50	110.92	140.54	200.97	215.39

Value Line Publishing LLC prepared the foregoing performance graph and data. The performance graph and accompanying data shall not be deemed filed as part of this Form 10-K Report for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section and should not be deemed incorporated by reference into any other filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate the performance graph and accompanying data by reference into such filing.

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Item 6. Selected Financial Data.

Year Ended December 31,	2014	2013	2012	2011	2010
Income Statement Data					
Premiums earned	$ 556,497,535	$ 515,291,944	$ 475,002,222	$ 431,470,184	$ 378,030,129
Investment income, net	18,344,382	18,795,239	20,168,919	20,858,179	19,949,714
Realized investment gains	3,134,081	2,423,442	6,859,439	12,281,267	4,395,720
Total revenues	586,547,742	547,110,065	514,982,585	475,017,619	408,549,446
Income (loss) before income taxes (benefit)	16,282,817	32,710,265	27,858,260	(6,739,313)	9,844,149
Income taxes (benefit)	1,743,799	6,388,273	4,765,640	(7,192,266)	(1,623,030)
Net income	14,539,018	26,321,992	23,092,620	452,953	11,467,179
Basic earnings per share - Class A	0.56	1.04	0.92	0.02	0.46
Diluted earnings per share - Class A	0.55	1.02	0.91	0.02	0.46
Cash dividends per share - Class A	0.53	0.51	0.49	0.48	0.46
Basic earnings per share - Class B	0.49	0.94	0.83	0.01	0.41
Diluted earnings per share - Class B	0.49	0.94	0.83	0.01	0.41
Cash dividends per share - Class B	0.46	0.46	0.44	0.43	0.41
Balance Sheet Data at Year End					
Total investments	$ 832,941,077	$ 791,808,307	$ 806,429,032	$ 785,308,991	$ 728,541,814
Total assets	1,458,654,644	1,385,410,502	1,336,889,187	1,290,793,478	1,174,619,523
Debt obligations	58,500,000	63,000,000	72,465,000	74,965,000	56,082,371
Stockholders equity	416,134,643	396,877,111	400,034,094	383,451,592	380,102,810
Book value per share	15.40	15.02	15.63	15.01	14.86

Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations
Overview

Donegal Mutual Insurance Company (Donegal Mutual) organized us as an insurance holding company on August 26, 1986. See Business - History and Organizational Structure for more information. Our insurance subsidiaries, Atlantic States Insurance Company (Atlantic States), Southern Insurance Company of Virginia (Southern), Le Mars Insurance Company (Le Mars), The Peninsula Insurance Company and Peninsula Indemnity Company (collectively, Peninsula), Sheboygan Falls Insurance Company (Sheboygan Falls) and Michigan Insurance Company (MICO) write personal and commercial lines of property and casualty coverages exclusively through a network of independent insurance agents in certain Mid-Atlantic, Midwest, New England and Southern states. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers compensation policies. We also own 48.2% of the outstanding stock of Donegal Financial Services Corporation (DFSC), a grandfathered unitary savings and loan holding company. Donegal Mutual owns the remaining 51.8% of the outstanding stock of DFSC.

At December 31, 2014, Donegal Mutual held approximately 36% of our outstanding Class A common stock and approximately 76% of our outstanding Class B common stock. This ownership provides Donegal Mutual with approximately 65% of the aggregate voting power of our outstanding shares of Class A common stock and our outstanding shares of Class B common stock.

Donegal Mutual and Atlantic States entered into a proportional reinsurance agreement, or pooling agreement, effective October 1, 1986. Under this pooling agreement, Donegal Mutual and Atlantic States pool and then share proportionately substantially all of their respective premiums, losses and expenses. Atlantic States participation in the pool has been 80% since March 1, 2008. The operations of our insurance subsidiaries and Donegal Mutual are interrelated due to the pooling agreement and other factors. While maintaining the separate corporate existence of each company, our insurance subsidiaries and Donegal Mutual conduct business together as the Donegal Insurance Group. As such, Donegal Mutual and our insurance subsidiaries share the same business philosophy, the same management, the same employees and the same facilities and offer the same types of insurance products. See Business - History and Organizational Structure for more information regarding the pooling agreement and other transactions with our affiliates.

In February 2009, our board of directors authorized a share repurchase program, pursuant to which we may purchase up to 300,000 shares of our Class A common stock at prices prevailing from time to time in the open market subject to the provisions of Securities and Exchange Commission (SEC) Rule 10b-18 and in privately negotiated transactions. We purchased 846 and 24,240 shares of our Class A common stock under this program during 2014 and 2013, respectively. At December 31, 2014, we had the authority remaining to purchase 3,222 shares under this program.

On July 18, 2013, our board of directors authorized a share repurchase program pursuant to which we have the authority to purchase up to 500,000 additional shares of our Class A common stock at prices prevailing from time to time in the open market subject to the provisions of the SEC Rule 10b-18 and in privately negotiated transactions. We did not purchase shares under this program during 2014 or 2013.

At our annual meeting of stockholders on April 18, 2013, our stockholders approved an amendment to our certificate of incorporation that increased the number of shares of our Class A common stock we have the authority to issue from 30.0 million shares to 40.0 million shares.

Critical Accounting Policies and Estimates

We combine our financial statements with those of our insurance subsidiaries and present them on a consolidated basis in accordance with GAAP.

Our insurance subsidiaries make estimates and assumptions that can have a significant effect on amounts and disclosures we report in our financial statements. The most significant estimates relate to the reserves of our insurance subsidiaries for property and casualty insurance unpaid losses and loss expenses, valuation of investments and determination of other-than-temporary investment impairments and the policy acquisition costs of our insurance subsidiaries. While we believe our estimates and the estimates of our insurance subsidiaries are appropriate, the ultimate amounts may differ from the estimates we provided. We regularly review our methods for making these estimates, and we reflect any adjustment we consider necessary in our results of operations for the period in which we make an adjustment.

Liability for Losses and Loss Expenses

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to policyholder claims based on facts and circumstances then known. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on assumptions as to future loss trends, expected claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding individual claims, and, consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates of liability. We reflect any adjustments to our insurance subsidiaries liabilities for losses and loss expenses in our consolidated results of operations in the period in which our insurance subsidiaries make the changes in estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances surrounding each claim and the insurance policy provisions relating to the type of loss the policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries closely monitor their liabilities and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries external environment and, to a lesser extent, assumptions related to our insurance subsidiaries internal operations. For example, our insurance subsidiaries have experienced a decrease in claims frequency on workers compensation claims during the past several years while claims severity has gradually increased. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on workers compensation claims. Related uncertainties regarding future trends include the cost of medical technologies and procedures and changes in the utilization of medical procedures. Assumptions related to our insurance subsidiaries external environment include the absence of significant changes in tort law and the legal environment that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and collectability of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries attempt to make appropriate adjustments for such changes in their reserves. Accordingly, our insurance subsidiaries ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded at December 31, 2014. For every 1% change in our insurance subsidiaries estimate for loss and loss expense reserves, net of reinsurance recoverable, the effect on our pre-tax results of operations would be approximately $2.9 million.

The establishment of appropriate liabilities is an inherently uncertain process and we can provide no assurance that our insurance subsidiaries ultimate liability will not exceed our insurance subsidiaries loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries estimated future liabilities, since the historical conditions and events that serve as a basis for our insurance subsidiaries estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods and, in other periods, their estimates of future liabilities have exceeded their actual liabilities. Changes in our insurance subsidiaries estimate of their liability for losses and loss expenses generally reflect actual payments and their evaluation of information received since the prior reporting date. Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of $14.5 million, $10.4 million and $7.6 million in 2014, 2013 and 2012, respectively. Our insurance subsidiaries made no significant changes in their reserving philosophy, key reserving assumptions or claims management personnel, and have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in these years. The 2014 development represented 5.4% of the December 31, 2013 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability, commercial multiple peril and commercial automobile lines of business in accident years prior to 2014.

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Excluding the impact of weather events, our insurance subsidiaries have noted stable amounts in the number of claims incurred and a slight downward trend in the number of claims outstanding at period ends relative to their premium base in recent years across most of their lines of business. However, the amount of the average claim outstanding has increased gradually over the past several years as the United States property and casualty insurance industry has experienced increased litigation trends and economic conditions that have extended the estimated length of disabilities and contributed to increased medical loss costs. We have also experienced a general slowing of settlement rates in litigated claims. Our insurance subsidiaries could have to make further adjustments to their estimates in the future. However, on the basis of our insurance subsidiaries internal procedures, which analyze, among other things, their prior assumptions, their experience with similar cases and historical trends such as reserving patterns, loss payments, pending levels of unpaid claims and product mix, as well as court decisions, economic conditions and public attitudes, we believe that our insurance subsidiaries have made adequate provision for their liability for losses and loss expenses at December 31, 2014.

Atlantic States participation in the pool with Donegal Mutual exposes it to adverse loss development on the business of Donegal Mutual that the pool includes. However, pooled business represents the predominant percentage of the net underwriting activity of both companies, and Donegal Mutual and Atlantic States proportionately share any adverse risk development of the pooled business. The business in the pool is homogeneous and each company has a pro-rata share of the entire pool. Since substantially all of the business of Atlantic States and Donegal Mutual is pooled and the results shared by each company according to its participation level under the terms of the pooling agreement, the intent of the underwriting pool is to produce a more uniform and stable underwriting result from year to year for each company than either would experience individually and to spread the risk of loss between the companies.

Our insurance subsidiaries liability for losses and loss expenses by major line of business at December 31, 2014 and 2013 consisted of the following:

	2014	2013
	(in thousands)	
Commercial lines:		
Automobile	$ 44,270	$ 36,017
Workers compensation	89,995	79,932
Commercial multi-peril	48,499	39,822
Other	2,679	2,716
Total commercial lines	185,443	158,487
Personal lines:		
Automobile	90,207	92,280
Homeowners	15,053	13,367
Other	1,598	1,471
Total personal lines	106,858	107,118
Total commercial and personal lines	292,301	265,605
Plus reinsurance recoverable	245,957	230,014
Total liability for losses and loss expenses	$ 538,258	$ 495,619

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We have evaluated the effect on our insurance subsidiaries loss and loss expense reserves and our stockholders equity in the event of reasonably likely changes in the variables we consider in establishing loss and loss expense reserves. We established the range of reasonably likely changes based on a review of changes in accident year development by line of business and applied it to our insurance subsidiaries loss reserves as a whole. The selected range does not necessarily indicate what could be the potential best or worst case or the most-likely scenario. The following table sets forth the effect on our insurance subsidiaries loss and loss expense reserves and our stockholders equity in the event of reasonably likely changes in the variables considered in establishing loss and loss expense reserves:

Change in Loss and Loss Expense Reserves Net of Reinsurance	Adjusted Loss and Loss Expense Reserves Net of Reinsurance at December 31, 2014	Percentage Change in Equity at December 31, 2014(1)	Adjusted Loss and Loss Expense Reserves Net of Reinsurance at December 31, 2013	Percentage Change in Equity at December 31, 2013(1)
		(dollars in thousands)		
-10.0%	$ 263,071	4.6%	$ 239,045	4.4%
-7.5	270,378	3.4	245,685	3.3
-5.0	277,686	2.3	252,325	2.2
-2.5	284,993	1.1	258,965	1.1
Base	292,301		265,605	
2.5	299,609	-1.1	272,245	-1.1
5.0	306,916	-2.3	278,885	-2.2
7.5	314,224	-3.4	285,525	-3.3
10.0	321,531	-4.6	292,166	-4.4

(1) Net of income tax effect.

Our insurance subsidiaries base their reserves for unpaid losses and loss expenses on current trends in loss and loss expense development and reflect their best estimates for future amounts needed to pay losses and loss expenses with respect to incurred events currently known to them plus incurred but not reported (IBNR) claims. Our insurance subsidiaries develop their reserve estimates based on an assessment of known facts and circumstances, review of historical loss settlement patterns, estimates of trends in claims severity, frequency, legal and regulatory changes and other assumptions. Our insurance subsidiaries consistently apply actuarial loss reserving techniques and assumptions, which rely on historical information as adjusted to reflect current conditions, including consideration of recent case reserve activity. Our insurance subsidiaries use the most-likely number their actuaries determine. For the year ended December 31, 2014, the actuaries developed a range from a low of $266.3 million to a high of $310.4 million and with a most-likely number of $292.3 million. The actuaries range of estimates for commercial lines in 2014 was $169.0 million to $203.5 million, and the actuaries selected the most-likely number of $185.4 million. The actuaries range of estimates for personal lines in 2014 was $97.3 million to $106.9 million, and the actuaries selected the most-likely number of $106.9 million. For the year ended December 31, 2013, the actuaries developed a range from a low of $238.8 million to a high of $295.5 million and with a most-likely number of $265.6 million. The actuaries range of estimates for commercial lines in 2013 was $142.5 million to $176.2 million, and the actuaries selected the most-likely number of $158.5 million. The actuaries range of estimates for personal lines in 2013 was $96.2 million to $119.3 million, and the actuaries selected the most-likely number of $107.1 million.

Our insurance subsidiaries seek to enhance their underwriting results by carefully selecting the product lines they underwrite. For personal lines products, our insurance subsidiaries insure standard and preferred risks in private passenger automobile and homeowners lines. For commercial lines products, the commercial risks that our insurance subsidiaries primarily insure are business offices, wholesalers, service providers, contractors, artisans and light manufacturing operations. Our insurance subsidiaries have limited exposure to asbestos and other environmental liabilities. Our insurance subsidiaries write no medical malpractice liability risks. Through the consistent application of this disciplined underwriting philosophy, our insurance subsidiaries have avoided many of the long-tail issues other insurance companies have faced. We consider workers compensation to be a long-tail line of business, in that workers compensation claims tend to be settled over a longer time frame than those in the other lines of business of our insurance subsidiaries.

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The following table presents 2014 and 2013 claim count and payment amount information for workers compensation. Workers compensation losses primarily consist of indemnity and medical costs for injured workers.

	For the Year Ended December 31,	
(dollars in thousands)	2014	2013
Number of claims pending, beginning of period	2,609	2,345
Number of claims reported	6,165	6,869
Number of claims settled or dismissed	6,092	6,605
Number of claims pending, end of period	2,682	2,609
Losses paid	$ 36,753	$ 32,419
Loss expenses paid	7,602	7,365

Investments

We make estimates concerning the valuation of our investments and the recognition of other-than-temporary declines in the value of our investments. For equity securities, we write down the investment to its fair value and we reflect the amount of the write-down as a realized loss in our results of operations when we consider the decline in value of an individual investment to be other than temporary. We individually monitor all investments for other-than-temporary declines in value. Generally, we assume there has been an other-than-temporary decline in value if an individual equity security has depreciated in value by more than 20% of original cost and has been in such an unrealized loss position for more than six months. We held 12 equity securities that were in an unrealized loss position at December 31, 2014. Based upon our analysis of general market conditions and underlying factors impacting these equity securities, we considered these declines in value to be temporary. With respect to a debt security that is in an unrealized loss position, we first assess if we intend to sell the debt security. If we determine we intend to sell the debt security, we recognize the impairment loss in our results of operations. If we do not intend to sell the debt security, we determine whether it is more likely than not that we will be required to sell the security prior to recovery. If we determine it is more likely than not that we will be required to sell the debt security prior to recovery, we recognize an impairment loss in our results of operations. If we determine it is more likely than not that we will not be required to sell the debt security prior to recovery, we then evaluate whether a credit loss has occurred. We determine whether a credit loss has occurred by comparing the amortized cost of the debt security to the present value of the cash flows we expect to collect. If we expect a cash flow shortfall, we consider that a credit loss has occurred. If we determine that a credit loss has occurred, we consider the impairment to be other than temporary. We then recognize the amount of the impairment loss related to the credit loss in our results of operations, and we recognize the remaining portion of the impairment loss in our other comprehensive income, net of applicable taxes. In addition, we may write down securities in an unrealized loss position based on a number of other factors, including when the fair value of an investment is significantly below its cost, when the financial condition of the issuer of a security has deteriorated, the occurrence of industry, company or geographic events that have negatively impacted the value of a security and rating agency downgrades. We held 95 debt securities that were in an unrealized loss position at December 31, 2014. Based upon our analysis of general market conditions and underlying factors impacting these debt securities, we considered these declines in value to be temporary. We did not recognize any impairment losses in 2014, 2013 or 2012.

We held fixed maturities and equity securities with unrealized losses representing declines that we considered temporary at December 31, 2014 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 6,821,013	$ 18,511	$ 937,448	$ 1,482
Obligations of states and political subdivisions	4,145,920	15,356	1,309,285	3,686
Corporate securities	26,854,423	499,697	2,397,635	35,866
Mortgage-backed securities	13,360,859	71,730	9,025,795	132,134
Equity securities	7,511,808	815,628		
Totals	$ 58,694,023	$ 1,420,922	$ 13,670,163	$ 173,168

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We held fixed maturities and equity securities with unrealized losses representing declines that we considered temporary at December 31, 2013 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 50,802,809	$ 821,941	$ 4,642,775	$ 104,331
Obligations of states and political subdivisions	65,170,891	363,240	13,404,781	98,676
Corporate securities	16,693,759	83,535	6,851,898	71,802
Mortgage-backed securities	72,878,347	535,944	19,013,889	213,414
Equity securities	1,628,893	92,867		
Totals	$ 207,174,699	$ 1,897,527	$ 43,913,343	$ 488,223

We present our investments in available-for-sale fixed maturity and equity securities at estimated fair value. The estimated fair value of a security may differ from the amount that could be realized if we sold the security in a forced transaction. In addition, the valuation of fixed maturity investments is more subjective when markets are less liquid, increasing the potential that the estimated fair value does not reflect the price at which an actual transaction would occur. We utilize nationally recognized independent pricing services to estimate fair values or obtain market quotations for substantially all of our fixed maturity and equity investments. We generally obtain two prices per security. The pricing services utilize market quotations for fixed maturity and equity securities that have quoted prices in active markets. For fixed maturity securities that generally do not trade on a daily basis, the pricing services prepare estimates of fair value measurements based predominantly on observable market inputs. The pricing services do not use broker quotes in determining the fair values of our investments. Our investment personnel review the estimates of fair value the pricing services provide to determine if the estimates we obtain are representative of fair values based upon their general knowledge of the market, their research findings related to unusual fluctuations in value and their comparison of such values to execution prices for similar securities. Our investment personnel monitor the market and are familiar with current trading ranges for similar securities and pricing of specific investments. Our investment personnel review all pricing estimates that we receive from the pricing services against the expectations of our investment personnel with respect to pricing based on fair market curves, security ratings, coupon rates, security type and recent trading activity. Our investment personnel review documentation with respect to the pricing services pricing methodology that they obtain periodically to determine if the primary pricing sources, market inputs and pricing frequency for various security types are reasonable. At December 31, 2014, we received two estimates per security from the pricing services, and we priced substantially all of our Level 1 and Level 2 investments using those prices. In our review of the estimates the pricing services provided at December 31, 2014, we did not identify any material discrepancies, and we did not make any adjustments to the estimates the pricing services provided.

We had no sales or transfers from the held to maturity portfolio in 2014, 2013 or 2012.

Policy Acquisition Costs

We defer our insurance subsidiaries policy acquisition costs, consisting primarily of commissions, premium taxes and certain other underwriting costs, reduced by ceded commissions, that vary with and relate directly to the production of business. We amortize these costs over the period in which our insurance subsidiaries earn the premiums on that business. The method our insurance subsidiaries follow in computing deferred policy acquisition costs limits the amount of such deferred costs to their estimated realizable value, which gives effect to the premium to be earned, related investment income, losses and loss expenses and certain other costs we expect to incur as our insurance subsidiaries earn the premium.

Management Evaluation of Operating Results

Despite headwinds from economic uncertainty, challenging insurance market conditions and unusually adverse weather conditions that affected our results in recent years, we believe that our focused business strategy, including our insurance subsidiaries disciplined underwriting practices, have positioned us well for 2015 and beyond.

The property and casualty insurance industry is highly cyclical, and individual lines of business experience their own cycles within the overall property and casualty insurance industry cycle. Premium rate levels relate to the availability of insurance coverage, which varies according to the level of surplus in the insurance industry and other factors. The level of surplus in the industry varies with returns on capital and regulatory barriers to the withdrawal of surplus. Increases in surplus have generally been accompanied by increased price competition among property and

casualty insurers. If our insurance

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subsidiaries were to find it necessary to reduce premiums or limit premium increases due to competitive pressures on pricing, our insurance subsidiaries could experience a reduction in profit margins and revenues, an increase in ratios of losses and expenses to premiums and, therefore, lower profitability. The cyclicality of the insurance market and its potential impact on our results is difficult to predict with any significant reliability. We evaluate the performance of our commercial lines and personal lines segments primarily based upon the underwriting results of our insurance subsidiaries as determined under statutory accounting practices (SAP), which our management uses to measure performance for the total business of our insurance subsidiaries.

We use the following financial data to monitor and evaluate our operating results:

	Year Ended December 31,		
(in thousands)	2014	2013	2012
Net premiums written:			
Personal lines:			
Automobile	$ 204,174	$ 196,363	$ 195,132
Homeowners	113,576	106,420	97,120
Other	16,989	15,915	16,319
Total personal lines	334,739	318,698	308,571
Commercial lines:			
Automobile	65,552	58,165	51,261
Workers compensation	88,739	77,589	65,390
Commercial multi-peril	83,413	74,516	64,476
Other	6,758	4,463	6,749
Total commercial lines	244,462	214,733	187,876
Total net premiums written	$ 579,201	$ 533,431	$ 496,447
Components of GAAP combined ratio:			
Loss ratio	69.8%	66.6%	70.1%
Expense ratio	31.4	31.8	31.2
Dividend ratio	0.5	0.4	0.3
GAAP combined ratio	101.7%	98.8%	101.6%
Revenues:			
Premiums earned:			
Personal lines	$ 325,442	$ 312,309	$ 300,272
Commercial lines	231,056	202,983	174,735
SAP premiums earned	556,498	515,292	475,007
GAAP adjustments			(5)
GAAP premiums earned	556,498	515,292	475,002
Net investment income	18,344	18,795	20,169
Realized investment gains	3,134	2,423	6,859
Equity in earnings of DFSC	1,243	2,908	4,533
Other	7,329	7,692	8,420
Total revenues	$ 586,548	$ 547,110	$ 514,983

(in thousands)	Year Ended December 31, 2014	2013	2012
Components of net income:			
Underwriting (loss) income:			
Personal lines	$ (6,383)	$ 1,654	$ (18,236)
Commercial lines	(9,434)	(524)	5,251
SAP underwriting (loss) income	(15,817)	1,130	(12,985)
GAAP adjustments	6,312	5,175	5,545
GAAP underwriting (loss) income	(9,505)	6,305	(7,440)
Net investment income	18,344	18,795	20,169
Realized investment gains	3,134	2,423	6,859
Equity in earnings of DFSC	1,243	2,908	4,533
Other	3,067	2,279	3,737
Income before income tax	16,283	32,710	27,858
Income tax	(1,744)	(6,388)	(4,765)
Net income	$ 14,539	$ 26,322	$ 23,093

Statutory Combined Ratios

We evaluate our insurance operations by monitoring certain key measures of growth and profitability. In addition to using GAAP-based performance measurements, we also utilize certain non-GAAP financial measures that we believe are valuable in managing our business and for comparison to our peers. These non-GAAP measures are underwriting (loss) income, statutory combined ratio and net premiums written. An insurance company s statutory combined ratio is a standard measure of underwriting profitability. This ratio is the sum of the ratio of calendar-year incurred losses and loss expenses to premiums earned; the ratio of expenses incurred for commissions, premium taxes and underwriting expenses to premiums written and the ratio of dividends to policyholders to premiums earned. The statutory combined ratio does not reflect investment income, federal income taxes or other non-operating income or expense. A ratio of less than 100 percent generally indicates underwriting profitability. The statutory combined ratio differs from the GAAP combined ratio. In calculating the GAAP combined ratio, installment payment fees are not deducted from incurred expenses and the expense ratio is based on premiums earned instead of premiums written. The following table sets forth our insurance subsidiaries statutory combined ratios by major line of business for the years ended December 31, 2014, 2013 and 2012:

	Year Ended December 31, 2014	2013	2012
Commercial lines:			
Automobile	115.0%	104.9%	94.5%
Workers compensation	91.1	96.9	98.1
Commercial multi-peril	102.9	92.9	90.5
Total commercial lines	99.8	95.7	91.2
Personal lines:			
Automobile	102.8	103.2	108.1
Homeowners	97.8	93.0	100.9
Total personal lines	101.0	98.8	105.0
Total commercial and personal lines	100.5	97.4	99.8

Results of Operations

YEAR ENDED DECEMBER 31, 2014 COMPARED TO YEAR ENDED DECEMBER 31, 2013

Net Premiums Written

Our insurance subsidiaries 2014 net premiums written increased 8.6% to $579.2 million, compared to $533.4 million for 2013. We primarily attribute the increase to a reduction in MICO s quota-share reinsurance, the impact of premium rate increases and an increase in the writing of commercial lines of insurance. Effective January 1, 2014, MICO reduced its external quota-share reinsurance percentage from 30% to 20%. Commercial lines net premiums written increased $29.7 million, or 13.8%, for 2014 compared to 2013. The increase includes $5.6 million related to the reduction in the amount of premium MICO reinsured in 2014, with the remainder attributable to premium rate increases and increased writings of new accounts in the commercial automobile, commercial multi-peril and workers compensation lines of business. Personal lines net premiums written increased $16.0 million, or 5.0%, for 2014 compared to 2013. The increase includes $4.1 million resulting from the reduction in the amount of premium MICO reinsured in 2014, with the remainder primarily attributable to premium rate increases.

Net Premiums Earned

Our insurance subsidiaries net premiums earned increased to $556.5 million for 2014, an increase of $41.2 million, or 8.0%, over 2013, reflecting increases in net premiums written during 2013 and 2014. Our insurance subsidiaries earn premiums and recognize them as income over the terms of the policies they issue. Such terms are generally one year or less in duration. Therefore, increases or decreases in net premiums earned generally reflect increases or decreases in net premiums written in the preceding twelve-month period compared to the same period one year earlier.

Investment Income

For 2014, our net investment income was $18.3 million, representing a slight decrease from 2013. An increase in our average invested assets from $799.1 million in 2013 to $812.4 million in 2014 was offset by a decrease in our annualized average rate of return to 2.3% in 2014, compared to 2.4% in 2013.

Installment Payment Fees

Our insurance subsidiaries installment fees decreased primarily as a result of their customers increased usage of payment plans that have lower installment payment fees during 2014.

Net Realized Investment Gains/Losses

Our net realized investment gains in 2014 and 2013 were $3.1 million and $2.4 million, respectively. The net realized investment gains in 2014 and 2013 resulted from normal turnover within our investment portfolio. We did not recognize any impairment losses during 2014 or 2013.

Equity in Earnings of DFSC

Our equity in the earnings of DFSC in 2014 and 2013 was $1.2 million and $2.9 million, respectively. The decrease in DFSC s earnings during 2014 compared to 2013 resulted from a lesser benefit from acquisition accounting adjustments and a charge to terminate a lease obligation related to UCB s former main office.

Losses and Loss Expenses

Our insurance subsidiaries loss ratio, which is the ratio of incurred losses and loss expenses to premiums earned, was 69.8% in 2014, compared to 66.6% in 2013. Our insurance subsidiaries commercial lines loss ratio increased to 72.0% in 2014, compared to 67.1% in 2013. This increase resulted primarily from the commercial automobile loss ratio increasing to 83.2% in 2014, compared to 73.0% in 2013, and the commercial multi-peril loss ratio increasing to 73.5% in 2014, compared to 61.5% in 2013. The personal lines loss ratio increased to 68.2% in 2014, compared to 66.3% in 2013, primarily as a result of a increase in the homeowners loss ratio to 60.4% in 2014, compared to 57.7% in 2013, primarily as a result of an increase in weather-related claims. Our insurance subsidiaries experienced unfavorable loss reserve development of approximately $14.5 million during 2014 in their reserves for prior accident years, compared to unfavorable loss reserve development of approximately $10.4 million during 2013. The change in loss reserve development patterns occurred primarily within our insurance subsidiaries

commercial automobile, commercial multi-peril and personal automobile reserves.

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Underwriting Expenses

Our insurance subsidiaries expense ratio, which is the ratio of policy acquisition and other underwriting expenses to premiums earned, was 31.4% in 2014, compared to 31.8% in 2013.

Combined Ratio

Our insurance subsidiaries combined ratio was 101.7% and 98.8% in 2014 and 2013, respectively. The combined ratio represents the sum of the loss ratio, the expense ratio and the dividend ratio, which is the ratio of workers compensation policy dividends incurred to premiums earned. We attribute the increase in our combined ratio primarily to the increase in our loss ratio.

Interest Expense

Our interest expense in 2014 decreased slightly to $1.5 million, compared to $1.6 million in 2013.

Income Taxes

Our income tax expense was $1.7 million in 2014, compared to $6.4 million in 2013. Our effective tax rate for 2014 was 10.7%, compared to 19.5% for 2013. The decrease in our 2014 effective tax rate was primarily due to tax-exempt interest income representing a larger proportion of income before income tax expense in 2014 compared to 2013.

Net Income and Earnings Per Share

Our net income in 2014 was $14.5 million, or $.55 per share of Class A common stock on a diluted basis and $.49 per share of Class B common stock, compared to $26.3 million, or $1.02 per share of Class A common stock on a diluted basis and $.94 per share of Class B common stock, in 2013. We had 21.4 million and 20.8 million Class A shares outstanding at December 31, 2014 and 2013, respectively. We had 5.6 million Class B shares outstanding for both periods. There are no outstanding securities that dilute our shares of Class B common stock.

Book Value Per Share and Return on Equity

Our stockholders equity increased by $19.3 million in 2014. We attribute the increase primarily to net after-tax unrealized gains within our available-for-sale fixed maturity investment portfolio during 2014. Book value per share increased to $15.40 at December 31, 2014, compared to $15.02 a year earlier. Our return on average equity was 3.6% for 2014, compared to 6.6% for 2013.

YEAR ENDED DECEMBER 31, 2013 COMPARED TO YEAR ENDED DECEMBER 31, 2012

Net Premiums Written

Our insurance subsidiaries 2013 net premiums written increased 7.5% to $533.4 million, compared to $496.4 million for 2012. We primarily attribute the increase to a reduction in MICO s quota-share reinsurance, the impact of premium rate increases and an increase in the writing of commercial lines of insurance. Effective January 1, 2013, MICO reduced its external quota-share reinsurance percentage from 40% to 30%. Commercial lines net premiums written increased $26.6 million, or 14.1%, for 2013 compared to 2012. The increase includes $5.6 million related to the reduction in the amount of premium MICO reinsured in 2013, with the remainder attributable to increased writings of new accounts in the commercial automobile, commercial multi-peril and workers compensation lines of business. Personal lines net premiums written increased $10.4 million, or 3.4%, for 2013 compared to 2012. The increase includes $4.2 million resulting from the reduction in the amount of premium MICO reinsured in 2013, with the remainder primarily attributable to premium rate increases our subsidiaries implemented throughout 2012 and 2013 and reduced reinsurance reinstatement premiums.

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Net Premiums Earned

Our insurance subsidiaries net premiums earned increased to $515.3 million for 2013, an increase of $40.3 million, or 8.5%, over 2012, reflecting increases in net premiums written during 2012 and 2013. Our insurance subsidiaries earn premiums and recognize them as income over the terms of the policies they issue. Such terms are generally one year or less in duration. Therefore, increases or decreases in net premiums earned generally reflect increases or decreases in net premiums written in the preceding twelve-month period compared to the same period one year earlier.

Investment Income

For 2013, our net investment income was $18.8 million, a $1.4 million decrease from 2012. An increase in our average invested assets from $795.9 million in 2012 to $799.1 million in 2013 was offset by a decrease in our annualized average rate of return to 2.4% in 2013, compared to 2.5% in 2012.

Installment Payment Fees

Our insurance subsidiaries installment fees decreased primarily as a result of their customers increased usage of payment plans that have lower installment payment fees during 2013.

Net Realized Investment Gains/Losses

Our net realized investment gains in 2013 and 2012 were $2.4 million and $6.9 million, respectively. The net realized investment gains in 2013 and 2012 resulted from normal turnover within our investment portfolio. We did not recognize any impairment losses during 2013 or 2012.

Equity in Earnings of DFSC

Our equity in the earnings of DFSC in 2013 and 2012 was $2.9 million and $4.5 million, respectively. The decrease in DFSC s earnings resulted from a lesser benefit from acquisition accounting adjustments and lower net realized gains during 2013 compared to 2012.

Losses and Loss Expenses

Our insurance subsidiaries loss ratio, which is the ratio of incurred losses and loss expenses to premiums earned, was 66.6% in 2013, compared to 70.1% in 2012. Our insurance subsidiaries commercial lines loss ratio increased to 67.1% in 2013, compared to 65.5% in 2012. This increase resulted primarily from the commercial automobile loss ratio increasing to 73.0% in 2013, compared to 63.8% in 2012, and the commercial multi-peril ratio increasing to 61.5% in 2013, compared to 60.2% in 2012. We primarily attribute these increases to increased weather-related claims and increases in claims severity. The personal lines loss ratio decreased to 66.3% in 2013, compared to 72.8% in 2012, primarily as a result of a decrease in the homeowners loss ratio to 57.7% in 2013, compared to 66.1% in 2012, as a result of a decrease in weather-related claims. Our insurance subsidiaries experienced unfavorable loss reserve development of approximately $10.4 million during 2013 in their reserves for prior accident years, compared to unfavorable loss reserve development of approximately $7.6 million during 2012. The change in loss reserve development patterns occurred primarily within our insurance subsidiaries workers compensation, commercial automobile, commercial multi-peril and personal automobile reserves.

Underwriting Expenses

Our insurance subsidiaries expense ratio, which is the ratio of policy acquisition and other underwriting expenses to premiums earned, was 31.8% in 2013, compared to 31.2% in 2012.

Combined Ratio

Our insurance subsidiaries combined ratio was 98.8% and 101.6% in 2013 and 2012, respectively. The combined ratio represents the sum of the loss ratio, the expense ratio and the dividend ratio, which is the ratio of workers compensation policy dividends incurred to premiums earned.

Interest Expense

Our interest expense in 2013 was $1.6 million, compared to $2.4 million in 2012. The decrease was related to a lower average interest rate on borrowings during 2013 compared to 2012 due to the utilization of Federal Home Loan Bank (FHLB) borrowings to prepay $15.5 million of subordinated debentures during the first quarter of 2013.

Income Taxes

Our income tax expense was $6.4 million in 2013, compared to $4.8 million in 2012. Our effective tax rate for 2013 was 19.5%, compared to 17.1% for 2012. The change in effective tax rates is primarily due to tax-exempt interest income representing a smaller proportion of income before income tax expense in 2013 compared to 2012.

Net Income and Earnings Per Share

Our net income in 2013 was $26.3 million, or $1.02 per share of Class A common stock on a diluted basis and $.94 per share of Class B common stock, compared to $23.1 million, or $.91 per share of Class A common stock on a diluted basis and $.83 per share of Class B common stock, in 2012. We had 20.8 million and 20.0 million Class A shares outstanding at December 31, 2013 and 2012, respectively. We had 5.6 million Class B shares outstanding for both periods. There are no outstanding securities that dilute our shares of Class B common stock.

Book Value Per Share and Return on Equity

Our stockholders equity decreased by $3.2 million in 2013. We attribute the decrease to net after-tax unrealized losses within our available-for-sale fixed maturity investment portfolio during 2013. Book value per share decreased to $15.02 at December 31, 2013, compared to $15.63 a year earlier. Our return on average equity was 6.6% for 2013, compared to 5.9% for 2012.

Financial Condition

Liquidity and Capital Resources

Liquidity is a measure of an entity s ability to secure enough cash to meet its contractual obligations and operating needs as they arise. Our major sources of funds from operations are the net cash flows generated from our insurance subsidiaries underwriting results, investment income and maturing investments.

We have historically generated sufficient net positive cash flow from our operations to fund our commitments and build our investment portfolio, thereby increasing future investment returns. The pooling agreement with Donegal Mutual historically has been cash flow positive because of the profitability of the underwriting pool. Because we settle the pool monthly, our cash flows are substantially similar to the cash flows that would result from the underwriting of direct business. We maintain a high degree of liquidity in our investment portfolio in the form of marketable fixed maturities, equity securities and short-term investments. We structure our fixed-maturity investment portfolio following a laddering approach so that projected cash flows from investment income and principal maturities are evenly distributed from a timing perspective. This laddering approach provides an additional measure of liquidity to meet our obligations and the obligations of our insurance subsidiaries should an unexpected variation occur in the future. Net cash flows provided by operating activities in 2014, 2013 and 2012 were $44.5 million, $46.0 million and $25.0 million, respectively.

In June 2014, we renewed our existing credit agreement with Manufacturers and Traders Trust Company (M&T) relating to a $60.0 million unsecured, revolving line of credit. The line of credit now expires in July 2017. We have the right to request a one-year extension of the credit agreement as of each anniversary date of the agreement. At December 31, 2014, we had $38.5 million in outstanding borrowings and had the ability to borrow an additional $21.5 million at interest rates equal to M&T s current prime rate or the then current LIBOR rate plus 2.25%. The interest rate on our outstanding borrowings is adjustable quarterly. At December 31, 2014, the interest rate on our outstanding borrowings was 2.42%. We pay a fee of 0.2% per annum on the loan commitment amount regardless of usage. The credit agreement requires our compliance with certain covenants. These covenants include minimum levels of our net worth, leverage ratio, statutory surplus and the A.M. Best ratings of our insurance subsidiaries. We complied with all requirements of the credit agreement during 2014.

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MICO has an agreement with the FHLB of Indianapolis. Through its membership, MICO has the ability to issue debt to the FHLB of Indianapolis in exchange for cash advances. There were no outstanding borrowings at December 31, 2014 or 2013.

Atlantic States is a member of the FHLB of Pittsburgh. Through its membership, Atlantic States has the ability to issue debt to the FHLB of Pittsburgh in exchange for cash advances. During 2013, Atlantic States issued secured debt in the principal amount of $15.0 million to the FHLB of Pittsburgh in exchange for cash advances in the amount of $15.0 million. Atlantic States then loaned $15.0 million to us. We used the proceeds of our loan from Atlantic States to fund our prepayment of our subordinated debentures. Atlantic States had $15.0 million in outstanding borrowings with the FHLB of Pittsburgh at December 31, 2014 and 2013. The interest rate on the advances from the FHLB of Pittsburgh was .31% at December 31, 2014.

The following table shows expected payments for our significant contractual obligations at December 31, 2014:

(in thousands)	**Total**	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**
Net liability for unpaid losses and loss expenses of our insurance subsidiaries	$ 292,301	$ 137,419	$ 130,521	$ 11,297	$ 13,064
Subordinated debentures	5,000				5,000
Borrowings under lines of credit	53,500	15,000	38,500		
Total contractual obligations	$ 350,801	$ 152,419	$ 169,021	$ 11,297	$ 18,064

We estimated the timing of the amounts for the net liability for unpaid losses and loss expenses of our insurance subsidiaries based on historical experience and expectations of future payment patterns. We have shown the liability net of reinsurance recoverable on unpaid losses and loss expenses to reflect expected future cash flows related to such liability. Assumed amounts from the underwriting pool with Donegal Mutual represent a substantial portion of our insurance subsidiaries gross liability for unpaid losses and loss expenses, and ceded amounts to the underwriting pool represent a substantial portion of our insurance subsidiaries reinsurance recoverable on unpaid losses and loss expenses. We include cash settlements of Atlantic States assumed liability from the pool in our monthly settlements of pooled activity. In these monthly settlements, we net amounts ceded to and assumed from the pool. Although Donegal Mutual and Atlantic States do not anticipate any further changes in the pool participation levels in the foreseeable future, any such change would be prospective in nature and therefore would not impact the timing of expected payments for Atlantic States proportionate liability for pooled losses occurring in periods prior to the effective date of such change.

We estimated the timing of the amounts for the borrowings under our lines of credit based on their contractual maturities that we discuss in Note 9 - Borrowings. Our borrowings under our lines of credit carry interest rates that vary as discussed in Note 9 - Borrowings. Based upon the interest rates in effect at December 31, 2014, our annual interest cost associated with our borrowings under our lines of credit is approximately $1.0 million. For every 1% change in the interest rate associated with our borrowings under our lines of credit, the effect on our annual interest cost would be approximately $535,000.

The cash dividends we declared to our stockholders totaled $13.7 million, $13.0 million and $12.3 million in 2014, 2013 and 2012, respectively. There are no regulatory restrictions on our payment of dividends to our stockholders, although there are state law restrictions on the payment of dividends from our insurance subsidiaries to us. Our insurance subsidiaries are required by law to maintain certain minimum surplus on a statutory basis and are subject to regulations under which their payment of dividends from statutory surplus is restricted and may require prior approval of their domiciliary insurance regulatory authorities. Our insurance subsidiaries are also subject to risk-based capital (RBC) requirements. The amount of statutory capital and surplus necessary for our insurance subsidiaries to satisfy regulatory requirements, including the RBC requirements, was not significant in relation to our insurance subsidiaries statutory capital and surplus at December 31, 2014. In 2015, amounts available for distribution as dividends to us from our insurance subsidiaries without prior approval of their domiciliary insurance regulatory authorities are $19.1 million from Atlantic States, $1.0 million from Southern, $2.7 million from Le Mars, $4.2 million from Peninsula, $0 from Sheboygan and $4.2 million from MICO, or a total of approximately $31.2 million.

Investments

At December 31, 2014 and 2013, our investment portfolio of primarily investment-grade bonds, common stock, short-term investments and cash totaled $868.5 million and $819.4 million, respectively, representing 59.5% and 59.1%, respectively, of our total assets (see Business - Investments for more information).

	December 31,					
	2014		2013		2012	
(dollars in thousands)	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
Fixed maturities:						
Total held to maturity	$ 307,392	36.9%	$ 240,370	30.4%	$ 42,100	5.2%
Total available for sale	435,150	52.2	403,652	51.0	694,510	86.1
Total fixed maturities	742,542	89.1	644,022	81.4	736,610	91.3
Equity securities	30,822	3.7	12,423	1.5	8,757	1.1
Investments in affiliates	39,284	4.7	35,685	4.5	37,236	4.6
Short-term investments	20,293	2.5	99,678	12.6	23,826	3.0
Total investments	$ 832,941	100.0%	$ 791,808	100.0%	$ 806,429	100.0%

The carrying value of our fixed maturity investments represented 89.1% and 81.4% of our total invested assets at December 31, 2014 and 2013, respectively.

Our fixed maturity investments consisted of high-quality marketable bonds, of which 99.3% and 100.0% were rated at investment-grade levels at December 31, 2014 and 2013, respectively.

At December 31, 2014, the net unrealized gain on our available-for-sale fixed maturity investments, net of deferred taxes, amounted to $13.6 million, compared to $8.7 million at December 31, 2013.

At December 31, 2014, the net unrealized gain on our equity securities, net of deferred taxes, amounted to $543,526, compared to $165,573 at December 31, 2013.

Impact of Inflation

Our insurance subsidiaries establish their property and casualty insurance premium rates before they know the amount of losses and loss settlement expenses or the extent to which inflation may impact such expenses. Consequently, our insurance subsidiaries attempt, in establishing rates, to anticipate the potential future impact of inflation. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results.

Impact of New Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued an accounting standard update (ASU) related to the accounting for revenue from contracts with customers. The intent of this standard is to help reduce diversity in practice and enhance comparability between entities related to revenue recognition. The standard is effective for fiscal years beginning after December 15, 2016. Since the accounting for insurance contracts is outside of the scope of this ASU, we do not expect this standard to have a significant impact on our financial condition, cash flows or results of operations.

In August 2014, the FASB issued an ASU related to the disclosure of uncertainties about an entity s ability to continue as a going concern. The intent of this standard is to help reduce the diversity in the timing and content of footnote disclosures as those disclosures relate to an entity s ability to continue as a going concern. The standard is effective for annual periods ending after December 15, 2016. If conditions or events raise substantial doubt that is not alleviated, an entity should disclose that there is substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued), along with the principal conditions or events that raise substantial doubt, management s evaluation of the significance of those conditions or events in relation to the entity s ability to

meet its obligations and management s plans that are intended to mitigate those conditions.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to the impact of interest rate changes, to changes in fair values of investments and to credit risk.

In the normal course of business, we employ established policies and procedures to manage our exposure to changes in interest rates, fluctuations in the fair market value of our debt and equity securities and credit risk. We seek to mitigate these risks by various actions we describe below.

Interest Rate Risk

Our exposure to market risk for a change in interest rates is concentrated in our investment portfolio. We monitor this exposure through periodic reviews of our asset and liability positions. We regularly monitor estimates of cash flows and the impact of interest rate fluctuations relating to our investment portfolio. Generally, we do not hedge our exposure to interest rate risk because we have the capacity to, and do, hold fixed-maturity investments to maturity.

Principal cash flows and related weighted-average interest rates by stated maturity dates for the financial instruments we hold that are sensitive to interest rates at December 31, 2014 are as follows:

(in thousands)	Principal Cash Flows	Weighted-Average Interest Rate
Fixed-maturity and short-term investments:		
2015	$ 54,875	1.99%
2016	19,014	3.91
2017	26,595	3.29
2018	30,317	4.47
2019	32,461	3.07
Thereafter	584,622	3.91
Total	$ 747,884	
Fair value	$ 777,599	
Debt:		
2014	$ 15,000	0.31%
2015	38,500	2.42
Thereafter	5,000	5.00
Total	$ 58,500	
Fair value	$ 58,500	

Actual cash flows from investments may differ from those depicted above as a result of calls and prepayments.

Equity Price Risk

Our portfolio of equity securities, which we carry on our consolidated balance sheets at estimated fair value, has exposure to price risk, which is the risk of potential loss in estimated fair value resulting from an adverse change in prices. Our objective is to mitigate this risk and to earn competitive relative returns by investing in a diverse portfolio of high-quality, liquid securities.

Credit Risk

Our objective is to earn competitive returns by investing in a diversified portfolio of securities. Our portfolio of fixed maturity securities and, to a lesser extent, short-term investments is subject to credit risk. We define this risk as the potential loss in fair value resulting from adverse changes in the borrower s ability to repay the debt. We manage this risk by performing an analysis of prospective investments and through regular reviews of our portfolio by our investment staff. We also limit the amount of our total investment portfolio that we invest in any one security.

Our insurance subsidiaries provide property and liability insurance coverages through independent insurance agencies located throughout their operating areas. Our insurance subsidiaries bill the majority of this business directly to the insured, although our insurance subsidiaries bill a portion of their commercial business through their agents, to whom they extend credit in the normal course of business.

Because the pooling agreement does not relieve Atlantic States of primary liability as the originating insurer, Atlantic States is subject to a concentration of credit risk arising from the business Atlantic States cedes to Donegal Mutual. Our insurance subsidiaries maintain reinsurance agreements with Donegal Mutual and with a number of other major unaffiliated authorized reinsurers.

Through November 30, 2010, MICO and West Bend Mutual Insurance Company (West Bend) were parties to quota-share reinsurance agreements whereby MICO ceded 75% of its business to West Bend. MICO and West Bend terminated the reinsurance agreement in effect at November 30, 2010 on a run-off basis. West Bend s obligations related to all past reinsurance agreements with MICO remain in effect for all policies with effective dates prior to December 1, 2010. West Bend and MICO entered into a trust agreement on December 1, 2010. Under the terms of the trust agreement, West Bend placed into trust, for the sole benefit of MICO, assets with a fair value equal to the amount of unearned premiums and unpaid losses and loss expenses, reduced by any net premium balances not yet paid by MICO, that West Bend had assumed pursuant to such reinsurance agreements at November 30, 2010. The amount of assets required to be held in trust adjusts monthly based upon the remaining net obligations of West Bend. West Bend may terminate the trust agreement on the earlier of December 1, 2020 or the date on which the obligations of West Bend are equal to or less than $5.0 million. As of December 31, 2014, West Bend s net obligations under the reinsurance agreements were approximately $10.8 million, and the fair value of assets held in trust was approximately $12.6 million.

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Donegal Group Inc.

Consolidated Balance Sheets

	December 31,	
	2014	**2013**
Assets		
Investments		
Fixed maturities		
Held to maturity, at amortized cost (fair value $322,155,079 and $238,790,476)	$ 307,391,699	$ 240,370,277
Available for sale, at fair value (amortized cost $414,201,436 and $390,254,251)	435,149,784	403,651,965
Equity securities, available for sale, at fair value (cost $29,985,828 and $12,168,110)	30,822,022	12,422,837
Investments in affiliates	39,283,924	35,685,433
Short-term investments, at cost, which approximates fair value	20,293,648	99,677,795
Total investments	832,941,077	791,808,307
Cash	35,578,509	27,636,416
Accrued investment income	5,751,376	5,423,531
Premiums receivable	133,306,961	123,904,629
Reinsurance receivable	253,635,890	244,239,113
Deferred policy acquisition costs	48,298,608	43,627,510
Deferred tax asset, net	17,146,303	20,310,558
Prepaid reinsurance premiums	115,871,783	112,663,942
Property and equipment, net	7,668,340	6,424,703
Accounts receivable - securities		1,187,866
Federal income taxes recoverable	581,477	420,952
Goodwill	5,625,354	5,625,354
Other intangible assets	958,010	958,010
Other	1,290,956	1,179,611
Total assets	$ 1,458,654,644	$ 1,385,410,502
Liabilities and Stockholders Equity		
Liabilities		
Losses and loss expenses	$ 538,258,406	$ 495,619,269
Unearned premiums	408,646,363	382,734,642
Accrued expenses	19,429,627	19,265,097
Reinsurance balances payable	7,841,172	17,948,808
Borrowings under lines of credit	53,500,000	58,000,000
Cash dividends declared to stockholders	3,467,273	3,299,182
Subordinated debentures	5,000,000	5,000,000
Accounts payable - securities		751,641
Due to affiliate	2,409,347	2,170,225
Drafts payable	1,950,765	1,386,285
Other	2,017,048	2,358,242
Total liabilities	1,042,520,001	988,533,391
Stockholders Equity		
Preferred stock, $.01 par value, authorized 2,000,000 shares; none issued		
Class A common stock, $.01 par value, authorized 40,000,000 shares, issued 22,389,369 and 21,786,765 shares and outstanding 21,447,661 and 20,845,903 shares	223,894	217,868
Class B common stock, $.01 par value, authorized 10,000,000 shares, issued 5,649,240 shares and outstanding 5,576,775 shares	56,492	56,492

Additional paid-in capital	200,348,783	189,116,410
Accumulated other comprehensive income (loss)	5,353,269	(2,312,890)
Retained earnings	223,253,887	222,888,887
Treasury stock, at cost	(13,101,682)	(13,089,656)
Total stockholders equity	416,134,643	396,877,111
Total liabilities and stockholders equity	$ 1,458,654,644	$ 1,385,410,502

See accompanying notes to consolidated financial statements.

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Donegal Group Inc.

Consolidated Statements of Income and Comprehensive Income

	Years Ended December 31,		
	2014	**2013**	**2012**
Statements of Income			
Revenues			
Net premiums earned (includes affiliated reinsurance of $167,070,235, $156,938,714 and $142,608,940 - see note 3)	$ 556,497,535	$ 515,291,944	$ 475,002,222
Investment income, net of investment expenses	18,344,382	18,795,239	20,168,919
Installment payment fees	6,473,288	6,841,778	7,465,532
Lease income	855,546	849,795	953,216
Net realized investment gains (includes $3,134,081 and 2,423,442 accumulated other comprehensive income reclassification)	3,134,081	2,423,442	6,859,439
Equity in earnings of DFSC	1,242,910	2,907,867	4,533,257
Total revenues	586,547,742	547,110,065	514,982,585
Expenses			
Net losses and loss expenses (includes affiliated reinsurance of $108,847,508, $86,962,750 and $81,219,926 - see note 3)	388,401,182	343,127,951	332,871,584
Amortization of deferred policy acquisition costs	90,146,000	81,753,000	74,314,000
Other underwriting expenses	84,659,364	82,196,700	73,914,514
Policyholder dividends	2,795,515	1,909,569	1,342,582
Interest	1,516,983	1,635,323	2,358,711
Other	2,745,881	3,777,257	2,322,934
Total expenses	570,264,925	514,399,800	487,124,325
Income before income tax expense	16,282,817	32,710,265	27,858,260
Income tax expense (includes $1,065,588 and $823,970 income tax expense from reclassification items)	1,743,799	6,388,273	4,765,640
Net income	$ 14,539,018	$ 26,321,992	$ 23,092,620
Basic earnings per common share:			
Class A common stock	$ 0.56	$ 1.04	$ 0.92
Class B common stock	$ 0.49	$ 0.94	$ 0.83
Diluted earnings per common share:			
Class A common stock	$ 0.55	$ 1.02	$ 0.91
Class B common stock	$ 0.49	$ 0.94	$ 0.83
Statements of Comprehensive Income			
Net income	$ 14,539,018	$ 26,321,992	$ 23,092,620
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) on securities:			

Unrealized holding gain (loss) arising during the period, net of income tax expense (benefit) of $5,193,522, ($14,633,895) and $4,833,143	9,734,652	(27,107,995)	9,171,817
Reclassification adjustment for gains included in net income, net of income tax of $1,065,588, $823,970 and $2,332,209	(2,068,493)	(1,599,472)	(4,527,230)
Other comprehensive income (loss)	7,666,159	(28,707,467)	4,644,587
Comprehensive income (loss)	$ 22,205,177	$ (2,385,475)	$ 27,737,207

See accompanying notes to consolidated financial statements.

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Donegal Group Inc.

Consolidated Statements of Stockholders Equity

	Common Stock				Additional	Accumulated Other			Total
	Class A Shares	Class B Shares	Class A Amount	Class B Amount	Paid-In Capital	Comprehensive Income (Loss)	Retained Earnings	Treasury Stock	Stockholders Equity
Balance, January 1, 2012	20,752,999	5,649,240	$ 207,530	$ 56,492	$ 170,836,943	$ 23,533,447	$ 199,604,700	$ (10,787,520)	$ 383,451,592
Issuance of common stock (stock compensation plans)	188,822		1,889		2,995,622				2,997,511
Net income							23,092,620		23,092,620
Cash dividends							(12,278,965)		(12,278,965)
Grant of stock options					2,531,598		(2,531,598)		
Tax benefit on exercise of stock options					52,422				52,422
Purchase of treasury stock								(1,925,673)	(1,925,673)
Other comprehensive income						4,644,587			4,644,587
Other						(1,783,457)	1,783,457		
Balance, December 31, 2012	20,941,821	5,649,240	$ 209,419	$ 56,492	$ 176,416,585	$ 26,394,577	$ 209,670,214	$ (12,713,193)	$ 400,034,094
Issuance of common stock (stock compensation plans)	844,944		8,449		12,108,468				12,116,917
Net income							26,321,992		26,321,992
Cash dividends							(13,043,121)		(13,043,121)
Grant of stock options					60,198		(60,198)		
Tax benefit on exercise of stock options					531,159				531,159
Purchase of treasury stock								(376,463)	(376,463)
Other comprehensive loss						(28,707,467)			(28,707,467)
Balance, December 31,	21,786,765	5,649,240	217,868	56,492	189,116,410	(2,312,890)	222,888,887	(13,089,656)	396,877,111

2013

Issuance of common stock (stock compensation plans)	602,604		6,026		10,497,881				10,503,907
Net income							14,539,018		14,539,018
Cash dividends							(13,744,059)		(13,744,059)
Grant of stock options					429,959		(429,959)		
Tax benefit on exercise of stock options					304,533				304,533
Purchase of treasury stock								(12,026)	(12,026)
Other comprehensive income						7,666,159			7,666,159
Balance, December 31, 2014	22,389,369	5,649,240	$ 223,894	$ 56,492	$ 200,348,783	$ 5,353,269	$ 223,253,887	$ (13,101,682)	$ 416,134,643

See accompanying notes to consolidated financial statements.

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Donegal Group Inc.

Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2014	**2013**	**2012**
Cash Flows from Operating Activities:			
Net income	$ 14,539,018	$ 26,321,992	$ 23,092,620
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,523,692	3,049,101	3,950,693
Net realized investment gains	(3,134,081)	(2,423,442)	(6,859,439)
Equity in earnings of DFSC	(1,242,910)	(2,907,867)	(4,533,257)
Changes in Assets and Liabilities:			
Losses and loss expenses	42,639,137	36,791,874	16,419,780
Unearned premiums	25,911,721	19,646,539	26,150,842
Accrued expenses	164,530	2,124,265	(3,815,717)
Premiums receivable	(9,402,332)	(6,708,151)	(12,481,151)
Deferred policy acquisition costs	(4,671,098)	(3,505,813)	(3,696,742)
Deferred income taxes	(963,679)	1,414,843	1,151,250
Reinsurance receivable	(9,396,777)	(28,345,791)	(6,069,415)
Accrued investment income	(327,845)	908,554	380,953
Amounts due to affiliate	239,122	(2,409,212)	(806,954)
Reinsurance balances payable	(10,107,636)	4,007,471	(6,098,002)
Prepaid reinsurance premiums	(3,207,841)	(1,507,780)	(4,706,144)
Current income taxes	(160,525)	(1,004,929)	3,245,785
Other, net	111,941	556,815	(360,477)
Net adjustments	29,975,419	19,686,477	1,872,005
Net cash provided by operating activities	44,514,437	46,008,469	24,964,625
Cash Flows from Investing Activities:			
Purchases of fixed maturities:			
Held to maturity	(103,654,684)		
Available for sale	(89,585,027)	(148,486,404)	(241,343,085)
Purchases of equity securities	(23,607,077)	(47,156,954)	(31,254,324)
Sales of fixed maturities:			
Available for sale	26,816,642	133,890,611	90,484,097
Maturity of fixed maturities:			
Held to maturity	36,832,890	13,767,271	16,061,587
Available for sale	38,417,972	52,675,833	115,501,507
Sales of equity securities	8,337,461	43,204,703	30,001,187
Net decrease (increase) in investment in affiliates		1,139,800	(100,000)
Net purchases of property and equipment	(2,127,311)	(1,254,767)	(744,082)
Net sales (purchases) of short-term investments	79,384,147	(75,851,568)	16,635,183
Net cash used in investing activities	(29,184,987)	(28,071,475)	(4,757,930)
Cash Flows from Financing Activities:			
Issuance of common stock	10,700,637	12,550,066	2,983,399
Cash dividends paid	(13,575,968)	(12,810,471)	(12,208,509)
Purchases of treasury stock	(12,026)	(376,463)	(1,925,673)
Payments on subordinated debentures		(15,465,000)	

Payments on line of credit	(7,500,000)	(15,500,000)	(6,000,000)
Borrowings under lines of credit	3,000,000	21,500,000	3,500,000
Net cash used in financing activities	(7,387,357)	(10,101,868)	(13,650,783)
Net increase in cash	7,942,093	7,835,126	6,555,912
Cash at beginning of year	27,636,416	19,801,290	13,245,378
Cash at end of year	$ 35,578,509	$ 27,636,416	$ 19,801,290

See accompanying notes to consolidated financial statements.

Donegal Group Inc.

Notes to Consolidated Financial Statements

1 - Summary of Significant Accounting Policies

Organization and Business

Donegal Mutual Insurance Company (Donegal Mutual) organized us as an insurance holding company on August 26, 1986. Our insurance subsidiaries, Atlantic States Insurance Company (Atlantic States), Southern Insurance Company of Virginia (Southern), Le Mars Insurance Company (Le Mars), the Peninsula Insurance Group (Peninsula), which consists of Peninsula Indemnity Company and The Peninsula Insurance Company, Sheboygan Falls Insurance Company (Sheboygan) and Michigan Insurance Company (MICO), write personal and commercial lines of property and casualty coverages exclusively through a network of independent insurance agents in certain Mid-Atlantic, Midwestern, New England and Southern states. We also own 48.2% of the outstanding stock of Donegal Financial Services Corporation (DFSC), a grandfathered unitary savings and loan holding company that owns Union Community Bank (UCB), a state savings bank. UCB has 14 banking offices, all of which are located in Lancaster County, Pennsylvania. Donegal Mutual owns the remaining 51.8% of the outstanding stock of DFSC.

We have four segments: our investment function, our personal lines of insurance, our commercial lines of insurance and our investment in DFSC. The personal lines products of our insurance subsidiaries consist primarily of homeowners and private passenger automobile policies. The commercial lines products of our insurance subsidiaries consist primarily of commercial automobile, commercial multi-peril and workers compensation policies.

At December 31, 2014, Donegal Mutual held approximately 36% of our outstanding Class A common stock and approximately 76% of our outstanding Class B common stock. This ownership provides Donegal Mutual with approximately 65% of the total voting power of our common stock. Our insurance subsidiaries and Donegal Mutual have interrelated operations due to a pooling agreement and other intercompany agreements and transactions. While each company maintains its separate corporate existence, our insurance subsidiaries and Donegal Mutual conduct business together as the Donegal Insurance Group. As such, Donegal Mutual and our insurance subsidiaries share the same business philosophy, the same management, the same employees and the same facilities and offer the same types of insurance products.

Atlantic States, our largest subsidiary, participates in a pooling agreement with Donegal Mutual. Under the pooling agreement, the two companies pool their insurance business and each company receives an allocated percentage of the pooled business. Atlantic States has an 80% share of the results of the pooled business, and Donegal Mutual has a 20% share of the results of the pooled business.

The same executive management and underwriting personnel administer products, classes of business underwritten, pricing practices and underwriting standards of Donegal Mutual and our insurance subsidiaries. In addition, as the Donegal Insurance Group, Donegal Mutual and our insurance subsidiaries share a combined business plan to achieve market penetration and underwriting profitability objectives. The products our insurance subsidiaries and Donegal Mutual market are generally complementary, thereby allowing the Donegal Insurance Group to offer a broader range of products to a given market and to expand the Donegal Insurance Group s ability to service an entire personal lines or commercial lines account. Distinctions within the products of Donegal Mutual and our insurance subsidiaries generally relate to specific risk profiles targeted within similar classes of business, such as preferred tier versus standard tier products, but we do not allocate all of the standard risk gradients to one company. Therefore, the underwriting profitability of the business the individual companies write directly will vary. However, as the risk characteristics of all business Donegal Mutual and Atlantic States write directly are homogenized within the underwriting pool, Donegal Mutual and Atlantic States share the underwriting results in proportion to their respective participation in the pool. Pooled business represents the predominant percentage of the net underwriting activity of both Donegal Mutual and Atlantic States. We refer to Note 3 - Transactions with Affiliates for more information regarding the pooling agreement.

Basis of Consolidation

Our consolidated financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), include our accounts and those of our wholly owned subsidiaries. We have eliminated all significant inter-company accounts and transactions in consolidation. The terms we, us, our or the Company as used herein refer to the consolidated entity.

Use of Estimates

In preparing our consolidated financial statements, our management makes estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the balance sheet and revenues and expenses for the period then ended. Actual results could differ significantly from those estimates.

We make estimates and assumptions that can have a significant effect on amounts and disclosures we report in our consolidated financial statements. The most significant estimates relate to our insurance subsidiaries reserves for property and casualty insurance unpaid losses and loss expenses, valuation of investments and determination of other-than-temporary impairment and our insurance subsidiaries policy acquisition costs. While we believe our estimates and the estimates of our insurance subsidiaries are appropriate, the ultimate amounts may differ from the estimates provided. We regularly review our methods for making these estimates as well as the continuing appropriateness of the estimated amounts, and we reflect any adjustment we consider necessary in our current results of operations.

Investments

We classify our debt and equity securities into the following categories:

Held to Maturity - Debt securities that we have the positive intent and ability to hold to maturity; reported at amortized cost.

Available for Sale - Debt and equity securities not classified as held to maturity; reported at fair value, with unrealized gains and losses excluded from income and reported as a separate component of stockholders equity (net of tax effects).

Short-term investments carried at amortized cost, which approximates fair value.

We make estimates concerning the valuation of our investments and the recognition of other-than-temporary declines in the value of our investments. For equity securities, we write down the investment to its fair value and we reflect the amount of the write-down as a realized loss in our results of operations when we consider the decline in value of an individual investment to be other than temporary. We individually monitor all of our investments for other-than-temporary declines in value. Generally, we assume there has been an other-than-temporary decline in value if an individual equity security has depreciated in value by more than 20% of original cost and has been in such an unrealized loss position for more than six months. With respect to a debt security that is in an unrealized loss position, we first assess if we intend to sell the debt security. If we determine we intend to sell the debt security, we recognize the impairment loss in our results of operations. If we do not intend to sell the debt security, we determine whether it is more likely than not that we will be required to sell the debt security prior to recovery. If we determine it is more likely than not that we will be required to sell the debt security prior to recovery, we recognize an impairment loss in our results of operations. If we determine it is more likely than not that we will not be required to sell the debt security prior to recovery, we then evaluate whether a credit loss has occurred. We determine whether a credit loss has occurred by comparing the amortized cost of the debt security to the present value of the cash flows we expect to collect. If we expect a cash flow shortfall, we consider that a credit loss has occurred. If we determine that a credit loss has occurred, we consider the impairment to be other than temporary. We then recognize the amount of the impairment loss related to the credit loss in our results of operations, and we recognize the remaining portion of the impairment loss in our other comprehensive income, net of applicable taxes. In addition, we may write down securities in an unrealized loss position based on a number of other factors, including when the fair value of an investment is significantly below its cost, when the financial condition of the issuer of a security has deteriorated, the occurrence of industry, company or geographic events that have negatively impacted the value of a security and rating agency downgrades.

We amortize premiums and discounts on debt securities over the life of the security as an adjustment to yield using the effective interest method. We compute realized investment gains and losses using the specific identification method.

We amortize premiums and discounts for mortgage-backed debt securities using anticipated prepayments.

We account for investments in affiliates using the equity method of accounting. Under the equity method, we record our investment at cost, with adjustments for our share of the affiliate s earnings and losses as well as changes in the affiliate s equity due to unrealized gains and losses.

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Fair Values of Financial Instruments

We use the following methods and assumptions in estimating our fair value disclosures:

Investments - We present our investments in available-for-sale fixed maturity and equity securities at estimated fair value. The estimated fair value of a security may differ from the amount that could be realized if we sold the security in a forced transaction. In addition, the valuation of fixed maturity investments is more subjective when markets are less liquid, increasing the potential that the estimated fair value does not reflect the price at which an actual transaction would occur. We utilize nationally recognized independent pricing services to estimate fair values for our fixed maturity and equity investments. We generally obtain two prices per security. The pricing services utilize market quotations for fixed maturity and equity securities that have quoted prices in active markets. For fixed maturity securities that generally do not trade on a daily basis, the pricing services prepare estimates of fair value measurements based predominantly on observable market inputs. The pricing services do not use broker quotes in determining the fair values of our investments. Our investment personnel review the estimates of fair value the pricing services provide to determine if the estimates obtained are representative of fair values based upon the general knowledge of our investment personnel of the market, their research findings related to unusual fluctuations in value and their comparison of such values to execution prices for similar securities. Our investment personnel monitor the market and are familiar with current trading ranges for similar securities and the pricing of specific investments. Our investment personnel review all pricing estimates that we receive from the pricing services against their expectations with respect to pricing based on fair market curves, security ratings, coupon rates, security type and recent trading activity. Our investment personnel review documentation with respect to the pricing services pricing methodology that they obtain periodically to determine if the primary pricing sources, market inputs and pricing frequency for various security types are reasonable. We refer to Note 5 - Fair Value Measurements for more information regarding our methods and assumptions in estimating fair values.

Cash and Short-Term Investments - The carrying amounts reported in the balance sheet for these instruments approximate their fair values.

Premiums and Reinsurance Receivables and Payables - The carrying amounts reported in the balance sheet for these instruments related to premiums and paid losses and loss expenses approximate their fair values.

Subordinated Debentures - The carrying amounts reported in the balance sheet for these instruments approximate their fair values.

Revenue Recognition

Our insurance subsidiaries recognize insurance premiums as income over the terms of the policies they issue. Our insurance subsidiaries calculate unearned premiums on a daily pro-rata basis.

Policy Acquisition Costs

We defer our insurance subsidiaries policy acquisition costs, consisting primarily of commissions, premium taxes and certain other underwriting costs, reduced by ceding commissions, that vary with and relate directly to the production of business. We amortize these deferred policy acquisition costs over the period in which our insurance subsidiaries earn the premiums. The method we follow in computing deferred policy acquisition costs limits the amount of such deferred costs to their estimated realizable value, which gives effect to the premium to be earned, related investment income, losses and loss expenses and certain other costs we expect to incur as our insurance subsidiaries earn the premium. Estimates in the calculation of policy acquisition costs have not shown material variability because of uncertainties in applying accounting principles or as a result of sensitivities to changes in key assumptions.

Property and Equipment

We report property and equipment at depreciated cost that we compute using the straight-line method based upon estimated useful lives of the assets.

Losses and Loss Expenses

Liabilities for losses and loss expenses are estimates at a given point in time of the amounts an insurer expects to pay with respect to policyholder claims based on facts and circumstances then known. At the time of establishing its estimates, an insurer recognizes that its ultimate liability for losses and loss expenses will exceed or be less than such estimates. Our insurance subsidiaries base their estimates of liabilities for losses and loss expenses on assumptions as to future loss trends and expected

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claims severity, judicial theories of liability and other factors. However, during the loss adjustment period, our insurance subsidiaries may learn additional facts regarding certain claims, and consequently, it often becomes necessary for our insurance subsidiaries to refine and adjust their estimates of liability. We reflect any adjustments to our insurance subsidiaries liabilities for losses and loss expenses in our operating results in the period in which our insurance subsidiaries record the changes in estimates.

Our insurance subsidiaries maintain liabilities for the payment of losses and loss expenses with respect to both reported and unreported claims. Our insurance subsidiaries establish these liabilities for the purpose of covering the ultimate costs of settling all losses, including investigation and litigation costs. Our insurance subsidiaries base the amount of their liability for reported losses primarily upon a case-by-case evaluation of the type of risk involved, knowledge of the circumstances surrounding each claim and the insurance policy provisions relating to the type of loss their policyholder incurred. Our insurance subsidiaries determine the amount of their liability for unreported claims and loss expenses on the basis of historical information by line of insurance. Our insurance subsidiaries account for inflation in the reserving function through analysis of costs and trends and reviews of historical reserving results. Our insurance subsidiaries closely monitor their liabilities and recompute them periodically using new information on reported claims and a variety of statistical techniques. Our insurance subsidiaries do not discount their liabilities for losses.

Reserve estimates can change over time because of unexpected changes in assumptions related to our insurance subsidiaries external environment and, to a lesser extent, assumptions as to our insurance subsidiaries internal operations. For example, our insurance subsidiaries have experienced a decrease in claims frequency on workers compensation claims during the past several years while claims severity has gradually increased. These trend changes give rise to greater uncertainty as to the pattern of future loss settlements on workers compensation claims. Related uncertainties regarding future trends include the cost of medical technologies and procedures and changes in the utilization of medical procedures. Assumptions related to our insurance subsidiaries external environment include the absence of significant changes in tort law and the legal environment that increase liability exposure, consistency in judicial interpretations of insurance coverage and policy provisions and the rate of loss cost inflation. Internal assumptions include consistency in the recording of premium and loss statistics, consistency in the recording of claims, payment and case reserving methodology, accurate measurement of the impact of rate changes and changes in policy provisions, consistency in the quality and characteristics of business written within a given line of business and consistency in reinsurance coverage and collectibility of reinsured losses, among other items. To the extent our insurance subsidiaries determine that underlying factors impacting their assumptions have changed, our insurance subsidiaries attempt to make appropriate adjustments for such changes in their reserves. Accordingly, our insurance subsidiaries ultimate liability for unpaid losses and loss expenses will likely differ from the amount recorded.

Our insurance subsidiaries seek to enhance their underwriting results by carefully selecting the product lines they underwrite. Our insurance subsidiaries personal lines products primarily include standard and preferred risks in private passenger automobile and homeowners lines. Our insurance subsidiaries commercial lines products primarily include business offices, wholesalers, service providers, contractors, artisans and light manufacturing operations. Our insurance subsidiaries have limited exposure to asbestos and other environmental liabilities. Our insurance subsidiaries write no medical malpractice liability risks.

Income Taxes

We currently file a consolidated federal income tax return.

We account for income taxes using the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities at enacted tax rates expected to be in effect when we realize or settle such amounts.

Credit Risk

Our objective is to earn competitive returns by investing in a diversified portfolio of securities. Our portfolio of fixed maturity securities and, to a lesser extent, short-term investments is subject to credit risk. We define this risk as the potential loss in fair value resulting from adverse changes in the borrower s ability to repay the debt. We manage this risk by performing an analysis of prospective investments and through regular reviews of our portfolio by our investment staff. We also limit the amount of our total investment portfolio that we invest in any one security.

Our insurance subsidiaries provide property and liability insurance coverages through independent insurance agencies located throughout their operating areas. Our insurance subsidiaries bill the majority of this business directly to their policyholders, although our insurance subsidiaries bill a portion of their commercial business through their agents, to whom they extend credit in the normal course of business.

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Our insurance subsidiaries have reinsurance agreements with Donegal Mutual and with a number of major unaffiliated reinsurers.

Reinsurance Accounting and Reporting

Our insurance subsidiaries rely upon reinsurance agreements to limit their maximum net loss from large single risks or risks in concentrated areas and to increase their capacity to write insurance. Reinsurance does not relieve our insurance subsidiaries from liability to their respective policyholders. To the extent that a reinsurer cannot pay losses for which it is liable under the terms of a reinsurance agreement with one of our insurance subsidiaries, our insurance subsidiaries retain continued liability for such losses. However, in an effort to reduce the risk of non-payment, our insurance subsidiaries require all of their reinsurers to have an A.M. Best rating of A- or better or, with respect to foreign reinsurers, to have a financial condition that, in the opinion of our management, is equivalent to a company with an A.M. Best rating of A- or better. We refer to Note 10 - Reinsurance for more information regarding the reinsurance agreements of our insurance subsidiaries.

Stock-Based Compensation

We measure all share-based payments to our directors and the directors and employees of our subsidiaries and affiliates, including grants of stock options, using a fair-value-based method and record such expense in our results of operations. In determining the expense we record for stock options granted to our directors and the directors and employees of our subsidiaries and affiliates, we estimate the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The significant assumptions we utilize in applying the Black-Scholes option pricing model are the risk-free interest rate, expected term, dividend yield and expected volatility.

In 2014, 2013 and 2012, we realized $304,533, $531,159 and $52,422, respectively, in tax benefits upon the exercise of stock options.

Earnings per Share

We calculate basic earnings per share by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

We have two classes of common stock, which we refer to as Class A common stock and Class B common stock. Our Class A common stock is entitled to the declaration and payment of cash dividends that are at least 10% higher than those we declare and pay on our Class B common stock. Accordingly, we use the two-class method for the computation of earnings per common share. The two-class method is an earnings allocation formula that determines earnings per share separately for each class of common stock based on dividends declared and an allocation of remaining undistributed earnings using a participation percentage that reflects the dividend rights of each class.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the underlying fair value of acquired entities. When completing acquisitions, we seek also to identify separately identifiable intangible assets that we have acquired. We assess goodwill and intangible assets with an indefinite useful life for impairment annually. We also assess goodwill and other intangible assets for impairment upon the occurrence of certain events. In making our assessment, we consider a number of factors including operating results, business plans, economic projections, anticipated future cash flows and current market data. Inherent uncertainties exist with respect to these factors and to our judgment in applying them when we make our assessment. Impairment of goodwill and other intangible assets could result from changes in economic and operating conditions in future periods.

2 - Impact of New Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued an accounting standard update (ASU) related to the accounting for revenue from contracts with customers. The intent of this standard is to help reduce diversity in practice and enhance comparability between entities related to revenue recognition. The standard is effective for fiscal years beginning after December 15, 2016. Since the accounting for insurance contracts is outside of the scope of this ASU, we do not expect this standard to have a significant impact on our financial condition, cash flows or results of operations.

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In August 2014, the FASB issued an ASU related to the disclosure of uncertainties about an entity s ability to continue as a going concern. The intent of this standard is to help reduce the diversity in the timing and content of footnote disclosures as those disclosures relate to an entity s ability to continue as a going concern. The standard is effective for annual periods ending after December 15, 2016. If conditions or events raise substantial doubt that is not alleviated, an entity should disclose that there is substantial doubt about the entity s ability to continue as a going concern within one year after the date that the financial statements are issued (or available to be issued), along with the principal conditions or events that raise substantial doubt, management s evaluation of the significance of those conditions or events in relation to the entity s ability to meet its obligations and management s plans that are intended to mitigate those conditions.

3 - Transactions with Affiliates

Our insurance subsidiaries conduct business and have various agreements with Donegal Mutual that we describe in the following subparagraphs:

a. Reinsurance Pooling and Other Reinsurance Arrangements

Atlantic States, our largest insurance subsidiary, and Donegal Mutual have a pooling agreement under which both companies contribute all of their direct written business to the pool and receive an allocated percentage of their combined underwriting results, excluding certain reinsurance Donegal Mutual assumes from our insurance subsidiaries. Atlantic States has an 80% share of the results of the pool, and Donegal Mutual has a 20% share of the results of the pool. The intent of the pooling agreement is to produce more uniform and stable underwriting results from year to year for each pool participant than they would experience individually and to spread the risk of loss between the participants based on each participant s relative amount of surplus and relative access to capital. Each participant in the pool has at its disposal the capacity of the entire pool, rather than being limited to policy exposures of a size commensurate with its own capital and surplus.

The following amounts represent reinsurance Atlantic States ceded to the pool during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 158,221,567	$ 145,678,744	$ 132,876,094
Losses and loss expenses	116,193,967	95,037,273	92,459,147
Prepaid reinsurance premiums	82,144,290	75,232,651	70,572,281
Liability for losses and loss expenses	98,873,924	88,035,924	83,623,652

The following amounts represent reinsurance Atlantic States assumed from the pool during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 372,001,855	$ 337,548,492	$ 298,803,060
Losses and loss expenses	257,682,215	198,785,775	187,415,893
Unearned premiums	190,470,447	176,845,395	157,140,642
Liability for losses and loss expenses	196,781,007	175,497,405	162,863,045

Donegal Mutual and Le Mars have a quota-share reinsurance agreement whereby Le Mars assumes 100% of the premiums and losses related to certain products Donegal Mutual offers in certain Midwestern states, which provide the availability of complementary products to Le Mars commercial accounts. Until October 31, 2012, Donegal Mutual and Southern had a quota-share reinsurance agreement whereby Southern assumed 100% of the premiums and losses related to personal lines products Donegal Mutual offered in Virginia through the use of its automated policy quoting and issuance system. The following amounts represent reinsurance Southern and Le Mars assumed from Donegal Mutual pursuant to the quota-share reinsurance agreements during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 4,265,196	$ 12,170,155	$ 22,189,399
Losses and loss expenses	4,002,879	10,839,444	19,620,587
Unearned premiums	514,297	1,831,672	9,926,381
Liability for losses and loss expenses	7,360,792	7,838,274	8,873,592

Donegal Mutual and MICO have a quota-share reinsurance agreement whereby Donegal Mutual assumes 25% of the premiums and losses related to the business of MICO. Donegal Mutual and Peninsula have a quota-share reinsurance agreement whereby Donegal Mutual assumes 100% of the premiums and losses related to the workers compensation product line of Peninsula in certain states. The business Donegal Mutual assumes becomes part of the pooling agreement between Donegal Mutual and Atlantic States.

The following amounts represent reinsurance ceded to Donegal Mutual pursuant to these quota-share reinsurance agreements during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 36,007,453	$ 34,992,435	$ 33,046,914
Losses and loss expenses	24,951,662	25,301,470	22,569,557
Prepaid reinsurance premiums	16,396,417	16,032,985	15,457,605
Liability for losses and loss expenses	28,172,373	25,298,464	18,285,182

Atlantic States, Southern and Le Mars each have a catastrophe reinsurance agreement with Donegal Mutual that provides coverage under any one catastrophic occurrence above a set retention ($2,000,000, $1,500,000 and $500,000 for Atlantic States, Southern and Le Mars, respectively), with a combined retention of $4,000,000 for a catastrophe involving a combination of these subsidiaries, up to the amount Donegal Mutual and our insurance subsidiaries retain under catastrophe reinsurance agreements with unaffiliated reinsurers. Donegal Mutual and Southern have an excess of loss reinsurance agreement in which Donegal Mutual assumes up to $500,000 of losses in excess of $500,000.

The following amounts represent reinsurance that our insurance subsidiaries ceded to Donegal Mutual pursuant to these reinsurance agreements during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 14,967,796	$ 12,108,754	$ 12,460,511
Losses and loss expenses	11,691,957	2,323,726	10,787,850
Liability for losses and loss expenses	3,981,351	2,366,370	2,206,786

The following amounts represent the effect of affiliated reinsurance transactions on net premiums our insurance subsidiaries earned during 2014, 2013 and 2012:

	2014	2013	2012
Assumed	$ 376,267,051	$ 349,718,647	$ 320,992,459
Ceded	(209,196,816)	(192,779,933)	(178,383,519)
Net	$ 167,070,235	$ 156,938,714	$ 142,608,940

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The following amounts represent the effect of affiliated reinsurance transactions on net losses and loss expenses our insurance subsidiaries incurred during 2014, 2013 and 2012:

	2014	2013	2012
Assumed	$ 261,685,094	$ 209,625,219	$ 207,036,480
Ceded	(152,837,586)	(122,662,469)	(125,816,554)
Net	$ 108,847,508	$ 86,962,750	$ 81,219,926

b. Expense Sharing

Donegal Mutual provides facilities, management and other services to us and our insurance subsidiaries. Donegal Mutual allocates certain related expenses to Atlantic States in relation to the relative participation of Atlantic States and Donegal Mutual in the pooling agreement. Our insurance subsidiaries other than Atlantic States reimburse Donegal Mutual for their personnel costs and bear their proportionate share of information services costs based on their percentage of the total written premiums of the Donegal Insurance Group. Charges for these services totalled $98,634,816, $94,021,056 and $78,778,333 for 2014, 2013 and 2012, respectively.

c. Lease Agreement

We lease office equipment and automobiles with terms ranging from 3 to 10 years to Donegal Mutual under a 10-year lease agreement dated January 1, 2011.

d. Legal Services

Donald H. Nikolaus, our Chairman of the Board and President and one of our directors, is a partner in the law firm of Nikolaus & Hohenadel. Such firm has served as our general counsel since 1986, principally in connection with the defense of claims litigation arising in Lancaster, Dauphin and York counties of Pennsylvania. We pay such firm its customary fees for such services.

e. Union Community Bank

At December 31, 2014 and 2013, we had $28,868,418 and $24,001,726, respectively, in checking accounts with UCB, a wholly owned subsidiary of DFSC. We earned $2,757, $1,954 and $1,591 in interest on these accounts during 2014, 2013 and 2012, respectively.

4 - Investments

The amortized cost and estimated fair values of fixed maturities and equity securities at December 31, 2014 and 2013 are as follows:

	2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Held to Maturity				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 53,619,146	$ 1,693,994	$ 127	$ 55,313,013
Obligations of states and political subdivisions	110,998,967	10,312,987	4,892	121,307,062
Corporate securities	52,225,691	1,234,527	460,523	52,999,695
Mortgage-backed securities	90,547,895	2,098,995	111,581	92,535,309
Totals	$ 307,391,699	$ 15,340,503	$ 577,123	$ 322,155,079

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	2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for Sale				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 21,152,999	$ 125,609	$ 19,866	$ 21,258,742
Obligations of states and political subdivisions	248,045,899	18,210,313	14,150	266,242,062
Corporate securities	53,210,731	809,207	75,040	53,944,898
Mortgage-backed securities	91,791,807	2,004,558	92,283	93,704,082
Fixed maturities	414,201,436	21,149,687	201,339	435,149,784
Equity securities	29,985,828	1,651,822	815,628	30,822,022
Totals	$ 444,187,264	$ 22,801,509	$ 1,016,967	$ 465,971,806

	2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Held to Maturity				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 47,945,882	$	$ 869,683	$ 47,076,199
Obligations of states and political subdivisions	108,435,110	465,309	446,695	108,453,724
Corporate securities	14,874,969	17,337	111,957	14,780,349
Mortgage-backed securities	69,114,316	32,810	666,922	68,480,204
Totals	$ 240,370,277	$ 515,456	$ 2,095,257	$ 238,790,476

	2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for Sale				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 14,272,550	$ 117,736	$ 56,589	$ 14,333,697
Obligations of states and political subdivisions	265,783,151	11,778,794	15,221	277,546,724
Corporate securities	39,939,873	775,430	43,380	40,671,923
Mortgage-backed securities	70,258,677	923,380	82,436	71,099,621
Fixed maturities	390,254,251	13,595,340	197,626	403,651,965
Equity securities	12,168,110	347,594	92,867	12,422,837
Totals	$ 402,422,361	$ 13,942,934	$ 290,493	$ 416,074,802

At December 31, 2014, our holdings of obligations of states and political subdivisions included general obligation bonds with an aggregate fair value of $279.7 million and an amortized cost of $259.8 million. Our holdings also included special revenue bonds with an aggregate fair value of $107.8 million and an amortized cost of $99.2 million. With respect to both categories of bonds, we held no securities of any issuer that comprised more than 10% of the category at December 31, 2014. Education bonds and water and sewer utility bonds represented 55% and 27%, respectively, of our total investments in special revenue bonds based on their carrying values at December 31, 2014. Many of the issuers of the special revenue bonds we held at December 31, 2014 have the authority to impose ad valorem taxes. In that respect, many of the special revenue bonds we held are similar to general obligation bonds.

At December 31, 2013, our holdings of obligations of states and political subdivisions included general obligation bonds with an aggregate fair value of $294.1 million and an amortized cost of $284.9 million. Our holdings also included special revenue bonds with an aggregate fair value of $91.9 million and an amortized cost of $89.3 million. With respect to both categories, we held no securities of any issuer that comprised more

than 10% of the category at December 31, 2013. Education bonds and water and sewer utility bonds represented 56% and 23%, respectively, of our total investments in special revenue bonds based on their carrying values at December 31, 2013. Many of the issuers of the special revenue bonds we held at December 31, 2013 have the authority to impose ad valorem taxes. In that respect, many of the special revenue bonds we held are similar to general obligation bonds.

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We made reclassifications from available for sale to held to maturity of fixed maturities at fair value on November 30, 2013. We present the impact of the transfers at November 30, 2013, summarized by type of securities, in the following table:

	Amortized Cost	Estimated Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 50,627,225	$ 47,914,311
Obligations of states and political subdivisions	88,456,842	79,866,801
Corporate securities	15,745,976	14,879,294
Mortgage-backed securities	72,465,250	69,567,883
Totals	$ 227,295,293	$ 212,228,289

We have segregated within accumulated other comprehensive loss the net unrealized losses of $15.1 million arising prior to the November 30, 2013 reclassification date for fixed maturities reclassified from available for sale to held to maturity. We will amortize this balance over the remaining life of the related securities as an adjustment of yield in a manner consistent with the accretion of discount on the same fixed maturities. During 2014, we recorded amortization of $1.4 million in accumulated other comprehensive income. At December 31, 2014 and 2013, net unrealized losses of $13.6 million and $15.0 million, respectively, remained within accumulated other comprehensive income.

We set forth below the amortized cost and estimated fair value of fixed maturities at December 31, 2014 by contractual maturity. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Estimated Fair Value
Held to maturity		
Due in one year or less	$ 6,044,194	$ 6,078,378
Due after one year through five years	24,594,744	24,790,663
Due after five years through ten years	84,496,065	87,134,521
Due after ten years	101,708,801	111,616,208
Mortgage-backed securities	90,547,895	92,535,309
Total held to maturity	$ 307,391,699	$ 322,155,079
Available for sale		
Due in one year or less	$ 26,517,330	$ 26,841,847
Due after one year through five years	81,031,079	83,788,993
Due after five years through ten years	98,379,860	104,585,982
Due after ten years	116,481,360	126,228,880
Mortgage-backed securities	91,791,807	93,704,082
Total available for sale	$ 414,201,436	$ 435,149,784

The amortized cost of fixed maturities on deposit with various regulatory authorities at December 31, 2014 and 2013 amounted to $10,458,585 and $10,553,953, respectively.

Our investments in affiliates represented our 48.2% investment in DFSC in the amount of $39,283,924 and $35,685,433 at December 31, 2014 and 2013, respectively. We account for investments in our affiliates using the equity method of accounting. Under this method, we record our investment at cost, with adjustments for our share of our affiliates earnings and losses as well as changes in our affiliates equity due to unrealized gains and losses. In May 2011, DFSC merged with UNNF, with DFSC as the surviving company in the merger. Under the merger agreement, Province Bank FSB, which DFSC owned, and Union National Community Bank, which UNNF owned, also merged and began doing

business as UCB. Donegal Mutual contributed $22.1 million and we contributed $20.6 million to DFSC as additional capital to facilitate the mergers. We made an additional equity investment in DFSC in the amount of $100,000 during 2012.

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We include our share of DFSC s net income in our results of operations. We have compiled the following summary financial information for DFSC at December 31, 2014 and 2013 from the financial statements of DFSC.

	December 31,	
	2014	2013
Balance sheets:		
Total assets	$ 505,934,003	$ 512,577,883
Total liabilities	$ 424,266,891	$ 438,649,355
Stockholders equity	81,667,112	73,928,528
Total liabilities and stockholders equity	$ 505,934,003	$ 512,577,883

	Year Ended December 31,		
	2014	2013	2012
Income statements:			
Net income	$ 2,853,576	$ 6,030,292	$ 9,401,001

Other comprehensive income (loss) in our statements of comprehensive income includes net unrealized gains (losses) of $1.5 million, ($2.2 million) and $138,771 for 2014, 2013 and 2012, respectively, representing our share of DFSC s unrealized investment gains or losses.

We derive net investment income, consisting primarily of interest and dividends, from the following sources:

	2014	2013	2012
Fixed maturities	$ 22,910,621	$ 23,621,977	$ 24,642,897
Equity securities	528,453	122,603	85,905
Short-term investments	139,243	98,817	34,482
Other	34,675	41,608	44,874
Investment income	23,612,992	23,885,005	24,808,158
Investment expenses	(5,268,610)	(5,089,766)	(4,639,239)
Net investment income	$ 18,344,382	$ 18,795,239	$ 20,168,919

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We present below gross realized gains and losses from investments, including those we classified as held to maturity, and the change in the difference between fair value and cost of investments:

	2014	2013	2012
Gross realized gains:			
Fixed maturities	$ 1,811,295	$ 4,774,437	$ 6,730,331
Equity securities	1,455,076	1,634,315	926,053
	3,266,371	6,408,752	7,656,384
Gross realized losses:			
Fixed maturities	37,449	3,091,538	42,135
Equity securities	94,841	893,772	754,810
	132,290	3,985,310	796,945
Net realized gains	$ 3,134,081	$ 2,423,442	$ 6,859,439
Change in difference between fair value and cost of investments:			
Fixed maturities	$ 23,893,815	$ (29,153,645)	$ 5,739,506
Equity securities	581,467	160,652	(104,660)
Totals	$ 24,475,282	$ (28,992,993)	$ 5,634,846

We held fixed maturities and equity securities with unrealized losses representing declines that we considered temporary at December 31, 2014 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 6,821,013	$ 18,511	$ 937,448	$ 1,482
Obligations of states and political subdivisions	4,145,920	15,356	1,309,285	3,686
Corporate securities	26,854,423	499,697	2,397,635	35,866
Mortgage-backed securities	13,360,859	71,730	9,025,795	132,134
Equity securities	7,511,808	815,628		
Totals	$ 58,694,023	$ 1,420,922	$ 13,670,163	$ 173,168

We held fixed maturities and equity securities with unrealized losses representing declines that we considered temporary at December 31, 2013 as follows:

	Less than 12 months		12 months or longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 50,802,809	$ 821,941	$ 4,642,775	$ 104,331
Obligations of states and political subdivisions	65,170,891	363,240	13,404,781	98,676

Corporate securities	16,693,759	83,535	6,851,898	71,802
Mortgage-backed securities	72,878,347	535,944	19,013,889	213,414
Equity securities	1,628,893	92,867		
Totals	$ 207,174,699	$ 1,897,527	$ 43,913,343	$ 488,223

We make estimates concerning the valuation of our investments and the recognition of other-than-temporary declines in the value of our investments. For equity securities, we write down the investment to its fair value, and we reflect the amount of the write-down as a realized loss in our results of operations when we consider the decline in value of an individual investment to be other than temporary. We individually monitor all investments for other-than-temporary declines in value. Generally, we assume there has been an other-than-temporary decline in value if an individual equity security has depreciated in value by more than 20% of original cost and has been in such an unrealized loss position for more than six months. We held 12 equity

securities that were in an unrealized loss position at December 31, 2014. Based upon our analysis of general market conditions and underlying factors impacting these equity securities, we considered these declines in value to be temporary. With respect to a debt security that is in an unrealized loss position, we first assess if we intend to sell the debt security. If we determine we intend to sell the debt security, we recognize the impairment loss in our results of operations. If we do not intend to sell the debt security, we determine whether it is more likely than not that we will be required to sell the debt security prior to recovery. If we determine it is more likely than not that we will be required to sell the debt security prior to recovery, we recognize an impairment loss in our results of operations. If we determine it is more likely than not that we will not be required to sell the debt security prior to recovery, we then evaluate whether a credit loss has occurred. We determine whether a credit loss has occurred by comparing the amortized cost of the debt security to the present value of the cash flows we expect to collect. If we expect a cash flow shortfall, we consider that a credit loss has occurred. If we determine that a credit loss has occurred, we consider the impairment to be other than temporary. We then recognize the amount of the impairment loss related to the credit loss in our results of operations, and we recognize the remaining portion of the impairment loss in our other comprehensive income, net of applicable taxes. In addition, we may write down securities in an unrealized loss position based on a number of other factors, including when the fair value of an investment is significantly below its cost, when the financial condition of the issuer of a security has deteriorated, the occurrence of industry, company or geographic events that have negatively impacted the value of a security and rating agency downgrades. We held 95 debt securities that were in an unrealized loss position at December 31, 2014. Based upon our analysis of general market conditions and underlying factors impacting these debt securities, we considered these declines in value to be temporary.

We did not recognize any impairment losses in 2014, 2013 or 2012. We had no sales or transfers from the held to maturity portfolio in 2014, 2013 or 2012. We have no derivative instruments or hedging activities during 2014, 2013 or 2012.

5 - Fair Value Measurements

We account for financial assets using a framework that establishes a hierarchy that ranks the quality and reliability of inputs, or assumptions, used in the determination of fair value and we classify financial assets and liabilities carried at fair value in one of the following three categories:

Level 1 - quoted prices in active markets for identical assets and liabilities;

Level 2 - directly or indirectly observable inputs other than Level 1 quoted prices; and

Level 3 - unobservable inputs not corroborated by market data.

For investments that have quoted market prices in active markets, we use the quoted market price as fair value and include these investments in Level 1 of the fair value hierarchy. We classify publicly traded equity securities as Level 1. When quoted market prices in active markets are not available, we base fair values on quoted market prices of comparable instruments or price estimates we obtain from independent pricing services. We classify our fixed maturity investments as Level 2. Our fixed maturity investments consist of U.S. Treasury securities and obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, corporate securities and mortgage-backed securities. We also classify a portion of our equity securities as Level 2.

We present our investments in available-for-sale fixed maturity and equity securities at estimated fair value. The estimated fair value of a security may differ from the amount that could be realized if we sold the security in a forced transaction. In addition, the valuation of fixed maturity investments is more subjective when markets are less liquid, increasing the potential that the estimated fair value does not reflect the price at which an actual transaction would occur. We utilize nationally recognized independent pricing services to estimate fair values or obtain market quotations for substantially all of our fixed maturity and equity investments. We generally obtain two prices per security. The pricing services utilize market quotations for fixed maturity and equity securities that have quoted prices in active markets. For fixed maturity securities that generally do not trade on a daily basis, the pricing services prepare estimates of fair value measurements based predominantly on observable market inputs. The pricing services do not use broker quotes in determining the fair values of our investments. Our investment personnel review the estimates of fair value the pricing services provide to determine if the estimates we obtain are representative of fair values based upon the general knowledge of the market of our investment personnel, their research findings related to unusual fluctuations in value and their comparison of such values to execution prices for similar securities. Our investment personnel monitor the market and are familiar with current trading ranges for similar securities and pricing of specific investments. Our investment personnel review all pricing estimates that we receive from the pricing services against their expectations with respect to pricing based on fair market curves, security ratings, coupon rates, security type and recent trading activity. Our investment personnel review documentation with respect to the pricing services pricing methodology that

they obtain periodically to determine if the primary pricing sources, market inputs and pricing frequency for various security types are reasonable. At December 31, 2014, we received two estimates per security from the pricing services, and we priced substantially all of our Level 1 and Level 2 investments using those prices. In our review of the estimates the pricing services provided at December 31, 2014, we did not identify any material discrepancies, and we did not make any adjustments to the estimates the pricing services provided.

We present our cash and short-term investments at estimated fair value. The carrying values in the balance sheet for premium receivables and reinsurance receivables and payables for premiums and paid losses and loss expenses approximate their fair values. The carrying amounts reported in the balance sheet for our subordinated debentures and borrowings under lines of credit approximate their fair values. We classify these items as Level 3. We evaluate our assets and liabilities on a recurring basis to determine the appropriate level at which to classify them for each reporting period.

We evaluate our assets and liabilities on a regular basis to determine the appropriate level at which to classify them for each reporting period. Based on our review of the methodology and summary of inputs the pricing services use, we have concluded that our Level 1 and Level 2 investments were classified properly at December 31, 2014 and 2013.

The following table presents our fair value measurements for our investments in available-for-sale fixed maturity and equity securities at December 31, 2014:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 21,258,742	$	$ 21,258,742	$
Obligations of states and political subdivisions	266,242,062		266,242,062	
Corporate securities	53,944,898		53,944,898	
Mortgage-backed securities	93,704,082		93,704,082	
Equity securities	30,822,022	20,767,600	10,054,422	
Totals	$ 465,971,806	$ 20,767,600	$ 445,204,206	$

The following table presents our fair value measurements for our investments in available-for-sale fixed maturity and equity securities at December 31, 2013:

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$ 14,333,697	$	$ 14,333,697	$
Obligations of states and political subdivisions	277,546,724		277,546,724	
Corporate securities	40,671,923		40,671,923	
Mortgage-backed securities	71,099,621		71,099,621	
Equity securities	12,422,837	6,467,766	5,955,071	
Totals	$ 416,074,802	$ 6,467,766	$ 409,607,036	$

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6 - Deferred Policy Acquisition Costs

Changes in our insurance subsidiaries deferred policy acquisition costs are as follows:

	2014	2013	2012
Balance, January 1	$ 43,627,510	$ 40,121,697	$ 36,424,955
Acquisition costs deferred	94,817,098	85,258,813	78,010,742
Amortization charged to earnings	(90,146,000)	(81,753,000)	(74,314,000)
Balance, December 31	$ 48,298,608	$ 43,627,510	$ 40,121,697

7 - Property and Equipment

Property and equipment at December 31, 2014 and 2013 consisted of the following:

	2014	2013	Estimated Useful Life
Office equipment	$ 9,458,444	$ 9,116,070	3-15 years
Automobiles	2,069,761	2,106,116	5 years
Real estate	7,183,312	5,911,129	5-50 years
Software	2,776,141	2,717,205	5 years
	21,487,658	19,850,520	
Accumulated depreciation	(13,819,318)	(13,425,817)	
	$ 7,668,340	$ 6,424,703	

Depreciation expense for 2014, 2013 and 2012 amounted to $883,674, $783,897 and $944,632, respectively.

8 - Liability for Losses and Loss Expenses

The establishment of an appropriate liability for losses and loss expenses is an inherently uncertain process, and we can provide no assurance that our insurance subsidiaries ultimate liability will not exceed their loss and loss expense reserves and have an adverse effect on our results of operations and financial condition. Furthermore, we cannot predict the timing, frequency and extent of adjustments to our insurance subsidiaries estimated future liabilities, because the historical conditions and events that serve as a basis for our insurance subsidiaries estimates of ultimate claim costs may change. As is the case for substantially all property and casualty insurance companies, our insurance subsidiaries have found it necessary in the past to increase their estimated future liabilities for losses and loss expenses in certain periods, and, in other periods, their estimates have exceeded their actual liabilities. Changes in our insurance subsidiaries estimate of their liability for losses and loss expenses generally reflect actual payments and their evaluation of information received since the prior reporting date.

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We summarize activity in our insurance subsidiaries liability for losses and loss expenses as follows:

	2014	2013	2012
Balance at January 1	$ 495,619,269	$ 458,827,395	$ 442,407,615
Less reinsurance recoverable	(230,014,037)	(207,891,560)	(199,392,836)
Net balance at January 1	265,605,232	250,935,835	243,014,779
Incurred related to:			
Current year	373,932,058	332,770,088	325,275,882
Prior years	14,469,124	10,357,863	7,595,702
Total incurred	388,401,182	343,127,951	332,871,584
Paid related to:			
Current year	229,939,627	201,781,955	205,876,331
Prior years	131,765,745	126,676,599	119,074,197
Total paid	361,705,372	328,458,554	324,950,528
Net balance at December 31	292,301,042	265,605,232	250,935,835
Plus reinsurance recoverable	245,957,364	230,014,037	207,891,560
Balance at December 31	$ 538,258,406	$ 495,619,269	$ 458,827,395

Our insurance subsidiaries recognized an increase in their liability for losses and loss expenses of prior years of $14.5 million, $10.4 million and $7.6 million in 2014, 2013 and 2012, respectively. Our insurance subsidiaries made no significant changes in their reserving philosophy, key reserving assumptions or claims management personnel, and they have made no significant offsetting changes in estimates that increased or decreased their loss and loss expense reserves in these years. The 2014 development represented 5.4% of the December 31, 2013 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability, commercial multiple peril and commercial automobile lines of business in accident years prior to 2014. The majority of the 2014 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. The 2013 development represented 4.1% of the December 31, 2012 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability, commercial multiple peril, commercial automobile and workers compensation lines of business in accident years prior to 2013. The majority of the 2013 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern. The 2012 development represented 3.1% of the December 31, 2011 net carried reserves and resulted primarily from higher-than-expected severity in the private passenger automobile liability and workers compensation lines of business in accident years prior to 2012. The majority of the 2012 development related to increases in the liability for losses and loss expenses of prior years for Atlantic States and Southern.

9 - Borrowings

Lines of Credit

In June 2014, we renewed our existing credit agreement with Manufacturers and Traders Trust Company (M&T) relating to a $60.0 million unsecured, revolving line of credit. The line of credit now expires in July 2017. We have the right to request a one-year extension of the credit agreement as of each anniversary date of the agreement. At December 31, 2014, we had $38.5 million in outstanding borrowings and had the ability to borrow an additional $21.5 million at interest rates equal to M&T s current prime rate or the then current LIBOR rate plus 2.25%. The interest rate on our outstanding borrowings is adjustable quarterly. At December 31, 2014, the interest rate on our outstanding borrowings was 2.42%. We pay a fee of 0.2% per annum on the loan commitment amount regardless of usage. The credit agreement requires our compliance with certain covenants. These covenants include minimum levels of our net worth, leverage ratio, statutory surplus and the A.M. Best ratings of our insurance subsidiaries. We complied with all requirements of the credit agreement during 2014.

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MICO has an agreement with the Federal Home Loan Bank (FHLB) of Indianapolis. Through its membership, MICO has the ability to issue debt to the FHLB of Indianapolis in exchange for cash advances. There were no outstanding borrowings at December 31, 2014 or 2013. The table below presents the amount of FHLB of Indianapolis stock MICO purchased, collateral pledged and assets related to MICO s agreement at December 31, 2014.

FHLB stock purchased and owned as part of the agreement	$ 239,300
Collateral pledged, at par (carrying value $2,414,378)	2,302,744
Borrowing capacity currently available	2,081,813

Atlantic States is a member of the FHLB of Pittsburgh. Through its membership, Atlantic States has the ability to issue debt to the FHLB of Pittsburgh in exchange for cash advances. During 2013, Atlantic States issued secured debt in the principal amount of $15.0 million to the FHLB of Pittsburgh in exchange for cash advances in the amount of $15.0 million. Atlantic States then loaned $15.0 million to us. We used the proceeds of our loan from Atlantic States to fund our prepayment of our subordinated debentures, as we discuss below. The interest rate on the advances was .31% at December 31, 2014. The table below presents the amount of FHLB of Pittsburgh stock Atlantic States purchased, collateral pledged and assets related to Atlantic States membership in the FHLB of Pittsburgh at December 31, 2014.

FHLB stock purchased and owned as part of the agreement	$ 697,700
Collateral pledged, at par (carrying value $16,050,771)	16,236,519
Borrowing capacity currently available	430,549

Subordinated Debentures

On October 29, 2003, we received $10.0 million in net proceeds from the issuance of subordinated debentures. The debentures had a maturity date of October 29, 2033 and were callable at our option, at par. The debentures carried an interest rate equal to the three-month LIBOR rate plus 3.85%. On January 28, 2013, we prepaid these subordinated debentures in full and liquidated our investment in the statutory trust.

On May 24, 2004, we received $5.0 million in net proceeds from the issuance of subordinated debentures. The debentures had a maturity date of May 24, 2034 and were callable at our option, at par. The debentures carried an interest rate equal to the three-month LIBOR rate plus 3.85%. On February 25, 2013, we prepaid these subordinated debentures in full and liquidated our investment in the statutory trust.

In January 2002, West Bend purchased a surplus note from MICO for $5.0 million to increase MICO s statutory surplus. On December 1, 2010, Donegal Mutual purchased the surplus note from West Bend at face value. The surplus note carries an interest rate of 5.00%, and any repayment of principal or interest requires prior insurance regulatory approval. Upon receipt of regulatory approval, MICO paid $250,000 in interest to Donegal Mutual during each of 2014, 2013 and 2012.

10 - Reinsurance

Unaffiliated Reinsurers

Our insurance subsidiaries and Donegal Mutual purchase certain third-party reinsurance on a combined basis. Le Mars, MICO, Peninsula and Sheboygan also have separate third-party reinsurance programs that provide certain coverage that is commensurate with their relative size and exposures. Our insurance subsidiaries use several different reinsurers, all of which, consistent with the requirements of our insurance subsidiaries and Donegal Mutual, have an A.M. Best rating of A- (Excellent) or better, or, with respect to foreign reinsurers, have a financial condition that, in the opinion of our management, is equivalent to a company with at least an A- rating from A.M. Best. The external reinsurance our insurance subsidiaries and Donegal Mutual purchase includes excess of loss reinsurance, under which their losses are automatically reinsured, through a series of contracts, over a set retention (generally $1.0 million), and catastrophic reinsurance, under which they recover, through a series of contracts, 100% of an accumulation of many losses resulting from a single event, including natural disasters, over a set retention (generally $5.0 million) and after exceeding an annual aggregate deductible ($1.5 million in 2014, $5.0 million in 2013 and $0 in 2012) up to aggregate losses of $149.0 million per occurrence. For property insurance, our insurance subsidiaries have excess of loss treaties that provided for coverage up to $5.0 million per loss. For liability insurance, our

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insurance subsidiaries have excess of loss treaties that provided for coverage up to $50.0 million per occurrence. For workers compensation insurance, our insurance subsidiaries have excess of loss treaties that provided for coverage up to $10.0 million on any one life. Our insurance subsidiaries and Donegal Mutual have property catastrophe coverage through a series of layered treaties up to aggregate losses of $154.0 million for any single event. As many as 19 reinsurers provided coverage for 2014 on any one treaty with no reinsurer taking more than 40% of any one treaty. The amount of coverage provided under each of these types of reinsurance depends upon the amount, nature, size and location of the risks being reinsured. Donegal Mutual and our insurance subsidiaries also purchased facultative reinsurance to cover exposures from losses that exceeded the limits provided by the treaty reinsurance Donegal Mutual and our insurance subsidiaries purchased. In order to write automobile insurance in the State of Michigan, MICO is required to be a member of the Michigan Catastrophic Claims Association (MCCA). The MCCA provides reinsurance to MICO for personal automobile and commercial automobile personal injury claims in the State of Michigan over a set retention.

Through December 1, 2010, MICO and West Bend were parties to quota-share reinsurance agreements whereby MICO ceded 75% of its business to West Bend. MICO and West Bend agreed to terminate the reinsurance agreement in effect at November 30, 2010 on a run-off basis. West Bend s obligations related to all past reinsurance agreements with MICO remain in effect for all policies effective prior to December 1, 2010.

For policies effective through December 31, 2014, MICO maintained a quota-share reinsurance agreement with third-party reinsurers to reduce its net exposures. Effective from December 1, 2010 to December 31, 2011, the quota-share reinsurance percentage was 50%. Effective January 1, 2012, MICO reduced the quota-share reinsurance percentage to 40%. Effective January 1, 2013, MICO reduced the quota-share reinsurance percentage to 30%. Effective January 1, 2014, MICO reduced the quota-share reinsurance percentage to 20%. Effective January 1, 2015, MICO no longer maintains a quota-share reinsurance agreement with third-party reinsurers.

The following amounts represent ceded reinsurance transactions with unaffiliated reinsurers during 2014, 2013 and 2012:

	2014	2013	2012
Premiums written	$ 62,351,702	$ 69,776,461	$ 76,736,510
Premiums earned	66,418,933	73,504,433	79,680,782
Losses and loss expenses	78,912,356	58,556,283	56,179,284
Prepaid reinsurance premiums	17,331,076	21,398,306	25,126,276
Liability for losses and loss expenses	114,929,716	114,313,279	103,775,940

Total Reinsurance

The following amounts represent our total ceded reinsurance transactions with both affiliated and unaffiliated reinsurers during 2014, 2013 and 2012:

	2014	2013	2012
Premiums earned	$ 275,615,749	$ 266,284,366	$ 258,064,301
Losses and loss expenses	231,749,942	181,218,752	181,995,838
Prepaid reinsurance premiums	115,871,783	112,663,942	111,156,162
Liability for losses and loss expenses	245,957,364	230,014,037	207,891,560

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The following amounts represent the effect of reinsurance on premiums written for 2014, 2013 and 2012:

	2014	2013	2012
Direct	$ 469,274,692	$ 441,469,330	$ 419,811,847
Assumed	388,750,312	359,753,517	339,389,274
Ceded	(278,823,589)	(267,792,144)	(262,754,201)
Net premiums written	$ 579,201,415	$ 533,430,703	$ 496,446,920

The following amounts represent the effect of reinsurance on premiums earned for 2014, 2013 and 2012:

	2014	2013	2012
Direct	$ 455,689,137	$ 431,788,593	$ 408,846,530
Assumed	376,424,147	349,787,717	324,219,993
Ceded	(275,615,749)	(266,284,366)	(258,064,301)
Net premiums earned	$ 556,497,535	$ 515,291,944	$ 475,002,222

11 - Income Taxes

Our provision for income tax consists of the following:

	2014	2013	2012
Current	$ 2,707,478	$ 4,973,430	$ 3,614,390
Deferred	(963,679)	1,414,843	1,151,250
Federal income tax provision	$ 1,743,799	$ 6,388,273	$ 4,765,640

Our effective tax rate is different from the amount computed at the statutory federal rate of 35% for 2014, 2013 and 2012. The reasons for such difference and the related tax effects are as follows:

	2014	2013	2012
Income before income taxes	$ 16,282,817	$ 32,710,265	$ 27,858,260
Computed expected taxes	5,698,986	11,448,593	9,750,391
Tax-exempt interest	(5,063,140)	(5,789,963)	(5,824,281)
Proration	766,334	868,306	869,551
Other, net	341,619	(138,663)	(30,021)
Federal income tax provision	$ 1,743,799	$ 6,388,273	$ 4,765,640

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The tax effects of temporary differences that give rise to significant portions of our deferred tax assets and deferred tax liabilities at December 31, 2014 and 2013 are as follows:

	2014	2013
Deferred tax assets:		
Unearned premium	$ 20,548,545	$ 18,875,418
Loss reserves	6,677,129	6,966,581
Net operating loss carryforward - Le Mars	1,534,303	1,665,748
Alternative minimum tax credit carryforward	11,880,197	10,011,483
Net unrealized losses		1,245,400
Other	1,451,017	1,261,546
Total gross deferred tax assets	42,091,191	40,026,176
Less valuation allowance	(440,778)	(440,778)
Net deferred tax assets	41,650,413	39,585,398
Deferred tax liabilities:		
Deferred policy acquisition costs	16,904,513	15,269,629
Net unrealized gains	2,882,534	
Other	4,717,063	4,005,211
Total gross deferred tax liabilities	24,504,110	19,274,840
Net deferred tax asset	$ 17,146,303	$ 20,310,558

We provide a valuation allowance when we believe it is more likely than not that we will not realize some portion of a deferred tax asset. At December 31, 2014 and 2013, we established a valuation allowance of $440,778 related to a portion of the net operating loss carryforward of Le Mars that we acquired on January 1, 2004. We determined that we were not required to establish a valuation allowance for the other net deferred tax assets of $41.7 million and $39.6 million at December 31, 2014 and 2013, respectively, since it is more likely than not that we will realize these deferred tax assets through reversals of existing temporary differences, future taxable income and our implementation of tax-planning strategies.

Tax years 2011 through 2014 remained open for examination at December 31, 2014. The net operating loss carryforward of $4.4 million from Le Mars will begin to expire in 2020 if not utilized and is subject to an annual limitation of approximately $376,000. We also had an alternative minimum tax credit carryforward of $11.9 million at December 31, 2014 with an indefinite life.

12 - Stockholders Equity

On April 19, 2001, our stockholders approved an amendment to our certificate of incorporation. Among other things, the amendment reclassified our common stock as Class B common stock and effected a one-for-three reverse split of our Class B common stock effective April 19, 2001. The amendment also authorized a new class of common stock with one-tenth of a vote per share designated as Class A common stock. Our board of directors also declared a dividend of two shares of Class A common stock for each share of Class B common stock, after the one-for-three reverse split, held of record at the close of business April 19, 2001.

At our annual meeting of stockholders on April 18, 2013, our stockholders approved an amendment to our certificate of incorporation that increased the number of shares of our Class A common stock we have the authority to issue from 30.0 million shares to 40.0 million shares.

Each share of our Class A common stock outstanding at the time of the declaration of any dividend or other distribution payable in cash upon the shares of our Class B common stock is entitled to a dividend or distribution payable at the same time and to stockholders of record on the same date in an amount at least 10% greater than any dividend declared upon each share of our Class B common stock. In the event of our merger or consolidation with or into another entity, the holders of our Class A common stock and the holders of our Class B common stock are entitled to receive the same per share consideration in such merger or consolidation. In the event of our liquidation, dissolution or winding-up, any assets

available to common stockholders will be distributed pro-rata to the holders of our Class A common stock and our Class B common stock after payment of all of our obligations.

In February 2009, our board of directors authorized a share repurchase program pursuant to which we may purchase up to 300,000 shares of our Class A common stock at market prices prevailing from time to time in the open market subject to the

provisions of Securities and Exchange Commission (SEC) Rule 10b-18 and in privately negotiated transactions. We purchased 846 and 24,240 shares of our Class A common stock under this program during 2014 and 2013, respectively. At December 31, 2014, we had the authority remaining to purchase 3,222 shares of our Class A common stock under this program.

On July 18, 2013, our board of directors authorized a share repurchase program pursuant to which we have the authority to purchase up to 500,000 additional shares of our Class A common stock at prices prevailing from time to time in the open market subject to the provisions of SEC Rule 10b-18 and in privately negotiated transactions. We did not purchase shares under this program during 2014 or 2013.

At December 31, 2014, our treasury stock consisted of 941,708 and 72,465 shares of Class A common stock and Class B common stock, respectively. At December 31, 2013, our treasury stock consisted of 940,862 and 72,465 shares of Class A common stock and Class B common stock, respectively.

13 - Stock Compensation Plans

Equity Incentive Plans

During 1996, we adopted an Equity Incentive Plan for Employees. During 2001, we adopted a nearly identical plan that made a total of 2,666,667 shares of Class A common stock available for issuance to employees of our subsidiaries and affiliates. During 2005, we amended the plan to make a total of 4,000,000 shares of Class A common stock available for issuance. During 2007, we adopted a nearly identical plan that made a total of 3,500,000 shares of Class A common stock available for issuance to employees of our subsidiaries and affiliates. During 2011, we adopted a nearly identical plan that made a total of 3,500,000 shares of Class A common stock available for issuance to employees of our subsidiaries and affiliates. During 2013, we adopted a nearly identical plan that made a total of 4,500,000 shares of Class A common stock available for issuance to employees of our subsidiaries and affiliates. Each plan provides for the granting of awards by our board of directors in the form of stock options, stock appreciation rights, restricted stock or any combination of the above. The plans provide that stock options may become exercisable up to ten years from date of grant, with an option price not less than fair market value on the date of grant. We have not granted any stock appreciation rights.

During 1996, we adopted an Equity Incentive Plan for Directors. During 2001, we adopted a nearly identical plan that made 355,556 shares of Class A common stock available for issuance to our directors and the directors of our subsidiaries and affiliates. During 2007, we adopted a nearly identical plan that made 400,000 shares of Class A common stock available for issuance to our directors and the directors of our subsidiaries and affiliates. During 2011, we adopted a nearly identical plan that made 400,000 shares of Class A common stock available for issuance to our directors and the directors of our subsidiaries and affiliates. During 2013, we adopted a nearly identical plan that made 600,000 shares of Class A common stock available for issuance to our directors and the directors of our subsidiaries and affiliates. We may make awards in the form of stock options. The plan also provides for the issuance of 400 shares of restricted stock on the first business day of January in each year to each of our directors and each director of Donegal Mutual who does not serve as one of our directors. We issued 6,800 shares of restricted stock on each of January 2, 2014, 2013 and 2012.

We measure all share-based payments to employees, including grants of employee stock options, using a fair-value-based method and record such expense in our results of operations. In determining the expense we record for stock options granted to directors and employees of our subsidiaries and affiliates, we estimate the fair value of each option award on the date of grant using the Black-Scholes option pricing model. The significant assumptions we utilize in applying the Black-Scholes option pricing model are the risk-free interest rate, expected term, dividend yield and expected volatility. The risk-free interest rate is the implied yield currently available on U.S. Treasury zero coupon issues with a remaining term equal to the expected term used as the assumption in the model. We base the expected term of an option award on our historical experience for similar awards. We determine the dividend yield by dividing the per share dividend by the grant date stock price. We base the expected volatility on the volatility of our stock price over a historical period comparable to the expected term.

The weighted-average grant date fair value of options we granted during 2014 was $1.69. We calculated this fair value based upon a risk-free interest rate of 1.76%, expected life of five years, expected volatility of 18% and expected dividend yield of 3%.

The weighted-average grant date fair value of options we granted during 2013 was $2.20. We calculated this fair value based upon a risk-free interest rate of 1.63%, expected life of five years, expected volatility of 23% and expected dividend yield of 3%.

The weighted-average grant date fair value of options we granted during 2012 was $2.85. We calculated this fair value based upon a risk-free interest rate of .43%, expected life of five years, expected volatility of 33% and expected dividend yield of 3%.

We charged compensation expense for our stock compensation plans against income before income taxes of $458,159, $547,374 and $420,735 for the years ended December 31, 2014, 2013 and 2012, respectively, with a corresponding income tax benefit of $155,774, $186,107 and $143,050. At December 31, 2014 and 2013, our total unrecognized compensation cost related to non-vested share-based compensation granted under our stock compensation plans was $4.6 million and $1.1 million, respectively. We expect to recognize this cost over a weighted average period of 1.7 years.

During 2014, we received cash from option exercises under all stock compensation plans of $6.5 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of $304,533 for 2014. During 2013, we received cash from option exercises under all stock compensation plans of $9.7 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of $531,159 for 2013. During 2012, we received cash from option exercises under all stock compensation plans of $1.1 million. We realized actual tax benefits for the tax deductions from option exercises of share-based compensation of $52,422 for 2012. No further shares are available for future option grants for plans in effect prior to 2013.

Information regarding activity in our stock option plans follows:

	Number of Options	Weighted-Average Exercise Price Per Share
Outstanding at December 31, 2011	5,309,000	$ 14.18
Granted - 2012	1,593,600	14.50
Exercised - 2012	(82,102)	13.01
Forfeited - 2012	(109,673)	13.84
Expired - 2012	(10,000)	21.00
Outstanding at December 31, 2012	6,700,825	14.27
Granted - 2013	2,543,500	15.90
Exercised - 2013	(722,322)	13.45
Forfeited - 2013	(116,669)	13.65
Expired - 2013	(1,204,000)	17.52
Outstanding at December 31, 2013	7,201,334	14.39
Granted - 2014	1,574,500	15.80
Exercised - 2014	(474,893)	13.64
Forfeited - 2014	(112,511)	15.23
Expired - 2014	(5,000)	17.50
Outstanding at December 31, 2014	8,183,430	$ 14.69
Exercisable at:		
December 31, 2012	3,072,970	$ 15.03
December 31, 2013	3,028,619	$ 13.47
December 31, 2014	4,477,240	$ 13.88

Shares available for future option grants at December 31, 2014 totaled 1,045,700 shares under all plans.

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The following table summarizes information about fixed stock options outstanding at December 31, 2014:

Exercise Price	Number of Options Outstanding	Weighted-Average Remaining Contractual Life	Number of Options Exercisable
$14.00	952,527	0.5 years	952,527
12.50	1,734,334	7.0 years	1,734,334
14.50	1,449,069	8.0 years	966,046
15.90	2,473,000	9.0 years	824,333
15.80	1,574,500	10.0 years	
Total	8,183,430		4,477,240

Employee Stock Purchase Plans

During 1996, we adopted an Employee Stock Purchase Plan. During 2001, we adopted a nearly identical plan that made 533,333 shares of Class A common stock available for issuance. During 2011, we adopted another nearly identical plan that made 300,000 shares of Class A common stock available for issuance.

The 2011 plan extends over a 10-year period and provides for shares to be offered to all eligible employees at a purchase price equal to the lesser of 85% of the fair market value of our Class A common stock on the last day before the first day of each enrollment period (June 1 and December 1 of each year) under the plan or 85% of the fair market value of our Class A common stock on the last day of each subscription period (June 30 and December 31 of each year).

A summary of plan activity follows:

	Shares Issued	
	Price	Shares
January 1, 2012	$ 11.91	10,523
July 1, 2012	11.29	19,031
January 1, 2013	11.93	16,485
July 1, 2013	11.76	19,805
January 1, 2014	12.58	16,964
July 1, 2014	13.01	19,627

On January 1, 2015, we issued an additional 17,662 shares at a price of $12.40 per share under this plan.

Agency Stock Purchase Plans

During 1996, we adopted an Agency Stock Purchase Plan. During 2001, we adopted a nearly identical plan that made 533,333 shares of Class A common stock available for issuance. During 2011, we adopted another nearly identical plan that made 300,000 shares of Class A common stock available for issuance. The plan provides for agents of our insurance subsidiaries and Donegal Mutual to invest up to $12,000 per subscription period (April 1 to September 30 and October 1 to March 31 of each year) under various methods. We issue stock at the end of each subscription period at a price equal to 90% of the average market price during the last ten trading days of each subscription period. During 2014, 2013 and 2012, we issued 84,320, 79,532 and 70,366 shares, respectively, under this plan. Expense recognized under the plan was not material.

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14 - Statutory Net Income, Capital and Surplus and Dividend Restrictions

The following table presents selected information, as filed with insurance regulatory authorities, for our insurance subsidiaries as determined in accordance with accounting practices prescribed or permitted by such insurance regulatory authorities:

	2014	2013	2012
Atlantic States:			
Statutory capital and surplus	$ 191,195,309	$ 186,606,655	$ 180,465,658
Statutory unassigned surplus	134,473,661	131,028,806	124,924,794
Statutory net income	6,054,186	12,596,844	12,507,540
Southern:			
Statutory capital and surplus	60,061,445	62,702,432	58,841,059
Statutory unassigned surplus	8,946,329	11,701,045	7,843,473
Statutory net income (loss)	987,335	4,195,635	(1,539,943)
Le Mars:			
Statutory capital and surplus	27,251,245	27,627,914	26,803,140
Statutory unassigned surplus	14,571,069	15,032,372	14,210,400
Statutory net (loss) income	(591,242)	790,147	2,423,225
Peninsula:			
Statutory capital and surplus	42,065,153	41,891,487	42,471,092
Statutory unassigned surplus	24,170,534	24,089,092	24,671,678
Statutory net income	3,240,015	1,481,670	1,478,823
Sheboygan:			
Statutory capital and surplus	11,553,018	12,085,839	10,944,235
Statutory unassigned (deficit) surplus	(525,782)	52,211	(1,087,936)
Statutory net (loss) income	(707,321)	1,374,543	(33,316)
MICO:			
Statutory capital and surplus	41,989,986	41,594,701	42,443,200
Statutory unassigned surplus	15,860,855	15,588,110	16,440,388
Statutory net (loss) income	(276,023)	1,170,008	2,698,257

Our principal source of cash for payment of dividends is dividends from our insurance subsidiaries. State insurance laws require our insurance subsidiaries to maintain certain minimum capital and surplus amounts on a statutory basis. Our insurance subsidiaries are subject to regulations that restrict the payment of dividends from statutory surplus and may require prior approval of their domiciliary insurance regulatory authorities. Our insurance subsidiaries are also subject to risk based capital (RBC) requirements that may further impact their ability to pay dividends. Our insurance subsidiaries statutory capital and surplus at December 31, 2014 exceeded the amount of statutory capital and surplus necessary to satisfy regulatory requirements, including the RBC requirements, by a significant margin. Amounts available for distribution to us as dividends from our insurance subsidiaries without prior approval of insurance regulatory authorities in 2015 are $19.1 million from Atlantic States, $1.0 million from Southern, $2.7 million from Le Mars, $4.2 million from Peninsula, $0 from Sheboygan and $4.2 million from MICO, or a total of approximately $31.2 million.

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15 - Reconciliation of Statutory Filings to Amounts Reported Herein

Our insurance subsidiaries must file financial statements with state insurance regulatory authorities using accounting principles and practices prescribed or permitted by those authorities. We refer to these accounting principles and practices as statutory accounting principles (SAP). Accounting principles used to prepare these SAP financial statements differ from those used to prepare financial statements on the basis of GAAP.

Reconciliations of statutory net income and capital and surplus, as determined using SAP, to the amounts included in the accompanying GAAP financial statements are as follows:

	Year Ended December 31,		
	2014	2013	2012
Statutory net income (loss) of insurance subsidiaries	$ 8,706,950	$ 21,608,847	$ 17,534,586
Increases (decreases):			
Deferred policy acquisition costs	4,671,098	3,505,813	3,696,742
Deferred federal income taxes	963,679	(1,414,843)	(1,151,250)
Salvage and subrogation recoverable	1,132,000	1,059,400	772,600
Amortization of MICO fair value adjustments			(5,416)
Consolidating eliminations and adjustments	(11,075,829)	(10,648,834)	(5,421,779)
Parent-only net income	10,141,120	12,211,609	7,667,137
Net income as reported herein	$ 14,539,018	$ 26,321,992	$ 23,092,620

	Year Ended December 31,		
	2014	2013	2012
Statutory capital and surplus of insurance subsidiaries	$ 374,116,156	$ 372,509,028	$ 361,968,384
Increases (decreases):			
Deferred policy acquisition costs	48,298,608	43,627,510	40,121,697
Deferred federal income taxes	(17,639,443)	(12,251,398)	(25,682,004)
Salvage and subrogation recoverable	14,192,000	13,060,000	12,000,600
Non-admitted assets and other adjustments, net	2,236,021	2,363,038	2,005,603
Fixed maturities	7,637,828	(1,465,363)	39,607,340
Parent-only equity and other adjustments	(12,706,527)	(20,965,704)	(29,987,526)
Stockholders equity as reported herein	$ 416,134,643	$ 396,877,111	$ 400,034,094

16 - Supplementary Cash Flow Information

The following table reflects net income taxes and interest paid during 2014, 2013 and 2012:

	2014	2013	2012
Income taxes	$ 2,550,000	$ 5,450,000	$ 1,626,965
Interest	1,252,194	1,527,037	2,128,693

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17 - Earnings Per Share

We have two classes of common stock, which we refer to as Class A common stock and Class B common stock. Our Class A common stock is entitled to be paid cash dividends that are at least 10% higher than the cash dividends we pay on our Class B common stock. Accordingly, we use the two-class method for the computation of earnings per common share. The two-class method is an earnings allocation formula that determines earnings per share separately for each class of common stock based on dividends declared and an allocation of remaining undistributed earnings using a participation percentage reflecting the dividend rights of each class.

We present below a reconciliation of the numerators and denominators we used in the basic and diluted per share computations for our Class A common stock:

	Year Ended December 31,		
(dollars in thousands, except per share data)	2014	2013	2012
Basic earnings per share:			
Numerator:			
Allocation of net income	$ 11,797	$ 21,110	$ 18,455
Denominator:			
Weighted-average shares outstanding	21,099,861	20,363,677	20,031,455
Basic earnings per share	$ 0.56	$ 1.04	$ 0.92
Diluted earnings per share:			
Numerator:			
Allocation of net income	$ 11,797	$ 21,110	$ 18,455
Denominator:			
Number of shares used in basic computation	21,099,861	20,363,677	20,031,455
Weighted-average effect of dilutive securities			
Add: Director and employee stock options	464,595	398,708	274,103
Number of shares used in per share computations	21,564,456	20,762,385	20,305,558
Diluted earnings per share	$ 0.55	$ 1.02	$ 0.91

We used the following information in the basic and diluted per share computations for our Class B common stock:

	Year Ended December 31,		
(dollars in thousands, except per share data)	2014	2013	2012
Basic and diluted earnings per share:			
Numerator:			
Allocation of net income	$ 2,742	$ 5,212	$ 4,638
Denominator:			
Weighted-average shares outstanding	5,576,775	5,576,775	5,576,775
Basic and diluted earnings per share	$ 0.49	$ 0.94	$ 0.83

During 2014, 2013 and 2012, we did not include certain options to purchase shares of our Class A common stock in the computation of diluted earnings per share because the exercise price of the options was greater than the average market price of our Class A common stock. The following table reflects such options that remained outstanding at December 31, 2014, 2013 and 2012:

	2014	2013	2012
Options excluded from diluted earnings per share	4,030,500	2,548,500	1,209,000

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18 - Condensed Financial Information of Parent Company

Condensed Balance Sheets

(in thousands)

December 31,	**2014**	**2013**
Assets		
Investment in subsidiaries/affiliates (equity method)	$ 472,903	$ 457,886
Short-term investments	530	149
Cash	1,543	1,604
Property and equipment	948	927
Other	429	586
Total assets	$ 476,353	$ 461,152
Liabilities and Stockholders Equity		
Liabilities		
Cash dividends declared to stockholders	$ 3,467	$ 3,299
Borrowings under lines of credit	53,500	58,000
Other	3,251	2,976
Total liabilities	60,218	64,275
Stockholders equity	416,135	396,877
Total liabilities and stockholders equity	$ 476,353	$ 461,152

Condensed Statements of Income and Comprehensive Income

(in thousands)

Year Ended December 31,	**2014**	**2013**	**2012**
Statements of Income			
Revenues			
Dividends from subsidiaries	$ 11,500	$ 12,500	$ 7,000
Other	2,099	3,758	5,487
Total revenues	13,599	16,258	12,487
Expenses			
Operating expenses	2,746	3,777	2,323
Interest	1,367	1,488	2,118
Total expenses	4,113	5,265	4,441
Income before income tax (benefit) expense and equity in undistributed net income of subsidiaries	9,486	10,993	8,046
Income tax (benefit) expense	(655)	(1,219)	378

Income before equity in undistributed net income of subsidiaries	10,141	12,212	7,668
Equity in undistributed net income of subsidiaries	4,398	14,110	15,425
Net income	$ 14,539	$ 26,322	$ 23,093
Statements of Comprehensive Income			
Net income	$ 14,539	$ 26,322	$ 23,093
Other comprehensive income (loss), net of tax			
Unrealized gain (loss) - subsidiaries	7,666	(28,707)	4,644
Other comprehensive income (loss), net of tax	7,666	(28,707)	4,644
Comprehensive income (loss)	$ 22,205	$ (2,385)	$ 27,737

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Condensed Statements of Cash Flows

(in thousands)

Year Ended December 31,	**2014**	**2013**	**2012**
Cash flows from operating activities:			
Net income	$ 14,539	$ 26,322	$ 23,093
Adjustments:			
Equity in undistributed net income of subsidiaries	(4,398)	(14,110)	(15,425)
Other	(432)	(2,200)	(2,624)
Net adjustments	(4,830)	(16,310)	(18,049)
Net cash provided	9,709	10,012	5,044
Cash flows from investing activities:			
Net (purchase) sale of short-term investments	(381)	176	8,932
Net purchase of property and equipment	(426)	(420)	(147)
Investment in subsidiaries	(1,710)	990	(100)
Other	26	44	44
Net cash (used) provided	(2,491)	790	8,729
Cash flows from financing activities:			
Cash dividends paid	(13,575)	(12,809)	(12,208)
Issuance of common stock	10,808	12,648	2,983
Payments on subordinated debentures		(15,465)	
Payments on line of credit	(7,500)	(15,500)	(6,000)
Borrowings under lines of credit	3,000	21,500	3,500
Repurchase of treasury stock	(12)	(377)	(1,927)
Net cash used	(7,279)	(10,003)	(13,652)
Net change in cash	(61)	799	121
Cash at beginning of year	1,604	805	684
Cash at end of year	$ 1,543	$ 1,604	$ 805

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19 - Segment Information

We have four reportable segments, which consist of our investment function, our personal lines of insurance, our commercial lines of insurance and our investment in DFSC. Using independent agents, our insurance subsidiaries market personal lines of insurance to individuals and commercial lines of insurance to small and medium-sized businesses.

We evaluate the performance of the personal lines and commercial lines primarily based upon our insurance subsidiaries underwriting results as determined under SAP for our total business.

We do not allocate assets to the personal and commercial lines and review the two segments in total for purposes of decision-making. We operate only in the United States and no single customer or agent provides 10 percent or more of our revenues.

Financial data by segment is as follows:

	2014	2013 (in thousands)	2012
Revenues:			
Premiums earned:			
Commercial lines	$ 231,056	$ 202,983	$ 174,735
Personal lines	325,442	312,309	300,272
SAP premiums earned	556,498	515,292	475,007
GAAP adjustments			(5)
GAAP premiums earned	556,498	515,292	475,002
Net investment income	18,344	18,795	20,169
Realized investment gains	3,134	2,423	6,859
Equity in earnings of DFSC	1,243	2,908	4,533
Other	7,329	7,692	8,420
Total revenues	$ 586,548	$ 547,110	$ 514,983

	2014	2013 (in thousands)	2012
Income before income taxes:			
Underwriting (loss) income:			
Commercial lines	$ (9,434)	$ (524)	$ 5,251
Personal lines	(6,383)	1,654	(18,236)
SAP underwriting (loss) income	(15,817)	1,130	(12,985)
GAAP adjustments	6,312	5,175	5,545
GAAP underwriting (loss) income	(9,505)	6,305	(7,440)
Net investment income	18,344	18,795	20,169
Realized investment gains	3,134	2,423	6,859
Equity in earnings of DFSC	1,243	2,908	4,533
Other	3,067	2,279	3,737
Income before income taxes	$ 16,283	$ 32,710	$ 27,858

20 - Guaranty Fund and Other Insurance-Related Assessments

Our insurance subsidiaries liabilities for guaranty fund and other insurance-related assessments were $1,440,845 and $1,511,186 at December 31, 2014 and 2013, respectively. These liabilities included $472,665 and $527,241 related to surcharges collected by our insurance subsidiaries on behalf of regulatory authorities for 2014 and 2013, respectively.

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21 - Interim Financial Data (unaudited)

	2014			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net premiums earned	$ 133,548,261	$ 136,589,156	$ 142,149,561	$ 144,210,557
Total revenues	140,339,087	145,481,928	149,135,383	151,591,344
Net losses and loss expenses	97,632,392	97,887,449	91,003,905	101,877,436
Net (loss) income	(634,414)	1,938,670	8,748,711	4,486,051
Net (loss) earnings per common share:				
Class A common stock - basic	(0.02)	0.08	0.33	0.17
Class A common stock - diluted	(0.02)	0.07	0.33	0.17
Class B common stock - basic and diluted	(0.02)	0.07	0.30	0.14

	2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net premiums earned	$ 124,702,041	$ 126,963,328	$ 130,645,011	$ 132,981,564
Total revenues	133,872,592	135,507,635	138,334,960	139,394,878
Net losses and loss expenses	85,533,016	89,519,350	84,882,734	83,192,851
Net income	6,475,436	2,628,987	7,653,734	9,563,835
Net earnings per common share:				
Class A common stock - basic	0.26	0.10	0.30	0.38
Class A common stock - diluted	0.25	0.10	0.30	0.37
Class B common stock - basic and diluted	0.23	0.09	0.27	0.35

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Donegal Group Inc.

We have audited the accompanying consolidated balance sheets of Donegal Group Inc. and subsidiaries (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of income and comprehensive income, stockholders equity, and cash flows for each of the years in the three-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements of Donegal Financial Services Corporation (a 48.2 percent owned investee company). The Company s investment in Donegal Financial Services Corporation at December 31, 2014 and 2013 was $39,283,924 and $35,685,433, respectively, and its equity in earnings of Donegal Financial Services Corporation was $1,242,910 and $2,907,867 for the years 2014 and 2013, respectively. The financial statements of Donegal Financial Services Corporation were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Donegal Financial Services Corporation, is based solely on the report of the other auditors.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the report of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of the other auditors, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Donegal Group Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Oversight Board (United States), Donegal Group Inc. s internal control over financial reporting as of December 31, 2014 based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 12, 2015 expressed an unqualified opinion on the effectiveness of the Company s internal control over financial reporting.

Philadelphia, Pennsylvania
March 12, 2015

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) at December 31, 2014 covered by this Form 10-K Report. Based on such evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, at December 31, 2014, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information we are required to disclose in the reports that we file or submit under the Exchange Act and our disclosure controls and procedures are also effective to ensure that information we disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure.

Management s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, our management has conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Framework). Based on our evaluation under the COSO Framework, our management has concluded that our internal control over financial reporting was effective at December 31, 2014.

The effectiveness of our internal control over financial reporting at December 31, 2014 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report, which is included in this Form 10-K Report.

Changes in Internal Control over Financial Reporting

We did not make any changes to our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2014 that have materially affected, or are reasonably likely to affect materially, our internal control over financial reporting.

Item 9B. Other Information.

None.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Donegal Group Inc.

We have audited Donegal Group Inc. s (the Company) internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Donegal Group Inc. s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

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

In our opinion, Donegal Group Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Donegal Group Inc. and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income and comprehensive income, stockholders equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated March 12, 2015 expressed an unqualified opinion on those consolidated financial statements.

Philadelphia, Pennsylvania
March 12, 2015

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

We incorporate the response to this Item 10 by reference to our proxy statement we will file with the SEC on or about March 12, 2015 relating to our annual meeting of stockholders that we will hold on April 16, 2015, or our Proxy Statement. We respond to this Item with respect to our executive officers by reference to Part I of this Form 10-K Report.

We incorporate the full text of our Code of Business Conduct and Ethics by reference to Exhibit 14 to this Form 10-K Report.

Item 11. Executive Compensation.

We incorporate the response to this Item 11 by reference to our Proxy Statement. Neither the Report of our Compensation Committee nor the Report of our Audit Committee included in our Proxy Statement shall constitute or be deemed to constitute a filing with the SEC under the Securities Act or the Exchange Act or be deemed to have been incorporated by reference into any filing we make under the Securities Act or the Exchange Act, except to the extent we specifically incorporate the Report of Our Compensation Committee or the Report of Our Audit Company by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

We incorporate the response to this Item 12 by reference to our Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

We incorporate the response to this Item 13 by reference to our Proxy Statement.

Item 14. Principal Accountant Fees and Services.

We incorporate the response to this Item 14 by reference to our Proxy Statement.

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PART IV

Item 15. Exhibits, Financial Statement Schedule.
(a) Financial statements, financial statement schedule and exhibits filed:

(a) Consolidated Financial Statements

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Donegal Group Inc. and Subsidiaries:	
Consolidated Balance Sheets at December 31, 2014 and 2013	56
Consolidated Statements of Income and Comprehensive Income for each of the years in the three-year period ended December 31, 2014, 2013 and 2012	57
Consolidated Statements of Stockholders Equity for each of the years in the three-year period ended December 31, 2014, 2013 and 2012	58
Consolidated Statements of Cash Flows for each of the years in the three-year period ended December 31, 2014, 2013 and 2012	59
Notes to Consolidated Financial Statements	60
Report and Consent of Independent Registered Public Accounting Firm (Filed as Exhibit 23.1)	
Consent of Independent Registered Public Accounting Firm (Filed as Exhibit 23.2)	
Consent of Independent Registered Public Accounting Firm (Filed as Exhibit 23.3)	

(b) Financial Statement Schedule

Schedule III Supplementary Insurance Information	Filed herewith
Consolidated Financial Statements of Donegal Financial Services Corporation	Filed herewith

We have omitted all other schedules since they are not required, not applicable or the information is included in the financial statements or notes to the financial statements.

(c) Exhibits

Exhibit No.	Description of Exhibits	Reference
3.1	Certificate of Incorporation of Donegal Group Inc., as amended.	(a)
3.2	Amended and Restated By-laws of Donegal Group Inc.(i)	
Management Contracts and Compensatory Plans or Arrangements		
10.1	Donegal Group Inc. 2013 Equity Incentive Plan for Employees.	(c)

10.2	Donegal Group Inc. 2013 Equity Incentive Plan for Directors.	(c)
10.3	Donegal Group Inc. 2011 Employee Stock Purchase Plan.	(c)
10.4	Donegal Group Inc. 2011 Equity Incentive Plan for Employees.	(c)
10.5	Donegal Group Inc. 2011 Equity Incentive Plan for Directors.	(c)

10.6	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Donald H. Nikolaus.	(d)
10.7	Consulting Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Donald H. Nikolaus.	(d)
10.8	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Kevin G. Burke.	(d)
10.9	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Cyril J. Greenya.	(d)
10.10	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Jeffrey D. Miller.	(d)
10.11	Employment Agreement dated as of July 18, 2013 among Donegal Mutual Insurance Company, Donegal Group Inc. and Sanjay Pandey.	(s)
10.12	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Robert G. Shenk.	(d)
10.13	Employment Agreement dated as of July 29, 2011 among Donegal Mutual Insurance Company, Donegal Group Inc. and Daniel J. Wagner.	(d)
10.14	Donegal Mutual Insurance Company 401(k) Plan.	(e)
10.15	Amendment No. 1 effective January 1, 2000 to Donegal Mutual Insurance Company 401(k) Plan.	(e)
10.16	Amendment No. 2 effective January 6, 2000 to Donegal Mutual Insurance Company 401(k) Plan.	(b)
10.17	Amendment No. 3 effective July 23, 2001 to Donegal Mutual Insurance Company 401(k) Plan.	(b)
10.18	Amendment No. 4 effective January 1, 2002 to Donegal Mutual Insurance Company 401(k) Plan.	(b)
10.19	Amendment No. 5 effective December 31, 2001 to Donegal Mutual Insurance Company 401(k) Plan.	(b)
10.20	Amendment No. 6 effective July 1, 2002 to Donegal Mutual Insurance Company 401(k) Plan.	(h)
10.21	Donegal Group Inc. 2007 Equity Incentive Plan for Employees.	(j)
10.22	Donegal Group Inc. 2007 Equity Incentive Plan for Directors.	(j)
10.23	Donegal Group Inc. Cash Incentive Bonus Plan.	(k)
Other Material Contracts		
10.24	Reinsurance and Retrocession Agreement dated May 21, 1996 between Donegal Mutual Insurance Company and Southern Insurance Company of Virginia.	(f)
10.25	Surplus Note Purchase Agreement dated September 8, 2009 between Donegal Mutual Insurance Company and Southern Mutual Insurance Company.	(l)
10.26	Quota-share Reinsurance Agreement dated October 30, 2009 but effective 11:59 p.m. on October 31, 2009 between Donegal Mutual Insurance Company and Southern Mutual Insurance Company.	(l)
10.27	Services and Affiliation Agreement dated October 30, 2009 between Donegal Mutual Insurance Company and Southern Mutual Insurance Company.	(l)
10.28	Technology License Agreement dated October 30, 2009 between Donegal Mutual Insurance Company and Southern Mutual Insurance Company.	(l)
10.29	Amended and Restated Proportional Reinsurance Agreement dated March 1, 2010 between Donegal Mutual Insurance Company and Atlantic States Insurance Company.	(l)
10.30	Agreement and Plan of Merger dated April 19, 2010, and as amended May 20, 2010, among Donegal Acquisition Inc., Donegal Financial Services Corporation, Donegal Group Inc. and Union National Financial Corporation; amended dated September 1, 2010; amended dated December 8, 2010.	(m)

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10.31	Amended and Restated Agreement and Plan of Merger dated December 6, 2010 among Michigan Insurance Company, West Bend Mutual Insurance Company, Donegal Group Inc. and DGI Acquisition Corp.	(n)
10.32	Amended and Restated Tax Sharing Agreement dated December 1, 2010 among Donegal Group Inc., Atlantic States Insurance Company, Southern Insurance Company of Virginia, Le Mars Insurance Company, The Peninsula Insurance Company, Peninsula Indemnity Company and Michigan Insurance Company.	(o)
10.33	Amended and Restated Services Allocation Agreement dated December 1, 2010 among Donegal Group Inc., Atlantic States Insurance Company, Southern Insurance Company of Virginia, Le Mars Insurance Company, The Peninsula Insurance Company, Peninsula Indemnity Company and Michigan Insurance Company.	(o)
10.34	Quota-share Reinsurance Agreement dated December 1, 2010 between Donegal Mutual Insurance Company and Michigan Insurance Company.	(o)
10.35	Donegal Group Inc. 2011 Agency Stock Purchase Plan.	(p)
10.36	Credit Agreement dated June 21, 2010 between Donegal Group Inc. and Manufacturers and Traders Trust Company, First Amendment to Credit Agreement dated October 12, 2010 and Second Amendment to Credit Agreement dated June 1, 2011.	(q)
10.37	Third Amendment to Credit Agreement between Donegal Group Inc. and Manufacturers and Traders Trust Company dated June 1, 2012 and Fourth Amendment to Credit Agreement dated December 5, 2012.	(r)
10.38	Fifth Amendment to Credit Agreement between Donegal Group Inc. and Manufacturers and Traders Trust Company dated June 1, 2013.	(s)
10.39	Sixth Amendment to Credit Agreement between Donegal Group Inc. and Manufacturers and Traders Trust Company dated June 1, 2014.	Filed herewith
14	Code of Business Conduct and Ethics.	(g)
21	Subsidiaries of Registrant.	Filed herewith
23.1	Report and Consent of Independent Registered Public Accounting Firm.	Filed herewith
23.2	Consent of Independent Registered Public Accounting Firm.	Filed herewith
23.3	Consent of Independent Registered Public Accounting Firm.	Filed herewith
31.1	Rule 13a-14(a)/15(d)-14(a) Certification of Chief Executive Officer.	Filed herewith
31.2	Rule 13a-14(a)/15(d)-14(a) Certification of Chief Financial Officer.	Filed herewith
32.1	Section 1350 Certification of Chief Executive Officer.	Filed herewith
32.2	Section 1350 Certification of Chief Financial Officer.	Filed herewith
Exhibit 101.INS	XBRL Instance Document	Filed herewith
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
Exhibit 101.PRE	XBRL Taxonomy Presentation Linkbase Document	Filed herewith
Exhibit 101.CAL	XBRL Taxonomy Calculation Linkbase Document	

		Filed herewith
Exhibit 101.LAB	XBRL Taxonomy Label Linkbase Document	Filed herewith
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith

(a) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-Q for the quarterly period ended March 31, 2013.
(b) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2001.
(c) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 8-K Report dated April 22, 2011.
(d) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 8-K Report dated August 3, 2011.
(e) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 1999.
(f) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 1996.
(g) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2003.
(h) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2002.
(i) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 8-K Report dated July 18, 2008.
(j) We incorporate such exhibit by reference to the like-numbered exhibit in Registrant s Form 8-K Report dated April 20, 2007.
(k) We incorporate such exhibit by reference to the description of such plan in Registrant s definitive proxy statement for its Annual Meeting of Stockholders held on April 17, 2014 filed on March 17, 2014.
(l) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2009.
(m) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form S-4 registration statement filed June 25, 2010, Registrant s Form 8-K Report dated September 1, 2010 and Registrant s Form 8-K Report dated December 8, 2010.
(n) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 8-K Report dated December 8, 2010.
(o) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2010.
(p) We incorporate such exhibit by reference to the like-described exhibit filed in Registrant s Form S-3 registration statement filed on May 27, 2011.
(q) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2011.
(r) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2012.
(s) We incorporate such exhibit by reference to the like-described exhibit in Registrant s Form 10-K Report for the year ended December 31, 2013.

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DONEGAL GROUP INC. AND SUBSIDIARIES

SCHEDULE III SUPPLEMENTARY INSURANCE INFORMATION

Years Ended December 31, 2014, 2013 and 2012

($ in thousands)

Segment	Net Earned Premiums	Net Investment Income	Net Losses and Loss Expenses	Amortization of Deferred Policy Acquisition Costs	Other Underwriting Expenses	Net Premiums Written
Year Ended December 31, 2014						
Personal lines	$ 325,442	$	$ 221,975	$ 52,718	$ 49,509	$ 334,739
Commercial lines	231,056		166,426	37,428	35,150	244,462
Investments		18,344				
	$ 556,498	$ 18,344	$ 388,401	$ 90,146	$ 84,659	$ 579,201
Year Ended December 31, 2013						
Personal lines	$ 312,309	$	$ 206,977	$ 49,549	$ 49,818	$ 318,698
Commercial lines	202,983		136,151	32,204	32,379	214,733
Investments		18,795				
	$ 515,292	$ 18,795	$ 343,128	$ 81,753	$ 82,197	$ 533,431
Year Ended December 31, 2012						
Personal lines	$ 300,269	$	$ 218,502	$ 46,977	$ 46,725	$ 308,571
Commercial lines	174,733		114,370	27,337	27,190	187,876
Investments		20,169				
	$ 475,002	$ 20,169	$ 332,872	$ 74,314	$ 73,915	$ 496,447

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DONEGAL GROUP INC. AND SUBSIDIARIES

SCHEDULE III SUPPLEMENTARY INSURANCE INFORMATION, CONTINUED

($ in thousands)

	At December 31,			
Segment	Deferred Policy Acquisition Costs	Liability For Losses and Loss Expenses	Unearned Premiums	Other Policy Claims and Benefits Payable
2014				
Personal lines	$ 28,641	$ 207,229	$ 242,327	$
Commercial lines	19,658	331,029	166,319	
Investments				
	$ 48,299	$ 538,258	$ 408,646	$
2013				
Personal lines	$ 26,351	$ 206,178	$ 231,172	$
Commercial lines	17,277	289,441	151,563	
Investments				
	$ 43,628	$ 495,619	$ 382,735	$

See accompanying Report and Consent of Independent Registered Public Accounting Firm.

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Donegal Financial Services

Corporation

Consolidated Financial Statements

December 31, 2014 and 2013

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Donegal Financial Services Corporation

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Report of Independent Registered Public Accounting Firm

Board of Directors

Donegal Financial Services Corporation

Mount Joy, Pennsylvania

We have audited the accompanying consolidated balance sheets of Donegal Financial Services Corporation and subsidiary, (the Company) as of December 31, 2014 and 2013 and the related consolidated statements of income, comprehensive income (loss), shareholders equity and cash flows for each of the years in the two-year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Donegal Financial Services Corporation and subsidiary at December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the two-year period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

Harrisburg, Pennsylvania

March 10, 2015

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Report of Independent Registered Public Accounting Firm

Board of Directors

Donegal Financial Services Corporation

Mount Joy, Pennsylvania

We have audited the accompanying consolidated statements of income, comprehensive income (loss), shareholders equity, and cash flows of Donegal Financial Services Corporation and subsidiary (the Company) for the year ended December 31, 2012. These consolidated financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the results of operations and cash flows of Donegal Financial Services Corporation and subsidiary for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

Lancaster, Pennsylvania

March 8, 2013

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Consolidated Financial Statements

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Donegal Financial Services Corporation

Consolidated Balance Sheets

(dollars in thousands, except share data)

December 31,	**2014**	2013
Assets		
Cash and due from banks	**$ 20,497**	$ 18,945
Interest-bearing demand deposits in other banks	**22,844**	40,593
Cash and cash equivalents	**43,341**	59,538
Interest-bearing time deposits in other banks	**6**	6
Securities available-for-sale	**127,889**	141,183
Loans held for sale	**1,079**	1,513
Loans receivable, net of allowance for loan losses of $3,978 at December 31, 2014 and $4,047 at December 31, 2013	**301,872**	274,589
Restricted investment in bank stocks	**966**	1,176
Property and equipment, net	**11,138**	11,252
Bank-owned life insurance	**13,148**	12,944
Goodwill	**901**	901
Intangible assets	**754**	1,013
Other real estate owned	**102**	367
Accrued interest receivable	**1,375**	1,532
Other assets	**3,363**	6,564
Total Assets	**$ 505,934**	$ 512,578
Liabilities and Shareholders Equity		
Liabilities		
Deposits:		
Demand, non-interest bearing	**$ 90,285**	$ 80,909
Interest bearing	**313,082**	347,350
Total deposits	**403,367**	428,259
Short-term borrowings	**10,000**	-
Junior subordinated debentures	**8,048**	7,701
Other liabilities	**2,852**	2,690
Total Liabilities	**424,267**	438,650

Shareholders Equity

Common stock, par value $0.01 per share; 17,864 shares authorized, issued and outstanding		**1**		1
Surplus		**62,388**		62,164
Retained earnings		**19,260**		16,407
Accumulated other comprehensive income (loss)		**18**		(4,644)
Total Shareholders Equity		**81,667**		73,928
Total Liabilities and Shareholders Equity	**$**	**505,934**	$	512,578

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Consolidated Statements of Income

(dollars in thousands)

Years Ended December 31,	**2014**	2013	2012
Interest Income			
Loans, including fees	**$ 16,737**	$ 20,190	$ 25,644
Securities:			
Taxable	**2,102**	2,462	2,174
Tax exempt	**911**	1,407	864
Other	**201**	93	84
Total Interest Income	**19,951**	24,152	28,766
Interest Expense			
Deposits	**1,717**	2,059	2,394
Junior subordinated debentures	**784**	764	767
Other	**1**	-	-
Total Interest Expense	**2,502**	2,823	3,161
Net interest income	**17,449**	21,329	25,605
Provision for Loan Losses	**67**	205	1,148
Net interest income after provision for loan losses	**17,382**	21,124	24,457
Other Income			
Service charges on deposits	**1,064**	1,239	1,433
Other service charges, commissions, fees	**1,515**	1,310	1,368
Income from fiduciary activities	**70**	75	76
Alternative investment sales commissions	**889**	812	852
Gains on sales of loans	**695**	889	775
Net realized (losses)/gains on sales of securities	**(77)**	(557)	1,488
Earnings from bank-owned life insurance	**483**	386	393
Other	**74**	79	92
Total Other Income	**4,713**	4,233	6,477
Other Expenses			
Salaries and employee benefits	**8,663**	8,332	8,632
Occupancy and equipment	**2,855**	2,520	2,598
Advertising and marketing	**358**	331	224

Data and ATM processing	**2,273**	2,129	2,020
Professional fees	**847**	601	879
Supplies and printing	**255**	276	267
FDIC insurance	**232**	217	237
Merger expenses	**-**	-	255
Amortization of core deposit intangible	**237**	271	306
Other	**2,419**	1,752	1,372
Total Other Expenses	**18,139**	16,429	16,790
Income before income tax expense	**3,956**	8,928	14,144
Income Tax Expense	**1,103**	2,898	4,743
Net Income	**$ 2,853**	$ 6,030	$ 9,401

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Consolidated Statements of Comprehensive Income (Loss)

(dollars in thousands)

Years Ended December 31,		**2014**		2013		2012
Net Income	**$**	**2,853**	$	6,030	$	9,401
Other Comprehensive Income (Loss):						
Unrealized gains (losses) arising during the period on available-for-sale securities, net of income taxes of $2,375, $(3,838) and $734, respectively		**4,611**		(7,453)		1,425
Reclassification adjustment for net losses/(gains) on sales of available-for-sale securities included in net income, income taxes of $26, $189 and $(506), respectively (A)(B)		**51**		368		(982)
Total other comprehensive income (loss)		**4,662**		(7,085)		443
Total Comprehensive Income (Loss)	**$**	**7,515**	$	(1,055)	$	9,844

(A) Amounts are included in net realized (losses) gains on sales of securities on the consolidated statement of income in total other income.

(B) Income tax amounts are included in income tax expense on the consolidated statement of income.

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Consolidated Statements of Shareholders Equity

(dollars in thousands)

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehen-sive Income (Loss)	Total
Balance, January 1, 2012	$ 1	$ 61,623	$ 2,376	$ 1,998	$ 65,998
Net income	-	-	9,401	-	9,401
Other comprehensive income, net of taxes	-	-	-	443	443
Cash capital contribution from Donegal Mutual Insurance Company	-	200	-	-	200
Stock Option Expense	-	138	-	-	138
Balance, December 31, 2012	1	61,961	11,777	2,441	76,180
Net income	-	-	6,030	-	6,030
Other comprehensive loss, net of taxes	-	-	-	(7,085)	(7,085)
Common stock dividend	-	-	(1,400)	-	(1,400)
Stock option expense	-	203	-	-	203
Balance, December 31, 2013	1	62,164	16,407	(4,644)	73,928
Net income	**-**	**-**	**2,853**	**-**	**2,853**
Other comprehensive income, net of taxes	**-**	**-**	**-**	**4,662**	**4,662**
Stock option expense	**-**	**224**	**-**	**-**	**224**
Balance, December 31, 2014	**$ 1**	**$ 62,388**	**$ 19,260**	**$ 18**	**$ 81,667**

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Consolidated Statements of Cash Flows

(dollars in thousands)

Years Ended December 31,	**2014**	2013	2012
Cash Flows from Operating Activities			
Net income	**$ 2,853**	$ 6,030	$ 9,401
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	**67**	205	1,148
Depreciation and amortization	**897**	975	1,006
Intangible amortization	**259**	304	348
Accretion of junior subordinated debentures	**347**	314	284
Net loss (gain) on sales of securities	**77**	557	(1,488)
Net loss on sales of other real estate owned	**66**	94	67
Gain on sales of loans	**(695)**	(889)	(775)
Proceeds from sales of loans	**20,592**	32,091	23,358
Loans originated for sale	**(19,463)**	(28,449)	(25,518)
Stock option expense	**224**	203	138
Net (gain) loss on sale of property and equipment	**(1)**	(2)	1
Amortization on securities, net	**425**	666	642
Earnings from bank-owned life insurance	**(382)**	(386)	(393)
Gain from life insurance proceeds	**(101)**	-	-
Deferred income taxes	**583**	1,928	2,765
Decrease in accrued interest receivable and other assets	**374**	1,977	1,015
Increase (decrease) in other liabilities	**162**	(577)	(1,994)
Net Cash Provided by Operating Activities	**6,284**	15,041	10,005
Cash Flows from Investing Activities			
Purchases of securities available-for-sale	**(14,763)**	(50,782)	(114,226)
Proceeds from sales of securities available-for-sale	**25,630**	27,849	44,170
Proceeds from maturities and principal repayments of securities available-for-sale	**8,988**	17,850	19,885
Net (increase) decrease in loans	**(27,796)**	15,683	47,335
Net maturities of interest bearing time deposits	**-**	-	94
Redemption of restricted stock	**210**	1,144	929
Life insurance claim	**279**	-	-
Proceeds from the sale of property and equipment	**1**	38	7

Purchases of property and equipment	**(783)**	(434)	(598)
Proceeds from sale of other real estate owned	**645**	125	627
Net Cash (Used In) Provided by Investing Activities	**(7,589)**	11,473	(1,777)

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Consolidated Statements of Cash Flows

(dollars in thousands)

Years Ended December 31,	**2014**	2013	2012
Cash Flows from Financing Activities			
Net (decrease) increase in deposits	**$ (24,892)**	$ 5,423	$ (31,740)
Proceeds from long-term debt	-	6,000	-
Repayment of long-term debt	-	(6,000)	-
Net increase in short-term borrowings	**10,000**	-	-
Capital contribution from Donegal Mutual Insurance Company	-	-	200
Dividends paid	-	(1,400)	-
Net Cash (Used in) Provided by Financing Activities	**(14,892)**	4,023	(31,540)
Net (decrease) increase in cash and cash equivalents	**(16,197)**	30,537	(23,312)
Cash and Cash Equivalents, Beginning of Year	**59,538**	29,001	52,313
Cash and Cash Equivalents, End of Year	**$ 43,341**	$ 59,538	$ 29,001
Supplementary Cash Flows Information			
Interest paid	**$ 2,594**	$ 2,880	$ 3,296
Income taxes paid	**$ 540**	$ 1,150	$ 1,100
Supplementary Schedule of Noncash Investing Activities			
Loan transfers to other real estate owned	**$ 446**	$ 30	$ 517

See accompanying notes to consolidated financial statements.

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Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

The accounting policies discussed below are followed consistently by Donegal Financial Services Corporation (the Company). These policies are in accordance with accounting principles generally accepted in the United States of America (US GAAP) and conform to common practices in the banking industry.

Nature of Operations

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Union Community Bank, (the Bank). All material intercompany transactions have been eliminated in consolidation. The Company is owned by Donegal Mutual Insurance Company (the Insurance Company) and Donegal Group Inc.

The Company is a one-bank holding company and provides full banking services through its subsidiary, Union Community Bank. The Bank serves primarily Lancaster County, Pennsylvania.

On May 6, 2011, Donegal Financial Services Corporation, the parent company of Province Bank, FSB, merged with Union National Financial Corporation, the parent company of Union National Community Bank, pursuant to which Union National Financial Corporation merged with and into Donegal Financial Services Corporation. As part of the transaction, Union National Community Bank merged with and into Province Bank, FSB. The entity is operating under the new name Union Community Bank. This series of transactions is collectively referred to as the acquisition .

Estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of deferred tax assets, the evaluation of investment securities for other than temporary impairment, the fair valuing of assets acquired and liabilities assumed, and the evaluation of goodwill for impairment.

Presentation of Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold, interest-bearing demand deposits with other banks, and short-term investments consisting of money market accounts and U.S. Treasury bills purchased with a maturity date of three months or less. Generally, federal funds are purchased and sold for one-day periods.

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Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

Securities

Management determines the appropriate classification of debt securities at the time of purchase, or acquisition, and re-evaluates such designation as of each balance sheet date.

Securities classified as available-for-sale are those securities that the Company intends to hold for an indefinite period of time but not necessarily to maturity. Any decision to sell a security classified as available-for-sale would be based on various factors, including significant movement in interest rates, changes in maturity mix of the Company s assets and liabilities, liquidity needs, regulatory capital considerations and other similar factors. Securities available-for-sale are carried at fair value. Unrealized gains and losses are reported as increases or decreases in other comprehensive (loss) income. Realized gains or losses, determined on the basis of the cost of the specific securities sold, are included in earnings. Premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Other-than-temporary impairment guidance on debt securities specifies that (a) if a company does not have the intent to sell a debt security prior to recovery and (b) it is more likely than not that it will not have to sell the debt security prior to recovery, the security would not be considered other-than-temporarily impaired unless there is a loss due to credit quality. When an entity does not intend to sell the security, and it is more likely than not, the entity will not have to sell the security before the recovery of its cost basis, it will recognize the credit component of an other-than-temporary impairment of a debt security in earnings and the remaining portion in other comprehensive (loss) income. The Company has not recognized any other-than-temporary impairment losses in the years ended December 31, 2014, 2013 or 2012.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried in the aggregate at the lower of cost or estimated fair value. The fair value of loans held for sale is determined, when possible, using quoted secondary-market prices. If no such quoted prices exist, the fair value of a loan is determined using quoted prices for a similar loan or loans, adjusted for the specific attribute of that loan. Net unrealized losses are recognized through a valuation allowance with corresponding charges in the consolidated statement of income. The Company did not write down any loans held for sale during the years ended December 31, 2014, 2013 or 2012. All sales are made without recourse and are sold with servicing released.

Loans Receivable

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are generally stated at their outstanding unpaid principal balances, net of an allowance for credit losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net

of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Company is amortizing these amounts over the contractual life of the loan. Premiums and discounts on purchased loans are amortized as adjustments to interest income using the effective yield method.

Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

The loan portfolio is segmented into commercial and consumer loans. Commercial loans consist of the following classes: commercial real estate secured; commercial & industrial (C&I); and commercial other. Consumer loans consist of the following classes: residential mortgage loans; home equity installment loans and lines of credit; and consumer loans other.

Commercial Loans - Real Estate Secured - the Company engages in commercial lending secured by real estate in its primary market, Lancaster County, Pennsylvania, and surrounding areas. The majority of the commercial loan portfolio is secured by owner-occupied commercial office and manufacturing properties, as well as agricultural land. A smaller portion of the Company s commercial real estate portfolio is secured by commercial real estate development and construction projects.

Generally, commercial real estate loans have terms that do not exceed 20 years, have loan-to-value ratios of up to 80% of the appraised value of the property, and typically require the personal guarantees of the principals of the borrowing entities. Terms of construction loans depend on the specifics of the project such as estimated absorption rates, estimated time to complete, etc. In underwriting commercial real estate loans, the Company performs a thorough analysis of the financial condition and cash flows of the borrower, the borrower s credit history, the borrower s character, and the reliability and predictability of the cash flow generated by the business and property securing the loan. Appraisals supporting the underwriting of properties securing commercial real estate loans are performed by independent appraisers.

Commercial real estate loans generally present a higher level of risk than other types of loans primarily due to adverse economic conditions causing declines in the values of the collateral. This market value risk is somewhat mitigated for owner-occupied commercial real estate loans since the performance and cash flow of the business is the primary source of loan repayment, and not the sale or rent of the real estate.

Commercial Loans - C & I, and Other - The Company originates commercial loans not secured by real estate, but instead by business operations and non-real-estate assets, generally referred to as commercial and industrial loans. These commercial and industrial loans are made primarily to businesses located in the Company s primary market, Lancaster County, Pennsylvania, and surrounding areas. These loans are used for various business purposes which include short-term loans and lines of credit to finance machinery and equipment purchases, and inventory and accounts receivable management, supporting the businesses growth, stability, and profitability.

Generally, the maximum term for commercial loans used for machinery and equipment purchases is based on the projected useful life of such machinery and equipment. Most working capital and business lines of credit are written on demand and require annual renewal. Commercial and industrial loans are generally secured with short-term assets; however, in some cases, additional collateral such as junior liens on real estate is provided as additional security for the loan. Loan-to-values have been established by the Company, specific to the type of business collateral, and generally do not exceed 75% of the value of the underlying business assets. Collateral values may be determined using

invoices, inventory reports, accounts receivable aging reports and collateral appraisals.

Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

In underwriting commercial and industrial loans, an analysis of the borrower s capacity to repay the loan, the adequacy of the borrower s capital and collateral, the borrower s character, as well as an evaluation of the local and broader economic conditions affecting the borrower s business, is performed. Analysis of the borrower s past, present and future cash flows is also an important aspect of the Company s underwriting analysis.

Commercial loans generally present a higher level of risk than other types of loans primarily due to adverse economic conditions having a negative effect on business sales, receivable collections, and, cash flows.

Residential Mortgage Loans, and Home Equity Loans and Lines of Credit - The Company originates one-to-four-family first position residential mortgage loans, and junior lien home equity loans and lines of credit, through the Company s marketing efforts, to present customers, new walk-in customers, and referred customers. Residential mortgage and home equity credits include fixed-rate and adjustable rate mortgages with terms up to a maximum of 20 years for both permanent structures and those under construction. These one-to-four-family mortgage originations are secured by residential properties primarily located in the Company s primary market, Lancaster County, Pennsylvania, and surrounding areas. The majority of residential mortgage and home equity credits have a total loans-to-value ratio of 80% or less. If the total of residential mortgage and home equity loans and lines on a residential property exceed 80% of the underlying real estate value, the borrowers are required to have private mortgage insurance.

In underwriting one-to-four-family residential mortgage and home equity credits, the Company evaluates both the borrower s ability to make monthly payments (from the borrower s existing financial condition and sustainable income sources), and the value of the residential property securing the loan. Real estate properties securing residential mortgage and home equity credits are appraised by independent appraisers. The Company generally requires borrowers to obtain an attorney s title opinion or title insurance, and fire and property insurance (and flood insurance, if necessary) in an amount not less than the appraised value of the property securing the loan. The Company has not engaged in sub-prime residential mortgage originations.

Residential mortgage and home equity credits present a credit risk to the Company, but generally at a lower risk profile as compared to other types of loans since, though adverse economic conditions may cause a decline in property value or cessation in borrower repayment ability, the loan-to-value underwriting standards and generally higher marketability of residential real estate provides for more effective collateral liquidation to cover outstanding loan balances.

Consumer Loans, Other - The Company offers a variety of secured and unsecured consumer loans, including vehicle loans, loans secured by savings deposits, and unsecured consumer loans. Consumer loan terms vary according to the type and value of collateral and creditworthiness of the borrower. In underwriting consumer loans, a thorough analysis of the borrower s willingness and financial ability to repay the loan as agreed is performed. The ability to repay shall be determined by the borrower s employment history, current financial conditions, and credit background.

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Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

Consumer loans not secured by real estate generally entail greater credit risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or are secured by rapidly depreciable assets, such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. In addition, consumer loan collections are dependent on the borrower s continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

Nonaccrual Loans - Generally, a loan is classified as nonaccrual, and the accrual of interest on such loan is discontinued, when (1) the contractual payment of principal or interest has become 90 days past due or (2) management has serious doubts about the further collectability of principal or interest, even though the loan is currently performing. A loan 90 days or more past due may remain on accrual status if it is in the process of collection and is either guaranteed or well-secured. When a loan is placed on nonaccrual status, unpaid interest credited to income is reversed. Interest received on nonaccrual loans including impaired loans is either applied against principal or reported as interest income, according to management s judgment as to the collectability of principal. Generally, loans are restored to accrual status when both principal and interest are brought current, the loan has performed in accordance with the contractual terms for a reasonable period of time (generally six months), and the ultimate collectability of the total contractual principal and interest is no longer in doubt. The past due status of all classes of loans receivable is determined based on the contractual due dates for loan payments.

Allowance for Loan Losses

The allowance for loan losses represents management s estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The allowance for loan losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than 120 days past due on a contractual basis, earlier in the event of bankruptcy, or if there is an amount deemed uncollectible. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a monthly evaluation of the adequacy of the allowance, which is based on the Company s past loan loss experience, industry peer analysis, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of any underlying collateral, composition

of the loan portfolio, current economic conditions, and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

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Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

The allowance for loan losses consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For such loans, an allowance is established when the (i) discounted cash flows, or (ii) collateral value, or (iii) observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as residential real estate, home equity loans and home equity lines of credit, and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for relevant qualitative factors. Separate qualitative factor adjustments are made for higher-risk criticized loans that are not impaired.

Qualitative risk factors used by the Company to adjust historical loan loss rates include:

1. Lending policies and procedures including underwriting standards and risk assessment.

2. Quality of the Company s credit and collection processes.

3. National, regional, and local economic and business conditions as well as the condition of various market segments, including the value of underlying collateral for collateral dependent loans.

4. Nature and volume of the portfolio and terms of loans.

5. Experience, ability, and depth of lending management and staff.

6. Volume and severity of past due, classified and nonaccrual loans as well as trends and other loan modifications.

7. Quality of the Company s loan review system, and the degree of oversight by the Company s Board of Directors.

8. Existence and effect of any concentrations of credit and changes in the level of such concentrations.

9. Effect of external factors, such as competition and legal and regulatory requirements.

Each qualitative factor is assigned a value that is added to or deducted from the historical loss rate for separately defined loan pools to reflect improving, stable or declining conditions based on management s best judgment using relevant information available at the time of the evaluation.

A relatively small component of the allowance for loan losses is an unallocated component which covers uncertainties that could affect management s estimate of probable losses. The unallocated component reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating the specific and general loss components in the portfolio.

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Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

If, based on current information and events, it is probable that the Company will be unable to collect both the contractual principal and interest payments as scheduled according to a loan s contractual terms, the loan is considered impaired. However, management determines the significance of payment delays and shortfalls on a case-by-case basis and may judge an insignificant delay or insignificant shortfall in the amount of payments as not reflective of an impairment. For example, a loan is not considered impaired during a period of delay in payment if the Company expects to collect all amounts due including interest accrued at the contractual interest rate for the period of delay.

Measuring impairment of a loan requires judgment and estimates, and the eventual outcomes may differ from those estimates. When the Company determines that a loan is impaired, the Company measures impairment based on the present value of expected future cash flows, or based upon a loan s observable market price, or based upon the fair value of collateral if the loan is collateral dependent. When the Company uses the fair value of collateral to measure impairment where some or all of the repayment of the loan is dependent upon the liquidation of the collateral, the fair value of the collateral shall be adjusted by the estimated costs of liquidation.

For commercial loans secured by real estate, estimated fair values are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal and the condition of the property. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

For commercial loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower s financial statements, inventory reports, accounts receivable agings or equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual residential mortgage loans, home equity loans and other consumer loans for impairment disclosures, unless such loans are associated with a commercial relationship or the subject of a troubled debt restructuring agreement.

Loans whose terms are modified are classified as troubled debt restructurings if the Company grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate or an extension of a loan s stated maturity date. Non-accrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification.

Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

The allowance calculation methodology includes further segregation of loan pools into risk rating categories. The borrower s overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial and consumer loans. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. Loans criticized as special mention have potential weaknesses that deserve management s close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged off against the allowance for loan losses. Loans not criticized are rated pass.

In addition, Federal regulatory agencies, as an integral part of their examination process, periodically review the Company s allowance for loan losses and may require the Company to recognize additions to or charge-offs against the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management.

Based on management s comprehensive analysis of the loan portfolio, management believes the current level of the allowance for loan losses is adequate.

Reserve for Unfunded Lending Commitments - The reserve for unfunded lending commitments represents management s estimate of losses inherent in its unfunded loan commitments and is recorded in other liabilities on the balance sheet. The Company had a reserve of $173,000 as of December 31, 2014 and $125,000 as of December 31, 2013.

Acquired Loans

Loans that we acquire in connection with acquisitions are recorded at fair value with no carryover of the related allowance for loan losses. Fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount and is recognized into interest income over the remaining life of the loan. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount includes estimated future credit losses expected to be incurred

over the life of the loan. Subsequent decreases to the expected cash flows will require us to evaluate the need for an additional allowance for credit losses. Subsequent improvement in expected cash flows will result in the reversal of a corresponding amount of the nonaccretable discount which we will then reclassify as accretable discount that will be recognized into interest income over the remaining life of the loan.

Donegal Financial Services Corporation

Notes to Consolidated Financial Statements

Acquired loans that met the criteria for impaired or nonaccrual of interest prior to the acquisition may be considered performing upon acquisition, regardless of whether the customer is contractually delinquent if we expect to fully collect the new carrying value (i.e. fair value) of the loans. As such, we may no longer consider the loan to be nonaccrual or nonperforming and may accrue interest on these loans, including the impact of any accretable discount. In addition, charge-offs on such loans would be first applied to the nonaccretable difference portion of the fair value adjustment.

Loans acquired through business combinations that do not meet the specific criteria of Accounting Standards Codification (ASC) 310-30, but for which a discount is attributable at least in part to credit quality, are also accounted for in accordance with this guidance. As a result, related discounts are recognized subsequently through accretion based on the contractual cash flows of the acquired loans.

Business Combinations and Core Deposit Intangible

We account for our merger and acquisitions using the acquisition accounting method. Acquisition accounting requires the total purchase price to be allocated to the estimated fair values of assets acquired and liabilities assumed, including certain intangible assets that must be recognized. Typically, this allocation results in the purchase price exceeding the fair value of net assets acquired, which is recorded as goodwill. Core deposit intangibles are a measure of the value of checking, money market and savings deposits acquired in business combinations accounted for under the purchase method. Core deposit intangibles are being amortized over the sum of year s digits. We complete an annual impairment test for goodwill and other intangible assets. Identifiable intangible assets are evaluated for impairment if events and circumstances indicate a possible impairment. There can be no assurance that future goodwill impairment tests will not result in a charge to earnings.

Goodwill

Goodwill represents the excess of the purchase price over the underlying fair value of merged entities. We assess goodwill for impairment annually as of October 1 of each year. If certain events occur which indicate goodwill might be impaired between annual tests, goodwill must be tested when such events occur. In making this assessment, we consider a number of factors including operating results, business plans, economic projections, anticipated future cash flows, current market data, etc. There are inherent uncertainties related to these factors and our judgment in applying them to the analysis of goodwill impairment. Changes in economic and operating conditions could result in goodwill impairment in future periods. The Company did not identify any impairment on its outstanding goodwill from its most recent testing which was performed as of October 1, 2014. Goodwill was evaluated in accordance with ASC 350-20 using a qualitative analysis.

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Transfers of Financial Assets

Transfers of financial assets, including loan and loan participation sales, are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Property and Equipment

Buildings and improvements, leasehold improvements, and furniture, fixtures and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the assets estimated useful lives.

Restricted Investment in Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank system to hold stock of its district Federal Home Loan Bank according to a predetermined formula. This restricted stock is carried at cost.

Management evaluates the restricted stock for impairment in accordance with ASC 942, *Financial Services - Depository and Lending*. Management s determination of whether these investments are impaired is based on their assessment of the ultimate recoverability of their cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of their cost is influenced by criteria such as (1) the significance of the decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, and (3) the impact of legislative and regulatory changes on institutions and, accordingly, on the customer base of the FHLB.

Management believes no impairment charge was necessary related to the FHLB restricted stock in 2014, 2013 or 2012.

Bank-Owned Life Insurance

The Company invests in bank-owned life insurance (BOLI) as a source of funding for employee benefit expenses. BOLI involves the purchase of life insurance by the Company on a chosen group of employees. The Company is the owner and is a joint or sole beneficiary of the policies. This life insurance investment is carried as an asset at the cash surrender value of the underlying policies. Income from the increase in cash surrender value of the policies and income from the realization of death benefits is reflected in other income.

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ASC Topic 715, *Compensation - Retirement Benefits*, requires the recognition of a liability related to the postretirement benefits covered by an endorsement split-dollar life insurance arrangement. The Company has certain split-dollar life insurance arrangements as part of the Company s bank-owned life insurance program, and recognized its liability and related compensation expense in accordance with ASC Topic 715. Compensation expense related to this split-dollar life insurance was $20,000, $30,000 and $43,000 for the years ended December 31, 2014, 2013 and 2012, respectively.

Mortgage Servicing Rights

Mortgage servicing rights are recognized as assets upon the sale of a mortgage loan. A portion of the cost of the loan is allocated to the servicing right based upon relative fair value. The fair value of servicing rights is based on the present value of estimated future cash flows for pools of mortgages sold stratified by rate and maturity date. Assumptions that are incorporated in the valuation of servicing rights include assumptions about prepayment speeds on mortgages and the cost to service loans. Servicing rights are reported in intangible assets and are amortized over the estimated period of future servicing income to be received on the underlying mortgage loans. The carrying amount of mortgage servicing rights was $54,000 and $76,000 at December 31, 2014 and 2013, respectively. Any related amortization expense is netted against loan servicing fee income and is reflected in the income statement in other non-interest income. Amortization expense was $22,000, $33,000 and $42,000 for the years ended December 31, 2014, 2013 and 2012, respectively. Servicing rights are evaluated for impairment based upon estimated fair value as compared to unamortized book value.

The Company retains the servicing rights on certain mortgage loans sold to the FHLB and receives mortgage banking fee income based upon the principal balance outstanding. Total loans serviced for the FHLB amounted to $5,356,000 and $7,614,000 at December 31, 2014 and 2013, respectively. These mortgage loans sold to the FHLB and serviced by the Company are not reflected in the balance sheet.

Other Real Estate Owned

Other real estate owned (OREO) includes assets acquired through foreclosure, deed in-lieu of foreclosure, and loans identified as in-substance foreclosures. A loan is classified as an in-substance foreclosure when effective control of the real estate collateral has been taken prior to completion of formal foreclosure proceedings. OREO is held for sale and is recorded at fair value less estimated costs to sell. Net costs to maintain OREO and subsequent net losses or gains attributable to OREO liquidations are included in the income statement in other expense as realized. No depreciation or amortization expense is recognized.

Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred.

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Income Taxes

The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*).

The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management s judgment.

The Company recognizes interest and penalties on income taxes as a component of income tax expense. Tax years subject to examination by tax authorities are the years ended December 31, 2013, 2012 and 2011.

Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit. Such financial instruments are recorded in the consolidated balance sheet when they are funded.

Subsequent Events

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of December 31, 2014 for items that should potentially be recognized or disclosed in these consolidated financial

statements. The evaluation was conducted through March 10, 2015, the date these consolidated financial statements were available to be issued.

On February 25, 2015, the Board of Directors of Union Community Bank approved a $1.8 million dividend payment to the Company. The Company will then make a $1.4 million dividend payment to Donegal Group, Inc. and Donegal Mutual Insurance Company. The dividend is payable March 4, 2015.

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2. Merger

On May 6, 2011, Donegal Financial Services Corporation, the parent company of Province Bank, FSB, merged with Union National Financial Corporation, the parent company of Union National Community Bank, with Donegal Financial Services Corporation as the surviving entity. As part of the transaction, Union National Community Bank merged with and into Province Bank, FSB. The merged Bank is operating under the new name Union Community Bank.

Included in the purchase price was goodwill and core deposit intangible of $901,000 and $1,738,000, respectively. The core deposit intangible will be amortized over a ten-year period using a sum of the year s digits basis. The goodwill will not be amortized, but will be measured annually for impairment. Core deposit intangible amortization expense of $237,000, $271,000 and $306,000 was recorded in 2014, 2013 and 2012, respectively. Intangible amortization expense projected for the succeeding five years beginning 2015 is estimated to be $203,000, $168,000, $134,000, $99,000 and $64,000 per year, respectively, and $32,000 in total for years after 2019.

3. Restrictions on Cash and Cash Equivalents

The Company is required to maintain cash reserve balances for the Federal Reserve Bank. The total required reserve balances were $6,123,000 and $9,257,000 as of December 31, 2014 and 2013, respectively.

4. Securities Available-for-Sale

The amortized cost, related fair value and unrealized gains and losses of securities available-for-sale are as follows at December 31, 2014 and 2013 (in thousands):

December 31, 2014	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. treasuries	**$ 6,991**	**$ 11**	**$ (88)**	**$ 6,914**
U.S. government agencies securities	**11,563**	**17**	**(177)**	**11,403**
Corporate debt securities	**2,646**	**46**	**(25)**	**2,667**
Tax-free municipal securities	**22,851**	**654**	**(403)**	**23,102**
Taxable municipal securities	**2,338**	**247**	**-**	**2,585**

U.S. government sponsored enterprise mortgage-backed securities	**81,182**	**640**	**(895)**	**80,927**
Equity securities	**291**	**-**	**-**	**291**
	$ 127,862	**$ 1,615**	**$ (1,588)**	**$ 127,889**

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December 31, 2013	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. treasuries	$ 7,489	$ -	$ (596)	$ 6,893
U.S. government agencies securities	13,025	-	(713)	12,312
Corporate debt securities	3,174	57	(118)	3,113
Tax-free municipal securities	42,593	372	(3,537)	39,428
Taxable municipal securities	2,839	167	-	3,006
U.S. government sponsored enterprise mortgage-backed securities	78,808	276	(2,944)	76,140
Equity securities	291	-	-	291
	$ 148,219	$ 872	$ (7,908)	$ 141,183

Certain obligations of the U.S. Government are pledged to secure public deposits and for other purposes as required or permitted by law. The carrying value of the pledged assets was $24,199,000 and $35,406,000 at December 31, 2014 and 2013, respectively.

The amortized cost and fair value of securities as of December 31, 2014, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because the securities may be called or prepaid with or without any penalty (in thousands).

	Amortized Cost	Fair Value
Due in one year or less	$ 919	$ 1,027
Due after one year through five years	2,569	2,631
Due after five years through ten years	19,793	19,635
Due after ten years	23,108	23,378
U.S. government sponsored enterprise mortgage-backed securities	81,182	80,927
Equity securities	291	291

	$ 127,862	$ 127,889

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The following table shows the Company s investments gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2014 and 2013 (in thousands):

December 31, 2014	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasuries	**$ -**	**$ -**	**$ 5,453**	**$ (88)**	**$ 5,453**	**$ (88)**
U.S. government agencies securities	**2,492**	**(8)**	**7,129**	**(169)**	**9,621**	**(177)**
Corporate debt securities	**-**	**-**	**1,043**	**(25)**	**1,043**	**(25)**
Tax-free municipal securities	**476**	**(21)**	**10,456**	**(382)**	**10,932**	**(403)**
U.S. government sponsored enterprise mortgage-backed securities	**6,094**	**(3)**	**38,759**	**(892)**	**44,853**	**(895)**
	$ 9,062	**$ (32)**	**$ 62,840**	**$ (1,556)**	**$ 71,902**	**$ (1,588)**

December 31, 2013	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. treasuries	$ 6,893	$ (596)	$ -	$ -	$ 6,893	$ (596)
U.S. government agencies securities	11,612	(662)	699	(51)	12,311	(713)
Corporate debt securities	1,733	(118)	-	-	1,733	(118)
Tax-free municipal securities	27,153	(2,557)	4,746	(980)	31,899	(3,537)
U.S. government sponsored enterprise mortgage-backed securities	55,721	(2,498)	5,223	(446)	60,944	(2,944)
	$ 103,112	$ (6,431)	$ 10,668	$ (1,477)	$ 113,780	$ (7,908)

At December 31, 2014, three available-for-sale U.S. treasury securities had unrealized losses and all three securities have been in a continuous loss position for more than 12 months. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities. None of the securities in this category had a fair value significantly below their amortized cost.

At December 31, 2014, eight available-for-sale U.S. government and agency securities had unrealized losses. One of the eight securities have not been in a continuous loss position for 12 months or more. Seven of the securities have been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

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At December 31, 2014, two available-for-sale corporate debt securities had unrealized losses and both of the securities have been in a continuous loss position for more than 12 months. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities. None of the securities in this category had a fair value significantly below their amortized cost.

At December 31, 2014, sixteen available-for-sale tax-free municipal securities had unrealized losses. One of the sixteen securities have not been in a continuous loss position for 12 months or more. Fifteen securities have been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

At December 31, 2014, nineteen available-for-sale U.S. government sponsored enterprise mortgage-backed securities had unrealized losses. Two of the nineteen securities have not been in a continuous loss position for 12 months or more. Seventeen securities have been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

At December 31, 2013, five available-for-sale U.S. treasury securities had unrealized losses and have not been in a continuous loss position for 12 months or more. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities. None of the securities in this category had a fair value significantly below their amortized cost.

At December 31, 2013, ten available-for-sale U.S. government and agency securities had unrealized losses. Nine of the ten securities have not been in a continuous loss position for 12 months or more. One security has been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

At December 31, 2013, three available-for-sale corporate debt securities had unrealized losses and have not been in a continuous loss position for 12 months or more. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities. None of the securities in this category had a fair value significantly below their amortized cost.

At December 31, 2013, fifty-three available-for-sale municipal securities had unrealized losses. Forty-six of the fifty-three securities have not been in a continuous loss position for 12 months or more. Seven securities have been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

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At December 31, 2013, twenty-nine available-for-sale U.S. government sponsored enterprise mortgage-backed securities had unrealized losses. Twenty-seven of the twenty-nine securities have not been in a continuous loss position for 12 months or more. Two securities have been in a continuous loss position for more than 12 months. None of the securities in this category had a fair value significantly below their amortized cost. These unrealized losses relate principally to changes in interest rates subsequent to the acquisition of specific securities.

Unrealized losses on these securities have not been recognized into earnings because the issuers of the securities are of high credit quality, management has the ability and intent to hold these securities for the foreseeable future and does not believe they will have to sell the securities or be required to sell the securities, and the declines in fair value are largely due to market interest rates and not a result of credit risk. The fair values of these securities are expected to recover as they approach maturity and/or market interest rates fluctuate.

Gross realized losses on securities sold during 2014, 2013 and 2012 totaled $309,000, $793,000 and $3,000, respectively. Gross realized gains on securities sold during 2014, 2013 and 2012 totaled $232,000, $236,000 and $1,491,000, respectively.

5. Loans and Allowance for Loan Losses

Credit Quality Indicators

The following tables present the classes of the loan portfolio summarized by the aggregate credit risk ratings (special mention, substandard and doubtful) within the Company s internal risk rating system as of December 31, 2014 and 2013 (in thousands):

December 31, 2014	Pass	Special Mention	Substandard	Doubtful	Total
Commercial loans:					
Real estate secured	**$ 177,230**	**$ 1,232**	**$ 8,801**	**$ -**	**$ 187,263**
C & I	**19,465**	**-**	**2,241**	**-**	**21,706**
Other	**3,572**	**-**	**-**	**-**	**3,572**
Residential mortgage loans	**6,929**	**-**	**308**	**-**	**7,237**
Home equity installments and lines of credit	**82,593**	**-**	**672**	**-**	**83,265**
Consumer loans, other	**2,775**	**-**	**32**	**-**	**2,807**
	$ 292,564	**$ 1,232**	**$ 12,054**	**$ -**	**$ 305,850**

December 31, 2014	Pass	Special Mention	Substandard	Doubtful	Total
Commercial loans:					
Real estate secured	$ 148,090	$ 1,018	$ 10,197	$ -	$ 159,305
C & I	19,193	570	2,423	-	22,186