STATE OF INDIANA)	BEFORE THE INDIANA
COUNTY OF MARION) SS:)	COMMISSIONER OF INSURANCE
IN THE MATTER OF:)
InsureMax Insurance Company 4976 State Road 261 Newburgh, Indiana 47630))

Examination of InsureMax Insurance Company

NOTICE OF ENTRY OF ORDER

Enclosed is the Final Order entered by Stephen W. Robertson, Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of InsureMax Insurance Company, any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as sent to you on February 23, 2012, has been adopted by the Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of **InsureMax Insurance Company** shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

5-2-12

Date

Cynthia D. Donovan

Chief Financial Examiner

CERTIFIED MAIL NUMBER: 7005 3110 0002 4443 9360

STATE OF INDIANA) aa.	BEFORE THE INDIANA
COUNTY OF MARION) SS:)	COMMISSIONER OF INSURANCE
IN THE MATTER OF:)
InsureMax Insurance Company 4976 State Road 261))
Newburgh, Indiana 47630)

Examination of InsureMax Insurance Company

FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the InsureMax Insurance Company (hereinafter "Company") for the time period January 1, 2006 through December 31, 2010.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on January 12, 2012.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on February 23, 2012 and was received by the Company on February 27, 2012.

The Company did not file any objections.

NOW THEREFORE, based on the Verified Report of Examination, I hereby make the following **FINDINGS:**

- 1. That the Verified Report of Examination is a true and accurate report of the financial condition and affairs of the **InsureMax Insurance Company** as of December 31, 2010.
- 2. That the Examiner's Recommendations are reasonable and necessary in order for the InsureMax Insurance Company to comply with the laws of the State of Indiana.

Based on the FINDINGS, the Commissioner does hereby ORDER:

- 1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
- 2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
- 3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed and Sealed this 2nd day of _______, 2012.

Stephyn W. Robertson
Insurance Commissioner
Indiana Department of Insurance

STATE OF INDIANA

Department of Insurance

REPORT OF EXAMINATION

OF

INSUREMAX INSURANCE COMPANY NAIC Co. Code 10922

As of

December 31, 2010



TABLE OF CONTENTS

SALUTATION	1
SCOPE OF EXAMINATION	2
HISTORY	2
CAPITAL AND SURPLUS	2
DIVIDENDS TO STOCKHOLDERS	3
TERRITORY AND PLAN OF OPERATION	3
GROWTH OF THE COMPANY	3
MANAGEMENT AND CONTROL	4
Directors	4
Officers	4
CONFLICT OF INTEREST	5
OATH OF OFFICE	5
CORPORATE RECORDS	5
Articles of Incorporation	5
Bylaws	5
Minutes	5
AFFILIATED COMPANIES	6
Organizational Structure	6
Affiliated Agreements	6
FIDELITY BOND AND OTHER INSURANCE	6
PENSION, STOCK OWNERSHIP, AND INSURANCE PLANS	7
STATUTORY DEPOSITS	7
ACCOUNTS AND RECORDS	7
FINANCIAL STATEMENTS	8
Assets	8
Liabilities, Surplus and Other Funds	9
Statement of Income	. 10
Capital and Surplus Reconciliation	. 11
COMMENTS ON THE FINANCIAL STATEMENTS	. 12
OTHER SIGNIFICANT FINDINGS	. 12
SUBSEQUENT EVENTS	. 12
AFFIDAVIT	. 13



DOI

INDIANA DEPARTMENT OF INSURANCE 311 W. WASHINGTON STREET, SUITE 300 INDIANAPOLIS, INDIANA 46204-2787 TELEPHONE: (317) 232-2385 FAX: (317) 232-5251

Stephen W. Robertson, Commissioner

January 13, 2012

Honorable Stephen W. Robertson, Commissioner Indiana Department of Insurance 311 West Washington Street, Suite 300 Indianapolis, Indiana 46204-2787

Dear Commissioner:

Pursuant to the authority vested in Appointment Number 3694, an examination has been made of the affairs and financial condition of:

InsureMax Insurance Company 4976 State Route 261 Newburgh, Indiana 47630-2856

hereinafter referred to as the "Company," or "InsureMax", an Indiana domestic, stock, property and casualty insurance company. The examination was conducted at the corporate offices of InsureMax Insurance Company, in Newburgh, Indiana.

The Report of Examination, reflecting the status of the Company as of December 31, 2010, is hereby respectfully submitted.

SCOPE OF EXAMINATION

The Company was last examined by Noble Consulting Services, Inc. (Noble) as of December 31, 2005. The present risk-focused examination covers the period January 1, 2006 through December 31, 2010.

David M. Shepherd, FCAS, MAAA, of Merlinos & Associates, Inc., was appointed by the Indiana Department of Insurance (INDOI) to conduct a review of the Company's actuarially determined balances as of December 31, 2010. There were no actuarial adjustments resulting from the review performed by Mr. Shepherd.

Noble conducted the examination pursuant to and in accordance with the NAIC Financial Condition Examiners Handbook (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles and Annual Statement instructions, when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

HISTORY

InsureMax was originally incorporated in the state of Indiana on March 6, 1998, and commenced business on July 9, 1998. The Company is a wholly owned subsidiary of Evansville Holdings Incorporated (EHI) and was established to provide insurance products and service to the non-standard automobile market. InsureMax and EHI share one (1) location in Newburgh, Indiana. The primary business of EHI is to provide financial and accounting services and computer operating systems to the Company.

CAPITAL AND SURPLUS

The Company has 10,000,000 shares of common stock authorized. The initial common capital stock of \$1,000,000 consisted of 100,000 common shares of stock at a par value of \$10 per share. In 2004, the par value of common stock was changed to \$20 per share. As of December 31, 2010, the Company had 100,000 shares issued and outstanding to EHI, and reported capital stock totaling \$2,000,000 and gross paid-in and contributed surplus totaling \$6,490,000. The Company has no preferred stock authorized, issued, or outstanding.

DIVIDENDS TO STOCKHOLDERS

The Company paid the following dividends to EHI during the examination period:

<u>Year</u>	<u>Ordir</u>	nary Dividends
2010	\$	-
2009	\$	150,000
2008	\$	-
2007	\$	-
2006	\$	525,000
Total	\$	675,000

In accordance with Indiana Code (IC) 27-1-23-4, the payment of dividends to holding companies or affiliated insurers may not exceed the greater of 10% of the prior year's surplus or the income of such insurer of the prior year. The dividends paid during the examination period were ordinary in nature and did not require prior regulatory approval. However, in accordance with IC 27-1-23-1.5, the Company notified the INDOI of all declared dividends to the parent during the examination period.

TERRITORY AND PLAN OF OPERATION

InsureMax specializes in non-standard auto coverage. Most of the Company's policies are written with liability only coverage at state minimum limits. The Company added Accident, Disability, and Health to their Certificate of Authority during 2007, and began writing this coverage in 2008. InsureMax sells its products through approximately 300 independent agents.

The Company began writing business in Arkansas in 2007, South Carolina in 2008, and Georgia in 2010. During the period of examination, InsureMax received Certificates of Authority for Alabama, Kansas, and Mississippi, but had not written any new business in these states through December 31, 2010.

GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company during the examination period:

	Admitted			Premiums	Net Income
Year	Assets	Liabilities	Surplus	Earned	(Loss)
2010	\$ 18,981,749	\$ 12,016,214	\$ 6,965,535	\$ 14,697,897	\$ (1,835,696)
2009	17,490,199	8,899,192	8,591,007	11,205,543	226,681
2008	16,148,674	7,787,074	8,361,600	9,970,115	255,955
2007	18,127,751	9,772,779	8,354,972	15,161,100	(983,270)
2006	21,772,551	12,194,733	9,577,818	19,734,077	103,805

Admitted assets increased in 2010, primarily due to positive cash flow from operations. Liabilities increased significantly in 2010, due to a significant increase in aggregate reserves and a premium deficiency reserve established of \$321,399.

Surplus decreased substantially in 2010, primarily due to a net loss of approximately \$1,835,696 and an increase in non-admitted assets of \$342,055.

InsureMax reported net income in three (3) of the past five (5) years primarily from investment and other income offsetting the underwriting losses. The significant net loss in 2010 was primarily due to the increase in underwriting losses.

MANAGEMENT AND CONTROL

Directors

The Bylaws provide that the Board of Directors shall be composed of five (5) directors. At least one (1) of the directors must be a resident of Indiana. The shareholders, at each annual meeting, elect the members of the Board of Directors. The following is a listing of persons serving as directors as of December 31, 2010, and their principal occupations as of that date:

Name	Address	Principal Occupation
Frank Schultheis	Ponce Inlet, Florida	Chairman, Secretary, and Treasurer, InsureMax Insurance Company
Todd Schultheis	Newburgh, Indiana	President, InsureMax Insurance Company
Lawrence Roth	Evansville, Indiana	Vice President of Operations, Energy Systems Group
J. Steven Rudolph	Marco Island, Florida	Former President, J. H. Rudolph & Company, Inc.
Robert Morgan	Lebanon, Ohio	Consultant, Cincinnati Financial Corporation

Officers

The Bylaws state that the officers of this Company shall consist of the Chairman of the Board of Directors, the President, one (1) or more Vice-Presidents, if elected, the Treasurer, the Secretary, and such other officers and assistants as the Board of Directors may appoint. All officers are appointed by resolution of the Board of Directors, and hold office until termination of employment or removal by resolution of the Board of Directors. The following is a listing of persons serving as key officers as of December 31, 2010, and their principal occupations as of that date:

Name	Office
Frank J. Shultheis	Chairman, Secretary, and Treasurer
Todd J. Shultheis	President
J. Todd Kelly	Senior Vice President
Jeffrey S. Murdoch	Vice President of Claims
Olga A. Tsybulnik	Controller and Accounting Manager
R. Neil Heidorn	IT Manager
Jason R. Harding	Marketing Manager
Terri L. Dannheiser	Underwriting Manager

CONFLICT OF INTEREST

Officers and directors are required to review and sign Conflict of Interest statements annually. It was determined that one director, as of December 31, 2010, had not signed a Conflict of Interest statement. Subsequent to year-end 2010, the director signed a Conflict of Interest statement. There were no other issues related to conflict of interest statements identified during the examination.

OATH OF OFFICE

IC 27-1-7-10(i) stipulates that every director, when elected, shall take and subscribe to an oath stating that he or she will faithfully, honestly, and diligently administer the affairs of the Company and will not knowingly violate any of the laws applicable to such Company. Each director signed an Oath of Office statement in 2010.

CORPORATE RECORDS

Articles of Incorporation

The Articles of Incorporation were amended on October 18, 2007, to restate Article two (2) in its entirety. This amendment was properly authorized and approved by the President and Secretary of the Company. This amendment was properly filed and was approved by the INDOI.

Bylaws

There were no amendments made to the Bylaws during the examination period.

Minutes

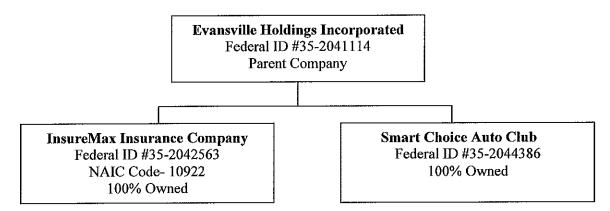
The InsureMax Shareholders and Board of Directors meeting minutes were reviewed for the period under examination through the fieldwork date. Significant actions taken during each meeting were noted.

IC 27-1-7-7(b) states an annual meeting of shareholders, members, or policyholders shall be held within five (5) months after the close of each fiscal year of the Company and at such time within that period as the Bylaws may provide. It was noted that annual meetings were not held in accordance with the Company's Bylaws or IC 27-1-7-7(b).

AFFILIATED COMPANIES

Organizational Structure

The following organization chart shows the affiliated entities in the holding company system as of December 31, 2010:



Affiliated Agreements

The following affiliated agreements and transactions were disclosed as part of the Form B – Holding Company Registration Statement and were filed with the INDOI, as required, in accordance with IC 27-1-23-4.

Management Agreement- EHI

Effective July 9, 1998, InsureMax entered into a Management Agreement with EHI. This agreement was then revised and approved by the INDOI on July 27, 2007. Under this agreement, InsureMax agrees to the payment of a management fee of 5% of earned premiums and fees received associated with policy issuance and billing and reimbursement for reasonable expenses paid on behalf of the Company. Pursuant to this agreement, InsureMax incurred \$830,855 during 2010, in management fees to EHI.

Expense Allocation Agreement- EHI/Smart Choice Auto Club

Effective May 14, 2004, InsureMax entered into an Expense Allocation Agreement with EHI and Smart Choice Auto Club (Smart Choice). Under this agreement, InsureMax agrees to share selected general expenses with EHI and Smart Choice based on various allocation techniques, most commonly employee count. Pursuant to this agreement, InsureMax allocated \$70,857 during 2010, in shared expenses to EHI and Smart Choice.

Consolidated Tax Allocation Agreement

Effective May 24, 1999, InsureMax's consolidated tax allocation agreement was filed and approved by the INDOI. The allocation is made primarily on a separate return basis with current credit for any operation losses or other items utilized in a consolidated return.

FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by any employees through a fidelity bond issued by Cincinnati Insurance Company. The bond has a single loss coverage limit of \$500,000, with a \$0 deductible. The fidelity bond is adequate to meet the prescribed minimum coverage specified by NAIC.

The Company had additional types of coverage in-force as of December 31, 2010, including, but not limited to, general liability, commercial umbrella liability, automobile and garage liability, commercial property liability, electronic data processing equipment, employment practices liability, workers' compensation and employers' liability, professional liability, and directors' and officers' liability.

PENSION, STOCK OWNERSHIP, AND INSURANCE PLANS

The Company sponsors a 401(k) plan established for all full time employees. Full-time employees that have been employed for over one (1) year can contribute up to 15% of their salary to the 401(k) plan. The first six percent (6%) of employee contributions are subject to a 50%, non-discretionary, employer matching contribution. Employer contributions vest pro-rata over a six-year period. The Company's share of contributions to the 401(k) plan was approximately \$10,000 and \$11,000 in 2009, and 2010, respectively.

STATUTORY DEPOSITS

The Company reported the following statutory deposits as of December 31, 2010:

<u>State</u>	<u>B</u>	ook Value	<u>F</u>	Fair Value		
For all Policyholders:						
Indiana	\$	2,022,364	\$	2,082,055		
All Other Special Deposits:						
Georgia		49,987		50,616		
Nevada		199,351		212,705		
South Carolina		160,730		165,112		
Total Deposits	\$	2,432,432	\$	2,510,488		

ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2009, and 2010, were agreed to the respective Annual Statements. The Annual Statements for the years ended December 31, 2006, through 2010, were reconciled to each year's independent audit report without material exceptions noted. The Company's accounting procedures, practices, and account records were deemed satisfactory.

FINANCIAL STATEMENTS

Assets

As of December 31, 2010

	Per Annual Statement		Examination Adjustments			Per Xamination	December 31, Prior Year	
Bonds	\$	13,096,841	\$	-	\$	13,096,841	\$	12,347,634
Stocks:								
Preferred stocks		-		-		-		90,640
Common stocks		798,168		-		798,168		695,252
Cash, cash equivalents, and short-term investments		360,114		-		360,114		560,992
Subtotals, Cash and Invested Assets	14,255,123			-	14,255,123		13,694,518	
Investment income due and accrued		106,139		-		106,139		102,467
Premiums and considerations:								
Uncollected premiums and agents' balances in								
course of collection		686,655		-		686,655		580,102
Deferred premiums, agents' balances and								
installments booked but deferred and not yet due		3,341,807		-		3,341,807		2,638,407
Current federal and foreign income tax recoverable								
and interest thereon		152,426		-		152,426		70,171
Net deferred tax asset		439,599		-		439,599		404,534
TOTALS	\$	18,981,749	\$	_	\$	18,981,749	\$	17,490,199

This Report of Examination reflects the information as presented in the Annual Statement fillings. Note that immaterial differences reported in these financial statements have been transferred directly from Annual Statement data.

FINANCIAL STATEMENTS

Liabilities, Surplus and Other Funds

As of December 31, 2010

	Per Annual Statement		4.7		k	Per xamination	December 31, Prior Year		
Losses	\$ 5,246,070		\$	-	\$	5,246,070	\$	3,466,985	
Loss adjustment expenses		690,734		-		690,734		711,668	
Commissions payable, contingent commissions									
and other similar charges		249,359		-		249,359		220,619	
Other expenses		179,475		-		179,475		196,526	
Taxes, licenses and fees		130,895		-		130,895		80,931	
Unearned premiums		5,058,783		-		5,058,783		4,103,937	
Funds held by company under reinsurance treaties		24				24		105	
Amounts withheld or retained by company for									
account of others		63,237		-		63,237		72,133	
Payable to parent, subsidiaries and affiliates		76,238		-		76,238		46,288	
Aggregate write-ins for liabilities		321,399		-		321,399		-	
Total liabilities		12,016,214				12,016,214		8,899,192	
Common capital stock		2,000,000		-		2,000,000		2,000,000	
Gross paid in and contributed surplus		6,490,000		-		6,490,000		6,490,000	
Unassigned funds (surplus)		(1,524,465)		`-		(1,524,465)		101,007	
Surplus as regards policyholders	<u>ي</u>	6,965,535		-		6,965,535		8,591,007	
TOTALS	\$	18,981,749	\$		\$	18,981,749		17,490,199	

This Report of Examination reflects the information as presented in the Annual Statement filings. Note that immaterial differences reported in these financial statements have been transferred directly from Annual Statement data.

FINANCIAL STATEMENTS

Statement of Income

As of December 31, 2010

	Per Annual		Examination		Per		December 31,				
UNDERWRITING INCOME	Statement		Adjustments		Examination		Prior Year				
Premiums earned	\$ 14,697,897		\$ 14,697,897		\$ -		\$	14,697,897	\$	11,205,543	
DEDUCTIONS											
Losses incurred		10,782,648		-		10,782,648		6,140,449			
Loss adjustment expenses incurred		1,397,238		-		1,397,238		1,243,693			
Other underwriting expenses incurred		6,645,804		-		6,645,804		5,759,889			
Aggregate write-ins for underwriting deductions		321,399		-		321,399		-			
Total underwriting deductions		19,147,089				19,147,089		13,144,031			
Net underwriting gain (loss)		(4,449,192)		-		(4,449,192)		(1,938,488)			
INVESTMENT INCOME											
Net investment income earned		475,859		-		475,859		563,499			
Net realized capital gains (losses) less capital gains tax		58,269				58,269		49,660			
Net investment gain (loss)		534,128		-		534,128		613,159			
OTHER INCOME											
Finance and service charges not included in premiums		1,919,218		-		1,919,218		1,493,705			
Aggregate write-ins for miscellaneous income		378				378		191			
Total other income		1,919,596				1,919,596		1,493,896			
Net income, after dividends to policyholders, after capital											
gains tax and before all other federal and foreign income taxes		(1,995,468)		-		(1,995,468)		168,567			
Federal and foreign income taxes incurred		(159,772)				(159,772)		(58,114)			
Net income	\$	(1,835,696)	\$	-	\$	(1,835,696)	\$	226,681			

This Report of Examination reflects the information as presented in the Annual Statement filings. Note that immaterial differences reported in these financial statements have been transferred directly from Annual Statement data.

FINANCIAL STATEMENTS

Capital and Surplus Reconciliation

CAPITAL AND SURPLUS ACCOUNT	As of 12/31/2010	As of 12/31/2009	As of 12/31/2008	As of 12/31/2007	As of 12/31/2006
Surplus as regards policyholders, December 31 prior year	\$ 8,591,007	\$ 8,361,600	\$ 8,354,972	\$ 9,577,818	\$ 9,965,679
Net income	(1,835,696)	226,681	255,955	(983,270)	103,805
Change in net unrealized capital gains or (losses) less capital					
gains tax	120,869	84,303	(135,972)	(116,038)	(30,117)
Change in deferred income tax	431,410	(83,338)	(106,797)	452,270	63,112
Change in nonadmitted assets	(342,055)	151,761	(6,558)	(575,808)	339
Dividends to stockholders		(150,000)		-	(525,000)
Change in surplus as regards policyholders for the year	(1,625,472)	229,407	\$ 6,628	(1,222,846)	(387,861)
Surplus as regards policyholders, December 31 current year	\$ 6,965,535	\$ 8,591,007	\$ 8,361,600	\$ 8,354,972	\$ 9,577,818

This Report of Examination reflects the information as presented in the Annual Statement filings. Note that immaterial differences reported in these financial statements have been transferred directly from Annual Statement data.

COMMENTS ON THE FINANCIAL STATEMENTS

There were no recommended adjustments to the Financial Statements as of December 31, 2010, based on the results of this examination.

OTHER SIGNIFICANT FINDINGS

IC 27-1-7-7(b) states an annual meeting of shareholders, members, or policyholders shall be held within five (5) months after the close of each fiscal year of the Company and at such time within that period as the Bylaws may provide. It was noted that annual meetings were not held in accordance with the Company's Bylaws or IC 27-1-7-7(b). It is recommended that annual meetings of the shareholder be held in accordance with Company Bylaws.

SUBSEQUENT EVENTS

There were no events subsequent to the examination date and prior to the completion of fieldwork that were considered material events requiring disclosure in this Report of Examination.

AFFIDAVIT

This is to certify that the undersigned is a duly qualified Examiner-in-Charge appointed by the Indiana Department of Insurance and that she, in coordination with staff assistance from Noble Consulting Services, Inc. and actuarial assistance from Merlinos and Associates, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of **InsureMax Insurance Company**, as of December 31, 2010.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the NAIC Financial Condition Examiner's Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

The attached report of examination is a true and complete report of condition of **InsureMax Insurance Company**, as of December 31, 2010, as determined by the undersigned.

Nadine Treon, CFE

Noble Consulting Services, Inc.

State of: County of:

On this day of day of day, 2012, before me personally appeared, Nadine Treon, to sign this

IN WITNESS WHEROF, I have hereunto set my hand and affixed my notorial seal in said County and State, the day and year last above written.

Livesal

My commission expires: 9-15-19

Notary Public

IERESA M WILLIAMSON
Notary Public, State of Indiana
Marion County
Commission # 629458
My Commission Expires
September 15, 2019