UNITRIN INC
Form 10-Q
July 30, 2007
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For Quarterly Period Ended June 30, 2007

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 0-18298

Unitrin, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**95-4255452**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
One East Wacker Drive, Chicago, Illinois	**60601**
(Address of principal executive offices)	**(Zip Code)**

(312) 661-4600

(Registrant s telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

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

65,573,654 shares of common stock, $0.10 par value, were outstanding as of July 27, 2007.

Table of Contents

UNITRIN, INC.

INDEX

		Page
PART I.	FINANCIAL INFORMATION.	
Item 1.	Financial Statements.	
	Condensed Consolidated Statements of Income for the Six Months and Three Months Ended June 30, 2007 and 2006 (Unaudited).	1
	Condensed Consolidated Balance Sheets as of June 30, 2007 (Unaudited) and December 31, 2006.	2
	Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2007 and 2006 (Unaudited).	3
	Notes to the Condensed Consolidated Financial Statements (Unaudited).	4-20
Item 2.	Management s Discussion and Analysis of Results of Operations and Financial Condition.	21-40
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.	41-43
Item 4.	Controls and Procedures.	44
PART II.	OTHER INFORMATION.	45
Item 1.	Legal Proceedings.	45
Item 2.	Changes in Securities and Use of Proceeds.	45
Item 4.	Submission of Matters to a Vote of Security Holders.	46
Item 6.	Exhibits.	47-48
Signatures		49

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Dollars in millions, except per share amounts)

(Unaudited)

	Six Months Ended		Three Months Ended	
	June 30, 2007	June 30, 2006	June 30, 2007	June 30, 2006
Revenues:				
Earned Premiums	$ 1,216.2	$ 1,237.8	$ 613.0	$ 624.0
Consumer Finance Revenues	129.9	120.0	65.9	61.6
Net Investment Income	169.4	151.3	85.0	76.4
Other Income	2.2	3.0	1.2	2.2
Net Realized Investment Gains	39.5	20.6	17.0	9.0
Total Revenues	1,557.2	1,532.7	782.1	773.2
Expenses:				
Policyholders Benefits and Incurred Losses and Loss Adjustment Expenses	828.0	822.6	419.5	409.2
Insurance Expenses	388.8	401.6	196.8	202.6
Consumer Finance Expenses	113.6	92.5	57.9	47.3
Interest and Other Expenses	36.1	31.7	20.0	15.8
Total Expenses	1,366.5	1,348.4	694.2	674.9
Income before Income Taxes and Equity in Net Income (Loss) of Investee	190.7	184.3	87.9	98.3
Income Tax Expense	55.9	56.1	25.1	30.7
Income before Equity in Net Income (Loss) of Investee	134.8	128.2	62.8	67.6
Equity in Net Income (Loss) of Investee	(0.2)	7.2	(0.6)	1.8
Net Income	$ 134.6	$ 135.4	$ 62.2	$ 69.4
Net Income Per Share	$ 2.03	$ 1.98	$ 0.94	$ 1.02
Net Income Per Share Assuming Dilution	$ 2.01	$ 1.97	$ 0.94	$ 1.01

The Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except per share amounts)

	June 30, 2007 (Unaudited)	December 31, 2006
Assets:		
Investments:		
Fixed Maturities at Fair Value (Amortized Cost: 2007 $3,774.6; 2006 $3,780.3)	$ 3,759.4	$ 3,832.9
Northrop Grumman Corporation Preferred Stock at Fair Value (Cost: 2007 $177.5; 2006 $177.5)	256.3	236.0
Northrop Grumman Corporation Common Stock at Fair Value (Cost: 2007 $281.7; 2006 $318.8)	508.3	500.3
Other Equity Securities at Fair Value (Cost: 2007 $416.9; 2006 $407.8)	592.7	569.3
Investee (Intermec) at Cost Plus Cumulative Undistributed Earnings (Fair Value: 2007 $320.4; 2006 $307.2)	87.0	92.7
Short-term Investments at Cost which Approximates Fair Value	953.4	465.2
Other	622.9	594.6
Total Investments	6,780.0	6,291.0
Cash	53.1	157.9
Consumer Finance Receivables at Cost, Net (Fair Value: 2007 $1,282.1; 2006 $1,231.4)	1,285.0	1,227.0
Other Receivables	708.3	730.4
Deferred Policy Acquisition Costs	467.5	444.7
Goodwill	344.7	344.7
Other Assets	119.0	125.7
Total Assets	$ 9,757.6	$ 9,321.4
Liabilities and Shareholders Equity:		
Insurance Reserves:		
Life and Health	$ 2,519.0	$ 2,486.1
Property and Casualty	1,388.4	1,432.6
Total Insurance Reserves	3,907.4	3,918.7
Certificates of Deposits at Cost (Fair Value: 2007 $1,206.8; 2006 $1,154.6)	1,210.8	1,162.7
Unearned Premiums	795.4	778.9
Liabilities for Income Taxes	289.8	285.1
Notes Payable at Amortized Cost (Fair Value: 2007 $850.9; 2006 $501.3)	860.0	504.5
Accrued Expenses and Other Liabilities	399.0	387.5
Total Liabilities	7,462.4	7,037.4
Shareholders Equity:		
Common Stock, $0.10 par value, 100 million Shares Authorized; 65,549,374 Shares Issued and Outstanding at June 30, 2007 and 66,991,352 Shares Issued and Outstanding at December 31, 2006	6.6	6.7
Paid-in Capital	768.4	759.1
Retained Earnings	1,229.1	1,231.2
Accumulated Other Comprehensive Income	291.1	287.0

Total Shareholders Equity	2,295.2	2,284.0
Total Liabilities and Shareholders Equity	$ 9,757.6	$ 9,321.4

The Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

(Unaudited)

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
Operating Activities:		
Net Income	$ 134.6	$ 135.4
Adjustments to Reconcile Net Income to Net Cash Provided (Used) by Operating Activities:		
Increase in Deferred Policy Acquisition Costs	(10.0)	(14.2)
Equity in Net (Income) Loss of Investee before Taxes	0.3	(11.2)
Net Activity of Limited Partnerships and Limited Liability Companies	0.6	(6.0)
Amortization of Investments	3.2	4.0
Depreciation of Fixed Assets	10.2	11.4
Decrease in Other Receivables	33.6	61.4
Decrease in Insurance Reserves	(38.3)	(11.0)
Increase in Unearned Premiums	4.2	5.7
Increase (Decrease) in Liabilities for Income Taxes	2.6	(7.2)
Increase (Decrease) in Accrued Expenses and Other Liabilities	3.3	(12.0)
Net Realized Investment Gains	(39.5)	(20.6)
Provision for Loan Losses	34.0	24.1
Other, Net	17.5	7.4
Net Cash Provided by Operating Activities	156.3	167.2
Investing Activities:		
Sales and Maturities of Fixed Maturities	249.9	283.0
Purchases of Fixed Maturities	(200.5)	(183.2)
Sales of Northrop Grumman Corporation Common Stock	63.8	17.5
Sales of Other Equity Securities	50.9	60.8
Purchases of Other Equity Securities	(45.5)	(118.7)
Change in Short-term Investments	(475.6)	(21.2)
Acquisition and Improvements of Investment Real Estate	(5.7)	(4.3)
Sales of Investment Real Estate	3.3	
Acquisition of Business, Net of Cash Acquired	(46.8)	
Change in Other Investments	(28.8)	(41.9)
Change in Consumer Finance Receivables	(91.6)	(120.4)
Other, Net	(6.2)	(5.4)
Net Cash Used by Investing Activities	(532.8)	(133.8)
Financing Activities:		
Change in Certificates of Deposits	48.0	47.0
Change in Universal Life and Annuity Contracts	2.0	2.4
Notes Payable Proceeds	354.9	20.0
Notes Payable Payments		(20.0)
Cash Dividends Paid	(60.7)	(60.4)
Common Stock Repurchases	(74.8)	(29.2)

Cash Exercise of Stock Options	1.5	3.8
Excess Tax Benefits from Share-based Awards	0.8	1.4
Net Cash Provided (Used) by Financing Activities	271.7	(35.0)
Decrease in Cash	(104.8)	(1.6)
Cash, Beginning of Year	157.9	44.5
Cash, End of Period	$ 53.1	$ 42.9

The Notes to the Condensed Consolidated Financial Statements are an integral part of these financial statements.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Basis of Presentation

The unaudited Condensed Consolidated Financial Statements included herein have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the SEC) and include the accounts of Unitrin, Inc. and its subsidiaries (Unitrin or the Company). All significant intercompany accounts and transactions have been eliminated. Certain financial information that is normally included in annual financial statements, including certain financial statement footnote disclosures, prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) is not required by the rules and regulations of the SEC and has been condensed or omitted. In the opinion of the Company s management, the unaudited Condensed Consolidated Financial Statements include all adjustments necessary for a fair presentation. The preparation of interim financial statements relies heavily on estimates. This factor and certain other factors, such as the seasonal nature of some portions of the insurance business, as well as market conditions, call for caution in drawing specific conclusions from interim results. The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and related notes included in the Company s Annual Report on Form 10-K, filed with the SEC for the year ended December 31, 2006 (the 2006 Annual Report).

Accounting Changes

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. (FIN) 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized under Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes.* FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and also provides guidance on various related matters such as derecognition, interest and penalties, and disclosure. On January 1, 2007, the Company adopted FIN 48. The initial application of FIN 48 to the Company s tax positions had no effect on the Company s Shareholders Equity. The Company accounts for its investment in its investee, Intermec, Inc. (Intermec), under the equity method of accounting on a three-month-delay basis. Accordingly, the Company recognized its pro rata share of the effect of Intermec s adoption of FIN 48 in the Company s financial statements in the second quarter of 2007. Based on Intermec s disclosure in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2007, the impact of Intermec s initial application of FIN 48 resulted in the Company recognizing a reduction in the Company s Shareholders Equity of $0.9 million, which was net of a tax benefit of $0.5 million.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company estimates that the initial application of SFAS No. 157 will not be material.

In September 2006, the FASB issued SFAS No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans*. SFAS No. 158 amends SFAS No. 87, *Employers Accounting for Pensions*, SFAS No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and Termination Benefits*, SFAS No. 106, *Employers Accounting for Postretirement Benefits Other Than Pensions*, and SFAS No. 132(R), *Employers Disclosure about Pensions and Other Postretirement Benefits*. SFAS No. 158 requires the recognition of the funded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in the statement of financial position and the recognition of changes in the funded status through comprehensive income in the year in which such changes occur. The Company adopted the recognition provisions of SFAS No. 158 and initially applied them to the funded status of its defined benefit postretirement plans and provided the required disclosures as of December 31, 2006. The Company s investee, Intermec, recognized the financial impact of SFAS No. 158 in its financial statements at December 31, 2006. The Company accounts for its investment in Intermec under the equity method of accounting on a three-month-delay basis. Accordingly, the Company recognized a decrease of $2.3 million, which was net of a tax benefit of $1.3 million, to its Shareholders Equity in the first quarter of 2007 for its pro rata share of the impact of Intermec s adoption of SFAS No. 158.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Basis of Presentation (continued)

The incremental effect of the Company recognizing its pro rata share of the impact of Intermec s initial application of SFAS No. 158 on individual lines of the Condensed Consolidated Balance Sheet at June 30, 2007 was:

(Dollars in Millions)	Before Application of SFAS No. 158 by Investee	Incremental Effect of Applying SFAS No. 158 by Investee	After Application of SFAS No. 158 by Investee
Investment in Investee (Intermec)	$ 90.6	$ (3.6)	$ 87.0
Total Investments	6,783.6	(3.6)	6,780.0
Total Assets	9,761.2	(3.6)	9,757.6
Liabilities for Income Taxes	291.1	(1.3)	289.8
Total Liabilities	7,463.7	(1.3)	7,462.4
Accumulated Other Comprehensive Income	293.4	(2.3)	291.1
Total Shareholders Equity	2,297.5	(2.3)	2,295.2
Total Liabilities and Shareholders Equity	9,761.2	(3.6)	9,757.6

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115.* SFAS No. 159 permits the choice of measuring financial instruments and certain other items at fair value. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company has not yet determined the manner or the impact of adoption of SFAS No. 159 on the Company.

Note 2 Acquisition of Business

On June 29, 2007, Trinity Universal Insurance Company (Trinity), a subsidiary of the Company, completed its acquisition of 100% of Merastar Industries, Ltd, including its wholly owned subsidiary, Merastar Insurance Company (Merastar) in a cash transaction for a total purchase price of $47.8 million, including transaction costs of $0.6 million. Beginning with the Company s third quarter of 2007, the results of the acquisition will be included in the Company s financial statements from the date of acquisition and will be reported in the Company s Unitrin Direct segment. Results for Merastar from the date of acquisition to June 30, 2007 were not material.

Merastar provides automobile and homeowners insurance and is licensed in 48 states. The Company s preliminary estimate of the fair value of the net assets acquired exceeded the purchase price. Such excess has been allocated to reduce the estimated fair value of non-financial assets acquired in accordance with SFAS No. 141, *Business Combinations.*

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 2 Acquisition of Business (continued)

The Company has not yet completed the process of estimating the fair value of assets acquired and liabilities assumed. Accordingly, the Company s estimates and allocation may change as the Company completes the process. Due to the complex nature of the valuation calculations, the estimates of fair value that are most likely to change are the estimates of the fair value of Insurance Reserves and the Value of Insurance Inforce. Changes in the Company s estimates of fair value, if any, would be included in the period of change. Based on the Company s preliminary allocation of the purchase price, assets acquired and liabilities assumed were:

(Dollars in Millions)	
Investments	$ 58.7
Cash	1.0
Other Receivables	11.5
Value of Insurance Inforce	12.8
Value of Licenses Acquired	5.7
Other Assets	0.6
Insurance Reserves	(25.0)
Unearned Premiums	(12.5)
Liabilities for Income Taxes	0.1
Accrued Expenses and Other Liabilities	(5.1)
Total Purchase Price	$ 47.8

Note 3 Catastrophe Reinsurance

The Company maintains three separate catastrophe reinsurance programs for its property and casualty insurance businesses. Coverage for each reinsurance program is provided in three layers.

The annual program covering the Company s Unitrin Direct, Unitrin Specialty and Unitrin Business Insurance segments provides, effective January 1, 2007, reinsurance coverage of 100% of reinsured catastrophe losses of $36 million above retention of $4 million. In 2006, the annual program covering these segments also provided reinsurance coverage of 100% of reinsured catastrophe losses of $36 million above retention of $4 million. The aggregate annual premium, excluding reinstatement premium, for the 2007 annual program covering these segments is $2.6 million, compared to an annual cost of $1.9 million, excluding reinstatement premium, for the 2006 annual program. The 2007 and 2006 annual programs covering these segments do not include Merastar. The annual program covering Merastar Insurance Company was effective on March 31, 2007 and provides reinsurance coverage of 97.5% of reinsured catastrophe losses of $7.25 million above retention of $0.75 million. The aggregate annual premium, excluding reinstatement premium, for the Merastar annual program is $0.4 million.

The annual program covering the property insurance operations of the Company s Life and Health Insurance segment was changed to provide, effective January 1, 2007, reinsurance coverage of 100% of reinsured catastrophe losses of $120 million above retention of $10 million. In 2006, the annual program covering this segment provided reinsurance coverage of 100% of reinsured catastrophe losses of $90 million above retention of $10 million. The aggregate annual premium, excluding reinstatement premium, for the 2007 annual program covering this segment is $9.3 million, compared to an annual cost of $6.1 million, excluding reinstatement premium, for the 2006 annual program.

The Company has established, effective April 1, 2007, a new annual program covering the Company s Kemper segment on terms that are different from the prior annual program. Under the new annual program, the first layer provides reinsurance coverage of approximately 62% of reinsured catastrophe losses of $30 million above retention of $40 million. The second layer under the new annual program provides reinsurance coverage of approximately 90% of reinsured catastrophe losses of $80 million above retention of $70 million. The third layer under the new

annual program provides reinsurance coverage of approximately 90% of reinsured catastrophe losses of $100 million above retention of $150 million. Under the prior annual program, which was effective July 1, 2006 and was terminated effective with the new annual program, the first layer provided reinsurance coverage of approximately 65%

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 3 Catastrophe Reinsurance (continued)

of reinsured catastrophe losses of $30 million above retention of $40 million. The second layer under the prior annual program provided reinsurance coverage of approximately 88% of reinsured catastrophe losses of $80 million above retention of $70 million. The third layer under the prior annual program provided reinsurance coverage of approximately 80% of reinsured catastrophe losses of $100 million above retention of $150 million. The aggregate annual premium, excluding reinstatement premium, for Kemper s new annual program is $20.1 million, compared to an annual cost of $19.5 million, excluding reinstatement premium, for the prior program.

In addition, in the event that the Company s incurred catastrophe losses and loss adjustment expenses (LAE) covered by any of its three catastrophe reinsurance programs exceed the retention for that particular program, each of the programs requires one reinstatement of such coverage. In such an instance, the Company is required to pay a reinstatement premium to the reinsurers to reinstate the full amount of reinsurance available under such program. The reinstatement premium is a percentage of the original premium based on the ratio of the losses exceeding the Company s retention to the reinsurers coverage limit. In addition to these programs, the Company purchases reinsurance from the Florida Hurricane Catastrophe Fund for hurricane losses in the state of Florida at retentions lower than those described above.

Note 4 Notes Payable

On May 11, 2007, the Company issued $360 million of its 6.00% senior notes due May 15, 2017 (the 6.00% Senior Notes). The 6.00% Senior Notes are unsecured and may be redeemed in whole at any time or in part from time to time at the Company s option at specified redemption prices. The Company issued the 6.00% Senior Notes in exchange for proceeds of $354.9 million, net of transaction costs, for an effective yield of 6.19%. The Company used the proceeds from the sale of the 6.00% Senior Notes to repay the $300 million principal aggregate amount of its 5.75% senior notes on July 2, 2007 and also for general corporate purposes.

Total Debt Outstanding at June 30, 2007 and December 31, 2006 was:

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Senior Notes at Amortized Cost:		
5.75% Senior Notes due July 1, 2007	$ 300.0	$ 299.6
4.875% Senior Notes due November 1, 2010	199.0	198.8
6.00% Senior Notes due May 15, 2017	355.0	
Mortgage Note Payable at Amortized Cost	6.0	6.1
Total Debt Outstanding	$ 860.0	$ 504.5

The Company had no outstanding advances under its $325 million, unsecured, revolving credit agreement at June 30, 2007 or December 31, 2006. Undrawn letters of credit issued pursuant to the unsecured, revolving credit agreement were $13.1 million at both June 30, 2007 and December 31, 2006. Accordingly, the amounts available for future borrowing were $311.9 million at both June 30, 2007 and December 31, 2006.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 4 Notes Payable (continued)

Interest Paid, including facility fees, for the six and three months ended June 30, 2007 and 2006 was:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Notes Payable under Revolving Credit Agreement	$ 0.1	$ 0.3	$ 0.1	$ 0.1
5.75% Senior Notes due July 1, 2007	8.6	8.6		
4.875% Senior Notes due November 1, 2010	4.9	4.9	4.9	4.9
6.00% Senior Notes due May 15, 2017				
Mortgage Note Payable	0.2	0.2	0.1	0.1
Total Interest Paid	$ 13.8	$ 14.0	$ 5.1	$ 5.1

Interest Expense, including facility fees and accretion of discount, for the six and three months ended June 30, 2007 and 2006 was:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Notes Payable under Revolving Credit Agreement	$ 0.2	$ 0.3	$ 0.1	$ 0.1
5.75% Senior Notes due July 1, 2007	9.0	8.9	4.5	4.4
4.875% Senior Notes due November 1, 2010	5.0	5.0	2.5	2.5
6.00% Senior Notes due May 15, 2017	3.0		3.0	
Mortgage Note Payable	0.2	0.2	0.1	0.1
Total Interest Expense	$ 17.4	$ 14.4	$ 10.2	$ 7.1

Note 5 Net Income Per Share

Net Income Per Share and Net Income Per Share Assuming Dilution for the six and three months ended June 30, 2007 and 2006 were as follows:

(Dollars and Shares in Millions, Except Per Share Amounts)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Net Income	$ 134.6	$ 135.4	$ 62.2	$ 69.4
Dilutive Effect on Net Income from Investee s Equivalent Shares		(0.2)		(0.1)
Net Income Assuming Dilution	$ 134.6	$ 135.2	$ 62.2	$ 69.3
Weighted Average Common Shares Outstanding	66.4	68.4	65.9	68.3

Dilutive Effect of Unitrin Share-based Compensation Plans	0.4	0.4	0.4	0.4
Weighted Average Common Shares and Equivalent Shares Outstanding Assuming Dilution	66.8	68.8	66.3	68.7
Net Income Per Share	$ 2.03	$ 1.98	$ 0.94	$ 1.02
Net Income Per Share Assuming Dilution	$ 2.01	$ 1.97	$ 0.94	$ 1.01

Options outstanding at June 30, 2007 and 2006 to purchase 2.3 million shares and 2.2 million shares, respectively, of Unitrin common stock were excluded from the computation of Net Income Per Share Assuming Dilution for the six months ended June 30, 2007 and 2006, respectively, because the exercise prices exceeded the average market price.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 6 Comprehensive Income (Loss)

Other Comprehensive Income (Loss) for the six and three months ended June 30, 2007 and 2006 was:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Other Comprehensive Income, Before Tax:				
Unrealized Holding Gains (Losses) Arising During the Period Before Reclassification Adjustment	$ 49.3	$ (92.3)	$ (12.9)	$ (96.8)
Reclassification Adjustment for Amounts Included in Net Income	(37.4)	(20.6)	(15.0)	(9.2)
Unrealized Holding Gains (Losses)	11.9	(112.9)	(27.9)	(106.0)
Equity in Other Comprehensive Income (Loss) of Investee	(0.2)	(3.0)	(0.2)	0.2
Amortization of Unrecognized Postretirement Benefit Costs	(1.0)		(0.6)	
Other Comprehensive Income (Loss), Before Tax	10.7	(115.9)	(28.7)	(105.8)
Income Tax Benefit (Expense):				
Unrealized Holding Gains and Losses Arising During the Period Before Reclassification Adjustment	(17.7)	32.4	4.1	33.9
Reclassification Adjustment for Amounts Included in Net Income	13.1	7.2	5.3	3.2
Unrealized Holding Gains and Losses	(4.6)	39.6	9.4	37.1
Equity in Other Comprehensive Loss of Investee		1.1		
Amortization of Unrecognized Postretirement Benefit Costs	0.3		0.2	
Income Tax Benefit (Expense)	(4.3)	40.7	9.6	37.1
Other Comprehensive Income (Loss)	$ 6.4	$ (75.2)	$ (19.1)	$ (68.7)

Total Comprehensive Income for the six months ended June 30, 2007 and 2006 was $141.0 million and $60.2 million, respectively. Total Comprehensive Income for the three months ended June 30, 2007 and 2006 was $43.1 million and $0.7 million, respectively.

The components of Accumulated Other Comprehensive Income at June 30, 2007 and December 31, 2006 were:

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Net Unrealized Gains on Investments, Net of Income Taxes	$ 302.1	$ 294.8
Equity in Accumulated Other Comprehensive Loss of Investee, Net of Income Taxes	(3.0)	(0.5)
Net Unrecognized Postretirement Benefit Costs, Net of Income Taxes	(8.0)	(7.3)

Total Accumulated Other Comprehensive Income	$ 291.1	$ 287.0

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 7 Income from Investments

Net Investment Income for the six and three months ended June 30, 2007 and 2006 was:

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	**June 30, 2007**	**June 30, 2006**	**June 30, 2007**	**June 30, 2006**
Investment Income:				
Interest and Dividends on Fixed Maturities	$ 104.7	$ 104.8	$ 52.1	$ 53.0
Dividends on Northrop Preferred Stock	9.3	3.1	3.1	
Dividends on Northrop Common Stock	5.0	4.2	2.5	2.3
Dividends on Other Equity Securities	11.0	5.3	8.1	2.7
Short-term Investments	18.4	12.6	10.8	6.4
Loans to Policyholders	6.7	6.5	3.3	3.2
Real Estate	15.0	13.8	7.5	6.9
Limited Partnerships and Limited Liability Companies	12.4	12.1	4.0	7.7
Total Investment Income	182.5	162.4	91.4	82.2
Real Estate and Other Investment Expenses	13.1	11.1	6.4	5.8
Net Investment Income	$ 169.4	$ 151.3	$ 85.0	$ 76.4

Dividend income from the Company s investment in Northrop Grumman Corporation (Northrop) preferred stock increased for the six and three months ended June 30, 2007, compared to the same periods in 2006, due to the timing of ex-dividend dates. Dividend income from other equity securities increased for the six and three months ended June 30, 2007, compared to the same periods in 2006, due to a one-time dividend of $5.2 million from the Company s equity investment in IRI Holdings, Inc. Short-term investment income increased for the six and three months ended June 30, 2007, compared to the same periods in 2006, due primarily to the higher levels of short-term investments. The Company invested the proceeds from the issuance of its 6.00% Senior Notes in short-term investments until the principal on its 5.75% Senior Notes was repaid on July 2, 2007.

The components of Net Realized Investment Gains for the six and three months ended June 30, 2007 and 2006 were:

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	**June 30, 2007**	**June 30, 2006**	**June 30, 2007**	**June 30, 2006**
Fixed Maturities:				
Gains on Dispositions	$ 1.2	$ 2.0	$ 0.7	$ 1.1
Losses on Dispositions	(3.7)	(4.4)	(3.7)	(4.0)
Losses from Write-downs	(0.7)		(0.2)	
Northrop Common Stock:				
Gains on Dispositions	26.6	5.6	7.7	1.8
Other Equity Securities:				
Gains on Dispositions	14.8	19.8	10.9	11.3
Losses on Dispositions	(0.5)	(0.8)	(0.4)	(0.4)

Losses from Write-downs	(0.3)	(1.7)		(0.7)
Real Estate:				
Gains on Dispositions	1.9		1.9	
Other Investments:				
Gains on Dispositions	0.3	0.3	0.2	0.1
Losses on Dispositions	(0.1)	(0.2)	(0.1)	(0.2)
Net Realized Investment Gains	$ 39.5	$ 20.6	$ 17.0	$ 9.0

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 8 Pension Benefits and Postretirement Benefits Other Than Pensions

The components of Pension Expense for the six and three months ended June 30, 2007 and 2006 were:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Service Cost Benefits Earned	$ 6.7	$ 7.0	$ 3.2	$ 3.5
Interest Cost on Projected Benefit Obligations	10.0	9.5	5.0	4.7
Expected Return on Plan Assets	(12.3)	(11.3)	(6.2)	(5.6)
Net Amortization and Deferral	0.3	0.9	0.3	0.9
Total Pension Expense	$ 4.7	$ 6.1	$ 2.3	$ 3.5

The components of Postretirement Benefits Other than Pension Expense for the six and three months ended June 30, 2007 and 2006 were:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Service Cost Benefits Earned	$ 0.1	$ 0.1	$ 0.1	$
Interest Cost on Projected Benefit Obligations	1.0	1.3	0.4	0.6
Net Amortization and Deferral	(1.2)	(1.0)	(0.8)	(0.5)
Total Postretirement Benefits Other than Pension Expense	$ (0.1)	$ 0.4	$ (0.3)	$ 0.1

Note 9 Long-term Equity Compensation Plans

The Company has four stock option plans, all of which have been approved by the Company s shareholders. Stock options to purchase the Company s common stock are granted at prices equal to the fair market value of the Company s common stock on the date of grant to both employees and directors. Employee options generally vest over a period of three and one-half years and expire ten years from the date of grant. Beginning in 2003, options granted to employees were coupled with tandem stock appreciation rights (SAR), settled in Company stock. Options granted to directors are exercisable one year from the date of grant and expire ten years from the date of grant. At June 30, 2007, options to purchase 5,464,555 shares of the Company s common stock were outstanding and options to purchase 1,730,882 shares of the Company s common stock were available for future grants under the Company s four stock option plans.

To encourage stock ownership, the Company s four stock option plans include provisions, subject to certain limitations beginning in 2006 as described below, to automatically grant restorative, or reload stock options (Restorative Options), to replace shares of previously owned Unitrin common stock that an exercising option holder surrenders, either actually or constructively, in order to satisfy the exercise price and/or tax withholding obligations relating to the exercise. Restorative Options are subject to the same terms and conditions as the original options, including the expiration date, except that the exercise price is equal to the fair market value of Unitrin common stock on the date of grant and cannot be exercised until six months after the date of grant.

For original awards granted beginning in 2006 and Restorative Options granted thereunder, Restorative Options will be granted only if, on the date of exercise of the option giving rise to the Restorative Option, the market price of Unitrin common stock exceeds such option s exercise price by 15%. Further, no Restorative Options will be granted if the option giving rise to the Restorative Option is set to expire within twelve months.

In addition, the Company has a restricted stock plan, which has been approved by the Company s shareholders. Under this plan, restricted stock and restricted stock units may be granted to all eligible employees. Recipients of restricted stock are entitled to full dividend and voting rights and all awards are subject to forfeiture until certain restrictions have

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 9 Long-term Equity Compensation Plans (continued)

lapsed. As of June 30, 2007, 205,500 shares of restricted stock having a weighted-average grant-date fair value of $47.71 per share have been awarded, of which 2,900 shares were forfeited and 6,558 were tendered to satisfy tax withholding obligations. 803,958 common shares remain available for future grants.

The Company uses the Black-Scholes option pricing model to estimate the fair value of each option on the date of grant. The expected terms of options are developed by considering the Company s historical share option exercise experience, demographic profiles, historical share retention practices of employees and assumptions about their propensity for early exercise in the future. Further, the Company aggregates individual awards into relatively homogenous groups that exhibit similar exercise behavior in order to obtain a more refined estimate of the expected term of options. Expected volatility is estimated using weekly historical volatility. The Company believes that historical volatility is currently the best estimate of expected volatility. The dividend yield is the annualized yield on Unitrin common stock on the date of grant for all original grants made after 2005. For Restorative Options, the annualized yield on Unitrin common stock for the month prior to the grant of the Restorative Option is used for all restorative grants made after 2005. For all grants made prior to 2006, the dividend yield on Unitrin common stock was a five-year moving average. No assumption for any future dividend rate change is included in the current expected dividend yield assumption. The risk free interest rate is the yield on the grant date of U.S. Treasury zero coupon issues with a maturity comparable to the expected term of the option. The assumptions used in the Black-Scholes pricing model for options granted during the six months ended June 30, 2007 and 2006 were as follows:

	Jan. 1 - June 30, 2007	Jan. 1 - June 30, 2006
Range of Valuation Assumptions		
Expected Volatility	17.57% -22.55%	19.30% -23.60%
Risk Free Interest Rate	4.45% -4.81%	4.30% -4.98%
Expected Dividend Yield	3.51% -3.96%	3.55% -3.76%
Weighted-Average Expected Life		
Employee Grants	2 -7 years	2 -7 years
Director Grants	4 -6 years	4 -6 years

Option and SAR activity for the six months ended June 30, 2007, is presented below:

	Shares Subject to Options	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value ($ in millions)
Outstanding at Beginning of the Year	5,244,954	$ 45.50		
Granted	922,459	49.24		
Exercised	(571,625)	42.13		
Cancelled	(131,233)	49.93		
Outstanding at June 30, 2007	5,464,555	$ 46.38	5.58	$ 17.5
Vested and Expected to Vest	5,340,698	$ 46.39	5.53	$ 17.0

Exercisable at June 30, 2007	3,562,846	$	45.92	4.60	$ 13.4

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 9 Long-term Equity Compensation Plans (continued)

The weighted-average grant-date fair values of options granted during the six months ended June 30, 2007 and 2006 were $6.97 per option and $6.89 per option, respectively. Total intrinsic value of stock options exercised was $3.8 million and $4.7 million for the six months ended June 30, 2007 and 2006, respectively. Cash received from option exercises was $1.5 million and $3.8 million for the six months ended June 30, 2007 and 2006, respectively. Total tax benefits realized for tax deductions from option exercises were $1.4 million and $1.8 million for the six months ended June 30, 2007 and 2006, respectively.

The grant-date fair values of restricted stock awards are determined using the closing price of Unitrin common stock on the date of grant. Activity related to nonvested restricted stock for the six months ended June 30, 2007 is presented below:

	Restricted Shares	Weighted-Average Grant-Date Fair Value Per Share
Nonvested Balance at Beginning of the Year	109,426	$ 46.29
Granted	73,100	49.46
Vested		
Forfeited	(875)	48.96
Nonvested Balance at June 30, 2007	181,651	$ 47.55

For equity compensation awards with a graded vesting schedule, the Company recognizes compensation expense on a straight-line basis over the requisite service period for each separately vesting portion of the awards as if each award were, in substance, multiple awards. Compensation expense is recognized only for those awards expected to vest, with forfeitures estimated at the date of grant based on the Company s historical experience and future expectations. Share-based compensation expense for all of the Company s long-term equity-based compensation plans was $9.1 million and $6.7 million for the six months ended June 30, 2007 and 2006, respectively. Total unamortized compensation expense related to nonvested awards of such plans at June 30, 2007 was $10.9 million, which is expected to be recognized over a weighted-average period of 1.3 years.

Note 10 Income Taxes

The Company and all of its subsidiaries file a consolidated Federal income tax return. In addition, the Company and/or its subsidiaries file various income tax returns in various state jurisdictions. The Company s consolidated Federal Income tax return is no longer subject to examination for years before 2003. Except for one state tax jurisdiction, the Company or its subsidiaries are no longer subject to state income examinations by tax authorities for years before 2003 for any major tax jurisdictions. In such state tax jurisdiction, two of the Companies subsidiaries are subject to examination for the 2002 tax year. Neither the Company s consolidated Federal tax return nor any significant state tax returns are currently under examination.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 10 Income Taxes (continued)

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of adoption, current income taxes receivable increased by $9.2 million, current income taxes payable decreased $0.1 million, deferred income tax liabilities decreased $23.4 million and the liability for unrecognized tax benefits increased by $32.7 million. There was no effect on the Company s Shareholders Equity upon adoption of FIN 48. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(Dollars in Millions)	Liability for Unrecognized Tax Benefits
Balance at January 1, 2007	$ 32.7
Reductions for Tax Positions of Current Period	(4.6)
Additions for Tax Positions of Prior Years	6.0
Balance at June 30, 2007	$ 34.1

Included in the balance of unrecognized tax benefits at June 30, 2007 and January 1, 2007 are tax positions of $17.6 million and $18.8 million, respectively, for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Because of the impact of deferred income tax accounting, other than for interest and penalties, the disallowance of the shorter deductibility period would not affect the effective income tax rate but would accelerate the payment of cash to the taxing authority to an earlier period. Within the twelve month period ending June 30, 2008, it is reasonably possible that $8.5 million of the $34.1 million of unrecognized tax benefits will be recognized due to the expiration of a state s statute of limitations.

The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense. The liability for unrecognized tax benefits included accrued interest of $9.7 million and $7.1 million at June 30, 2007 and January 1, 2007, respectively. Tax expense for the six months ended June 30, 2007 includes interest of $2.6 million.

Income taxes paid were $52.4 million and $65.8 million for the six months ended June 30, 2007 and 2006, respectively.

The components of Liabilities for Income Taxes at June 30, 2007 and December 31, 2006 were:

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Current Income Taxes Payable	$ 3.8	$ 0.1
Deferred Income Taxes	251.9	285.0
Liability for Unrecognized Tax Benefits	34.1	
Liabilities for Income Taxes	$ 289.8	$ 285.1

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 11 Business Segments

The Company is engaged, through its subsidiaries, in the property and casualty insurance, life and health insurance and consumer finance businesses. The Company conducts its operations through six operating segments: Kemper, Unitrin Specialty, Unitrin Direct, Unitrin Business Insurance, Life and Health Insurance and Consumer Finance.

The Kemper segment provides preferred and standard risk personal automobile and homeowners insurance through networks of independent agents. The Unitrin Specialty segment provides automobile insurance to individuals and businesses in the non-standard and specialty markets through networks of independent agents. The non-standard automobile insurance market consists of individuals and companies that have difficulty obtaining standard or preferred risk insurance, usually because of their driving records. Unitrin Direct markets personal automobile insurance through direct mail, television and the Internet through web insurance portals, click-thrus and its own website. In addition, Merastar, which is included in the Unitrin Direct segment from the date of acquisition, specializes in the sale of personal automobile and homeowners insurance through employer-sponsored voluntary benefit programs. The Unitrin Business Insurance segment provides commercial automobile, general liability, commercial fire, commercial multi-peril and workers compensation insurance. Its products are designed and priced for those businesses that have demonstrated favorable risk characteristics and loss histories and are sold by independent agents. The Life and Health Insurance segment provides individual life, accident, health and hospitalization insurance. The Company s Life and Health Insurance employee-agents also market property insurance products under common management. The Consumer Finance segment makes consumer loans primarily for the purchase of pre-owned automobiles and offers certificates of deposits.

It is the Company s management practice to allocate certain corporate expenses to its operating units. The Company considers the management of certain investments, Northrop common and preferred stock, Baker Hughes, Inc. common stock and Intermec common stock, to be a corporate responsibility. Accordingly, the Company does not allocate income from these investments to its operating segments. The Company does not allocate Net Realized Investment Gains to its operating segments.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 11 Business Segments (continued)

Segment Revenues for the six and three months ended June 30, 2007 and 2006 were:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Revenues:				
Kemper:				
Earned Premiums	$ 461.1	$ 470.5	$ 231.6	$ 237.9
Net Investment Income	23.3	25.2	11.0	12.8
Other Income	0.2	0.2	0.1	0.1
Total Kemper	484.6	495.9	242.7	250.8
Unitrin Specialty:				
Earned Premiums	224.5	221.6	114.1	112.4
Net Investment Income	10.3	11.3	4.8	5.7
Other Income	0.1		0.1	
Total Unitrin Specialty	234.9	232.9	119.0	118.1
Unitrin Direct:				
Earned Premiums	114.8	111.2	58.7	56.6
Net Investment Income	4.2	4.6	2.0	2.3
Other Income	0.2	0.2	0.1	0.1
Total Unitrin Direct	119.2	116.0	60.8	59.0
Unitrin Business Insurance:				
Earned Premiums	83.5	93.6	42.7	46.8
Net Investment Income	12.6	14.7	5.7	7.5
Other Income	0.1	1.3	0.1	1.3
Total Unitrin Business Insurance	96.2	109.6	48.5	55.6
Life and Health Insurance:				
Earned Premiums	332.3	340.9	165.9	170.3
Net Investment Income	100.8	88.3	52.2	45.8
Other Income	0.5		0.2	
Total Life and Health Insurance	433.6	429.2	218.3	216.1
Consumer Finance	129.9	120.0	65.9	61.6

Total Segment Revenues	1,498.4	1,503.6	755.2	761.2
Unallocated Dividend Income	14.4	7.4	5.6	2.3
Net Realized Investment Gains	39.5	20.6	17.0	9.0
Other	4.9	1.1	4.3	0.7
Total Revenues	$ 1,557.2	$ 1,532.7	$ 782.1	$ 773.2

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 11 Business Segments (continued)

Segment Operating Profit for the six and three months ended June 30, 2007 and 2006 was:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Segment Operating Profit (Loss):				
Kemper	$ 36.4	$ 66.3	$ 13.2	$ 36.0
Unitrin Specialty	20.3	19.4	10.7	8.8
Unitrin Direct	(17.7)	(2.3)	(8.7)	0.4
Unitrin Business Insurance	7.0	3.7	2.4	6.1
Life and Health Insurance	86.7	55.5	45.9	27.8
Consumer Finance	16.3	27.5	8.0	14.3
Total Segment Operating Profit	149.0	170.1	71.5	93.4
Unallocated Dividend Income	14.4	7.4	5.6	2.3
Net Realized Investment Gains	39.5	20.6	17.0	9.0
Other Expense, Net	(12.2)	(13.8)	(6.2)	(6.4)
Income Before Income Taxes and Equity in Net Income (Loss) of Investee	$ 190.7	$ 184.3	$ 87.9	$ 98.3

Segment Net Income for the six and three months ended June 30, 2007 and 2006 was:

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Segment Net Income (Loss):				
Kemper	$ 27.9	$ 47.3	$ 10.6	$ 25.4
Unitrin Specialty	15.1	14.5	7.9	6.6
Unitrin Direct	(10.8)	(0.7)	(5.3)	0.6
Unitrin Business Insurance	6.9	4.9	2.7	5.3
Life and Health Insurance	56.5	35.9	29.9	17.8
Consumer Finance	9.5	16.2	4.7	8.5
Total Segment Net Income	105.1	118.1	50.5	64.2
Net Income (Loss) From:				
Unallocated Dividend Income	12.7	6.5	4.9	2.0
Net Realized Investment Gains	25.6	13.4	11.0	5.9
Other Expense, Net	(8.6)	(9.8)	(3.6)	(4.5)
Income Before Equity in				

Net Income (Loss) of Investee	134.8	128.2	62.8	67.6
Equity in Net Income (Loss) of Investee	(0.2)	7.2	(0.6)	1.8
Net Income	$ 134.6	$ 135.4	$ 62.2	$ 69.4

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 11 Business Segments (continued)

Earned Premiums by product line for the six and three months ended June 30, 2007 and 2006 were:

	Six Months Ended June 30,		Three Months Ended June 30,	
(Dollars in Millions)	**June 30, 2007**	**2006**	**June 30, 2007**	**2006**
Life	$ 197.3	$ 202.5	$ 98.3	$ 101.0
Accident and Health	79.5	79.8	39.9	39.7
Property and Casualty:				
Personal Lines:				
Automobile	581.7	577.9	294.8	292.7
Homeowners	196.2	200.0	98.4	101.7
Other Personal	23.5	24.6	11.8	12.4
Total Personal Lines	801.4	802.5	405.0	406.8
Commercial Lines:				
Automobile	83.0	88.9	41.4	44.3
Property and Liability	43.9	42.0	22.7	21.0
Workers Compensation	11.1	10.0	5.7	4.8
Commercial Reinsurance Program		12.1		6.4
Total Commercial Lines	138.0	153.0	69.8	76.5
Total Earned Premiums	$ 1,216.2	$ 1,237.8	$ 613.0	$ 624.0

Note 12 Related Party Transactions

One of Unitrin s directors, Mr. Fayez Sarofim, is the Chairman of the Board, President and the majority shareholder of Fayez Sarofim & Co. (FS&C), a registered investment advisory firm. Unitrin s subsidiary, Trinity, and FS&C are parties to an agreement under which FS&C provides investment management services. In addition, FS&C provides investment management services with respect to certain funds of the Company s pension plans. The agreements governing these arrangements are terminable by either party at any time upon 30 days advance written notice.

Under these investment advisory arrangements, FS&C is entitled to a fee calculated and payable quarterly based upon the fair market value of the assets under management. At June 30, 2007, Trinity and the Company s pension plans had $220.5 million and $97.5 million, respectively, in investments managed by FS&C. During the first six months of 2007, Trinity and the Company s pension plans paid $0.4 million in the aggregate to FS&C. During the first six months of 2006, Trinity and the Company s pension plans paid $0.3 million in the aggregate to FS&C.

With respect to the Company s 401(k) Savings Plan, one of the investment choices afforded to participants is the Dreyfus Appreciation Fund, an open-end, diversified managed investment fund. FS&C provides investment management services to the Dreyfus Appreciation Fund as a sub-investment advisor. According to published reports filed by FS&C with the SEC, the Dreyfus Appreciation Fund pays monthly fees to FS&C according to a graduated schedule computed at an annual rate based on the value of the Dreyfus Appreciation Fund s average daily net assets. The Company does not compensate FS&C for services provided to the Dreyfus Appreciation Fund. As of June 30, 2007, participants in

the Company s 401(k) Savings Plan had allocated $26.9 million for investment in the Dreyfus Appreciation Fund, representing 9.6% of the total amount invested in the Company s 401(k) Savings Plan.

The Company believes that the transactions described above have been entered into on terms no less favorable to the Company than could have been negotiated with non-affiliated third parties.

As described in Note 14, Relationships with Mutual Insurance Holding Companies and Mutual Insurance Companies, to the Condensed Consolidated Financial Statements, the Company also has certain relationships with mutual insurance holding companies and mutual insurance companies. Such companies are owned by the policyholders of such companies or their insurance subsidiaries.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 13 Legal Proceedings

In the ordinary course of their businesses, the Company and its subsidiaries are involved in a number of legal proceedings, including lawsuits and regulatory examinations. Some of these proceedings include matters particular to the Company or one or more of its subsidiaries, while other matters pertain to business practices in the industries in which the Company or its subsidiaries operate. Many of these matters raise complicated issues and are subject to uncertainties and difficulties, including but not limited to: (i) the underlying facts of the matter; (ii) unsettled questions of law; (iii) issues unique to the jurisdiction where the matter is pending; (iv) damage claims, including claims for punitive damages, that are disproportionate to the actual economic loss incurred; and (v) the general legal and regulatory environment faced by large corporations generally and the insurance and banking sectors specifically. Additionally, some of the lawsuits seek class action status that, if granted, could expose the Company or its subsidiaries to potentially significant liability by virtue of the size of the putative classes. Accordingly, the outcomes of these matters are difficult to predict, and the amounts or ranges of potential loss at particular points in time are in most cases difficult or impossible to ascertain with any degree of certainty.

The Company believes that resolution of its pending legal proceedings will not have a material adverse effect on the Company s financial position. However, given the unpredictability of the legal process, there can be no assurance that one or more of these matters will not produce a loss which could have a material adverse effect on the Company s financial results for any given period.

Note 14 Relationships with Mutual Insurance Holding Companies and Mutual Insurance Companies

Effective January 1, 2007, Trinity and Milwaukee Insurance Company (MIC) entered into a new quota share reinsurance agreement whereby Trinity assumes 100% of policy liabilities occurring on MIC s direct book of business on or after January 1, 2007, which business is administered by the Unitrin Business Insurance segment and the Kemper segment. Prior to January 1, 2007, Trinity and MIC were parties to a quota share reinsurance agreement whereby Trinity assumed 95% of the business written by MIC (administered by the Unitrin Business Insurance segment and the Kemper segment) and 95% of the business that MIC assumed from First NonProfit Insurance Company (FNP). The new quota share reinsurance agreement amended the 95% quota share reinsurance agreement so that policy liabilities occurring on MIC s inforce direct book of business prior to January 1, 2007 remain ceded under the 95% agreement, as do FNP policy liabilities incurred prior to January 1, 2007. In connection with the new quota share reinsurance agreement, Trinity transferred to MIC the unearned premium reserves maintained by Trinity related to the FNP business, net of a ceding commission. MIC is owned by Mutual Insurers Holding Company (MIHC), which in turn is owned by MIC s policyholders. Effective July 1, 2001, MIC and FNP (through its predecessor, First NonProfit Mutual Insurance Company) are parties to a quota share reinsurance agreement whereby MIC assumed 80% of certain business written or assumed by FNP. Pursuant to an amendment to the MIC/FNP reinsurance agreement, which became effective January 15, 2003, FNP agrees to arrange for its parent company, First NonProfit Mutual Holding Company (FNMHC), to nominate a simple majority to the FNMHC board of directors selected by MIC. On January 15, 2003, FNMHC elected five employees of the Company, as selected by MIC, to the FNMHC board of directors pursuant to the terms of the amendment. All such employees continued to serve as directors of FNMHC until 2006, when they resigned from the FNMHC board of directors. FNP is owned by FNMHC, which in turn is owned by FNP s policyholders. Five employees of the Company also serve as directors of MIHC s nine member board of directors. Two employees of the Company also serve as directors of MIC, but together do not constitute a majority of MIC s board of directors.

Table of Contents

UNITRIN, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 14 Relationships with Mutual Insurance Holding Companies and Mutual Insurance Companies (continued)

Trinity and Capitol County Mutual Fire Insurance Company (Capitol), and Trinity and Capitol s wholly-owned subsidiary, Old Reliable Casualty Company (ORCC), are parties to quota share reinsurance agreements whereby Trinity assumes 100% of the business written by Capitol and ORCC, respectively. Capitol is a mutual insurance company and, accordingly, is owned by its policyholders. Five employees of the Company serve as directors of Capitol s five member board of directors. Nine employees of the Company also serve as directors of ORCC s nine member board of directors.

The Reliable Life Insurance Company (Reliable), a wholly-owned subsidiary of Unitrin, provides certain administrative services to Capitol and ORCC. In addition, agents appointed by Reliable and employed by Unitrin s subsidiary, United Insurance Company of America (United), are also appointed by Capitol and ORCC to sell property insurance products. United also provides claims administration services to ORCC. The Company also provides certain investment services to Capitol and ORCC.

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

Net Income was $134.6 million ($2.03 per common share) and $62.2 million ($0.94 per common share) for the six and three months ended June 30, 2007, respectively, compared to $135.4 million ($1.98 per common share) and $69.4 million ($1.02 per common share) for the same periods in 2006. As discussed throughout this Management s Discussion and Analysis of Results of Operations and Financial Condition, Net Income decreased for the six and three months ended June 30, 2007 due primarily to lower operating results in the aggregate in the Company s operating segments and lower Equity in Net Income (Loss) of Investee, partially offset by higher Net Realized Investment Gains.

Total Revenues were $1,557.2 million and $1,532.7 million for the six months ended June 30, 2007 and 2006, respectively, an increase of $24.5 million. Total Revenues were $782.1 million and $773.2 million for the three months ended June 30, 2007 and 2006, respectively, an increase of $8.9 million.

Earned Premiums were $1,216.2 million and $1,237.8 million for the six months ended June 30, 2007 and 2006, respectively, a decrease of $21.6 million. Earned Premiums decreased due to decreased Earned Premiums in the Unitrin Business Insurance segment, the Kemper segment and the Life and Health Insurance segment partially offset by increased Earned Premiums in the Unitrin Direct segment and the Unitrin Specialty segment.

Earned Premiums were $613.0 million and $624.0 million for the three months ended June 30, 2007 and 2006, respectively, a decrease of $11.0 million. Earned Premiums decreased due to decreased Earned Premiums in the Unitrin Business Insurance segment, the Kemper segment and the Life and Health Insurance segment, partially offset by increased Earned Premiums in the Unitrin Direct segment and the Unitrin Specialty segment.

Consumer Finance Revenues increased by $9.9 million and $4.3 million for the six and three months ended June 30, 2007, compared to the same periods in 2006, due primarily to higher levels of loans outstanding, partially offset by lower portfolio interest rates.

Net Investment Income increased by $18.1 million and $8.6 million for the six and three months ended June 30, 2007, compared to the same periods in 2006, due primarily to increases in dividend income from the Company s investment in Northrop Grumman Corporation (Northrop) preferred stock of $6.2 million and $3.1 million, respectively, due to the timing of the ex-dividend date, and a one-time dividend of $5.2 million from our equity investment in IRI Holdings, Inc. (IRI). Excluding the impact of the increase in dividend income on Northrop preferred stock and the IRI one-time dividend, net investment income increased for the six months ended June 30, 2007, due primarily to higher yields on investments and higher levels of investments. Excluding the impact of the increase in dividend income on Northrop preferred stock and the IRI one-time dividend, net investment income increased for the three months ended June 30, 2007, due primarily to higher levels of investments, partially offset by lower yields on investments.

Net Realized Investment Gains were $39.5 million and $17.0 million for the six and three months ended June 30, 2007, compared to $20.6 million and $9.0 million for the same periods in 2006, due primarily to increased sales of a portion of the Company s investment in Northrop common stock.

Critical Accounting Estimates

The Company s subsidiaries conduct their businesses in three industries: property and casualty insurance, life and health insurance and consumer finance. Accordingly, the Company is subject to several industry-specific accounting principles under accounting principles generally accepted in the United States of America (GAAP). The preparation of financial statements in accordance with GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The process of estimation is inherently uncertain. Accordingly, actual results could ultimately differ materially from the estimated amounts reported in a company s financial statements. Different assumptions are likely to result in different estimates of reported amounts. The Company s critical accounting policies most sensitive to estimates include the valuation of investments, the valuation of reserves for property and casualty insurance incurred losses and loss adjustment expenses (LAE), the valuation of the reserve for loan losses, the assessment of recoverability of goodwill, and the valuation of postretirement benefit obligations. The Company s critical accounting policies with respect to the valuation of investments, the

Critical Accounting Estimates (continued)

valuation of reserves for property and casualty insurance incurred losses and LAE, the valuation of the reserve for loan losses, the assessment of recoverability of goodwill, and the valuation of postretirement benefit obligations are described in the Company s Management s Discussion and Analysis of Results of Operations and Financial Condition presented in its Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) for the year ended December 31, 2006 (the 2006 Annual Report). There has been no material change, subsequent to December 31, 2006, to information previously disclosed with respect to the Company s critical accounting policies.

The caption entitled Critical Accounting Estimates in the Company s Management s Discussion and Analysis of Results of Operations and Financial Condition presented in the 2006 Annual Report describes the Company s process for determining loss and LAE reserves. The final step in the quarterly loss and LAE reserving process involves a comprehensive review of the actuarial indications by the Company s senior actuary and senior management who apply their collective judgment and determine the appropriate estimated level of reserves to record. Numerous factors are considered in this determination process, including, but not limited to, the assessed reliability of key loss trends and assumptions that may be significantly influencing the current actuarial indications, changes in claim handling practices or other changes that affect the timing of payment or development patterns, changes in the mix of business, the maturity of the accident year, pertinent trends observed over the recent past, the level of volatility within a particular line of business, the improvement or deterioration of actuarial indications in the current period as compared to prior periods, and the amount of reserves related to third-party pools for which the Company does not have access to the underlying data and, accordingly, relies on calculations provided by such pools. Total recorded reserves have been consistently higher than the actuarial indication of reserves. Total recorded reserves for losses and LAE were 3.2% and 3.9% higher than the actuarial indication of reserves at June 30, 2007 and December 31, 2006, respectively. Total recorded reserves as a percentage of the actuarial indication of reserves decreased in total in the first half of 2007 due primarily to the Company s senior actuary and senior management placing greater reliance on the actuarial indications in determining the appropriate estimated level of reserves for the current accident year.

Catastrophe Reinsurance

The Company maintains three separate catastrophe reinsurance programs for its property and casualty insurance businesses. Coverage for each reinsurance program is provided in three layers.

The annual program covering the Company s Unitrin Direct, Unitrin Specialty and Unitrin Business Insurance segments provides, effective January 1, 2007, reinsurance coverage of 100% of reinsured catastrophe losses of $36 million above retention of $4 million. In 2006, the annual program covering these segments also provided reinsurance coverage of 100% of reinsured catastrophe losses of $36 million above retention of $4 million. The aggregate annual premium, excluding reinstatement premium, for the 2007 annual program covering these segments is $2.6 million, compared to an annual cost of $1.9 million, excluding reinstatement premium, for the 2006 annual program. The 2007 and 2006 annual programs covering these segments do not include Merastar. The annual program covering Merastar Insurance Company was effective on March 31, 2007 and provides reinsurance coverage of 97.5% of reinsured catastrophe losses of $7.25 million above retention of $0.75 million. The aggregate annual premium, excluding reinstatement premium, for the Merastar annual program is $0.4 million.

The annual program covering the property insurance operations of the Company s Life and Health Insurance segment was changed to provide, effective January 1, 2007, reinsurance coverage of 100% of reinsured catastrophe losses of $120 million above retention of $10 million. In 2006, the annual program covering this segment provided reinsurance coverage of 100% of reinsured catastrophe losses of $90 million above retention of $10 million. The aggregate annual premium, excluding reinstatement premium, for the 2007 annual program covering this segment is $9.3 million, compared to an annual cost of $6.1 million, excluding reinstatement premium, for the 2006 annual program.

The Company has established, effective April 1, 2007, a new annual program covering the Company s Kemper segment on terms that are different from the prior annual program. Under the new annual program, the first layer provides reinsurance coverage of approximately 62% of reinsured catastrophe losses of $30 million above retention of $40 million. The second layer under the new annual program provides reinsurance coverage of approximately 90% of reinsured catastrophe losses of $80 million above retention of $70 million. The third layer under the new annual program provides reinsurance coverage of approximately 90% of reinsured catastrophe losses of $100 million above retention of $150 million. Under the prior annual program, which was effective July 1, 2006 and was terminated effective with the new annual program, the first layer provided reinsurance coverage of approximately 65% of reinsured catastrophe losses of $30 million above retention of $40 million. The second layer under the prior annual program

22

Table of Contents

Catastrophe Reinsurance (continued)

provided reinsurance coverage of approximately 88% of reinsured catastrophe losses of $80 million above retention of $70 million. The third layer under the prior annual program provided reinsurance coverage of approximately 80% of reinsured catastrophe losses of $100 million above retention of $150 million. The aggregate annual premium, excluding reinstatement premium, for Kemper s new annual program is $20.1 million, compared to an annual cost of $19.5 million, excluding reinstatement premium, for the prior program.

In addition, in the event that the Company s incurred catastrophe losses and LAE covered by any of its three catastrophe reinsurance programs exceed the retention for that particular program, each of the programs requires one reinstatement of such coverage. In such an instance, the Company is required to pay a reinstatement premium to the reinsurers to reinstate the full amount of reinsurance available under such program. The reinstatement premium is a percentage of the original premium based on the ratio of the losses exceeding the Company s retention to the reinsurers coverage limit. In addition to these programs, the Company purchases reinsurance from the Florida Hurricane Catastrophe Fund for hurricane losses in the state of Florida at retentions lower than those described above.

Kemper

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Earned Premiums:				
Automobile	$ 296.9	$ 304.5	$ 149.1	$ 153.4
Homeowners	140.7	141.4	70.7	72.1
Other Personal	23.5	24.6	11.8	12.4
Total Earned Premiums	461.1	470.5	231.6	237.9
Net Investment Income	23.3	25.2	11.0	12.8
Other Income	0.2	0.2	0.1	0.1
Total Revenues	484.6	495.9	242.7	250.8
Incurred Losses and LAE	317.0	293.0	163.6	145.5
Insurance Expenses	131.2	136.6	65.9	69.3
Operating Profit	36.4	66.3	13.2	36.0
Income Tax Expense	8.5	19.0	2.6	10.6
Net Income	$ 27.9	$ 47.3	$ 10.6	$ 25.4
Ratio Based on Earned Premiums				
Incurred Loss and LAE Ratio (excluding Catastrophes)	65.2%	57.6%	63.8%	54.6%
Incurred Catastrophe Loss and LAE Ratio	3.5%	4.7%	6.8%	6.6%
Total Incurred Loss and LAE Ratio	68.7%	62.3%	70.6%	61.2%
Incurred Expense Ratio	28.5%	29.0%	28.5%	29.1%
Combined Ratio	97.2%	91.3%	99.1%	90.3%

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		

Personal Automobile	$ 397.5	$ 399.9
Homeowners	98.4	106.6
Other Personal	31.7	27.6
Insurance Reserves	$ 527.6	$ 534.1

Table of Contents

Kemper (continued)

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		
Loss Reserves:		
Case	$ 259.8	$ 238.6
Incurred but Not Reported	177.3	200.8
Total Loss Reserves	437.1	439.4
LAE Reserves	90.5	94.7
Insurance Reserves	$ 527.6	$ 534.1

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Favorable Loss and LAE Reserve Development, Net (excluding Catastrophes)	$ 25.2	$ 34.1	$ 14.0	$ 16.5
Favorable (Adverse) Catastrophe Loss and LAE Reserve Development, Net	6.4	(0.2)	3.0	
Total Favorable Loss and LAE Reserve Development, Net	$ 31.6	$ 33.9	$ 17.0	$ 16.5
Loss and LAE Reserve Development as a Percentage of Insurance Reserves at Beginning of Year	5.9%	6.1%	3.2%	3.0%

Earned Premiums in the Kemper segment decreased by $9.4 million and $6.3 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006. Earned premiums on automobile insurance decreased by $7.6 million and $4.3 million for the six and three months ended June 30, 2007, respectively, due primarily to lower volume. Earned premiums on homeowners insurance decreased by $0.7 million and $1.4 million for the six and three months ended June 30, 2007, respectively, due primarily to lower volume and higher cost of reinsurance. Other personal insurance earned premiums decreased by $1.1 million and $0.6 million for the six and three months ended June 30, 2007, respectively, due primarily to higher cost of reinsurance.

The Kemper segment is reducing its exposures to natural disasters by reducing its homeowners insurance and other property insurance business in certain coastal areas of the United States. The affected areas comprise approximately 6% of the Kemper segment s business. The Kemper segment estimates that its actions to reduce coastal exposures resulted in decreases in earned premiums on homeowners insurance and other property insurance by approximately $5.3 million and $2.9 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006. The Kemper segment estimates that earned premiums on homeowners insurance and other property insurance will decrease by approximately $12 million to $13 million for the full year in 2007 as a result of these actions.

Net Investment Income decreased by $1.9 million and $1.8 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006 due to lower yields on investments and lower levels of investments. Yields on investments decreased due primarily to a change in the investment mix from fixed maturities to other investments.

Operating Profit in the Kemper segment decreased by $29.9 million and $22.8 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher incurred losses and LAE, partially offset by lower insurance expenses.

Table of Contents

Kemper (continued)

Incurred losses and LAE increased for the six months ended June 30, 2007, due primarily to higher non-catastrophe incurred losses and LAE, and to a lesser extent the impact of lower favorable loss and LAE reserve development, (which recognizes changes in estimates of prior year loss and LAE reserves in the current period), partially offset by lower catastrophe losses and LAE due largely to higher favorable catastrophe loss and LAE reserve development. Automobile insurance incurred losses and LAE increased due primarily to higher non-catastrophe losses and LAE and the impact of lower favorable loss and LAE reserve development. Loss and LAE reserve development on automobile insurance had a favorable effect of $16.2 million for the six months ended June 30, 2007, compared to a favorable effect of $22.2 million for the same period in 2006. Catastrophe losses and LAE (including development) on automobile insurance were $2.2 million for the six months ended June 30, 2007, compared to $2.9 million in 2006. Homeowners insurance incurred losses and LAE increased due primarily to higher non-catastrophe losses and LAE, partially offset by the impact of higher favorable loss and LAE reserve development due largely to higher favorable catastrophe loss and LAE reserve development. Loss and LAE reserve development on homeowners insurance had a favorable effect of $14.9 million (including favorable development of $5.9 million for catastrophes) for the six months ended June 30, 2007, compared to a favorable effect of $6.7 million for the same period in 2006. Catastrophe losses and LAE (including development) on homeowners insurance were $13.6 million for the six months ended June 30, 2007, compared to $18.1 million in 2006. Favorable loss and LAE reserve development on other insurance was $0.5 million for the six months ended June 30, 2007, compared to $5.0 million in 2006.

Incurred losses and LAE increased for the three months ended June 30, 2007, compared to the same period in 2006, due primarily to higher non-catastrophe incurred losses and LAE. Automobile insurance incurred losses and LAE increased due primarily to higher non-catastrophe losses and LAE in the current accident quarter. Loss and LAE reserve development on automobile insurance had a favorable effect of $10.7 million for the three months ended June 30, 2007, compared to a favorable effect of $10.4 million for the same period in 2006. Catastrophe losses and LAE (including development) on automobile insurance were $2.1 million for the three months ended June 30, 2007, compared to $2.5 million in 2006. Homeowners insurance incurred losses and LAE increased due primarily to higher non-catastrophe losses and LAE, partially offset by the impact of higher favorable loss and LAE reserve development. Loss and LAE reserve development on homeowners insurance had a favorable effect of $5.8 million (including favorable development of $2.8 million for catastrophes) for the three months ended June 30, 2007, compared to a favorable effect of $2.2 million for the same period in 2006. Catastrophe losses and LAE on homeowners insurance were $13.4 million for the three months ended June 30, 2007, compared to $12.7 million in 2006. Favorable loss and LAE reserve development on other insurance was $0.5 million for the three months ended June 30, 2007, compared to $3.9 million in 2006.

The Kemper segment s actuaries continued to place greater weight on the emerging loss development trends in the current year actuarial indications. In addition, beginning in 2007, the Company s senior actuary and senior management began placing greater reliance on the actuarial indications in determining the appropriate estimated level of reserves for the current accident year. See the caption entitled Critical Accounting Estimates in the Company s Management s Discussion and Analysis of Results of Operations and Financial Condition presented in the 2006 Annual Report and in this Quarterly Report on Form 10-Q (the 2007 Quarterly Report) for additional information pertaining to the Company s process of estimating property and casualty insurance reserves for losses and LAE, development of property and casualty insurance losses and LAE and estimated variability of property and casualty insurance reserves for losses and LAE.

Insurance Expenses decreased by $5.4 million and $3.4 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to changes in the Kemper segment s estimate of premium taxes and other licensing and regulatory fees, and lower other underwriting expenses.

Net Income in the Kemper segment decreased by $19.4 million and $14.8 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to the changes in Operating Profit. The Kemper segment s effective income tax rate differs from the federal statutory income tax rate due primarily to tax-exempt investment income and dividends received deductions. Tax-exempt investment income and dividends received deductions were $12.4 million and $6.1 million for the six and three months ended June 30, 2007, respectively, compared to $12.5 million and $6.2 million for the same periods in 2006.

Table of Contents

Unitrin Specialty

(Dollars in Millions)	Six Months Ended June 30, 2007	June 30, 2006	Three Months Ended June 30, 2007	June 30, 2006
Earned Premiums:				
Personal Automobile	$ 170.0	$ 162.2	$ 87.0	$ 82.7
Commercial Automobile	54.5	59.4	27.1	29.7
Total Earned Premiums	224.5	221.6	114.1	112.4
Net Investment Income	10.3	11.3	4.8	5.7
Other Income	0.1		0.1	
Total Revenues	234.9	232.9	119.0	118.1
Incurred Losses and LAE	169.4	167.3	85.4	85.7
Insurance Expenses	45.2	46.2	22.9	23.6
Operating Profit	20.3	19.4	10.7	8.8
Income Tax Expense	5.2	4.9	2.8	2.2
Net Income	$ 15.1	$ 14.5	$ 7.9	$ 6.6
Ratio Based on Earned Premiums				
Incurred Loss and LAE Ratio (excluding Catastrophes)	75.3%	75.2%	74.5%	75.4%
Incurred Catastrophe Loss and LAE Ratio	0.2%	0.3%	0.3%	0.8%
Total Incurred Loss and LAE Ratio	75.5%	75.5%	74.8%	76.2%
Incurred Expense Ratio	20.1%	20.8%	20.1%	21.0%
Combined Ratio	95.6%	96.3%	94.9%	97.2%

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		
Personal Automobile	$ 148.5	$ 151.9
Commercial Automobile	120.2	124.5
Other	15.0	17.0
Insurance Reserves	$ 283.7	$ 293.4

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		
Loss Reserves:		
Case	$ 158.9	$ 162.4
Incurred but Not Reported	79.8	77.9
Total Loss Reserves	238.7	240.3
LAE Reserves	45.0	53.1

Insurance Reserves	$ 283.7	$ 293.4

26

Table of Contents

Unitrin Specialty (continued)

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Favorable Loss and LAE Reserve Development, Net (excluding Catastrophes)	$ 6.0	$ 5.6	$ 3.0	$ 1.9
Favorable Catastrophe Loss and LAE Reserve Development, Net		0.5		
Total Favorable Loss and LAE Reserve Development, Net	$ 6.0	$ 6.1	$ 3.0	$ 1.9
Loss and LAE Reserve Development as a Percentage of Insurance Reserves at Beginning of Year	2.0%	2.1%	1.0%	0.6%

Earned Premiums in the Unitrin Specialty segment increased by $2.9 million and $1.7 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher earned premiums on personal automobile insurance, partially offset by lower earned premiums on commercial automobile insurance. Personal automobile insurance earned premiums increased by $7.8 million and $4.3 million for the six and three months ended June 30, 2007, respectively, due primarily to higher volume. Commercial automobile insurance earned premiums decreased by $4.9 million and $2.6 million for the six and three months ended June 30, 2007, respectively, due to lower volume and lower average premium rates. Average premium rates for commercial automobile insurance decreased primarily due to a change in the Unitrin Specialty segment s mix of business from heavier weight class vehicles with higher limits of liability insurance to lighter weight vehicles with lower limits of liability insurance.

Net Investment Income decreased by $1.0 million and $0.9 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due to lower yields on investments and lower levels of investments. Yields on investments decreased due primarily to a change in the investment mix from fixed maturities to other investments.

Operating Profit in the Unitrin Specialty segment increased by $0.9 million and $1.9 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to lower incurred loss and LAE in both commercial automobile insurance and certain reinsurance pools that are in run-off and lower insurance expenses as a percentage of earned premium, partially offset by higher personal automobile insurance incurred losses and LAE and, to a lesser extent, the lower net investment income. Insurance expenses as a percentage of earned premiums decreased due primarily to the increased volume of personal automobile insurance.

Commercial automobile insurance incurred losses and LAE as a percentage of earned premiums decreased due primarily to higher favorable loss and LAE reserve development and, to a lesser extent, the change in the mix of lighter weight and heavier weight commercial vehicles insured by the Unitrin Specialty segment. Commercial automobile insurance loss and LAE reserve development had a favorable effect of $4.8 million and $2.0 million for the six and three months ended June 30, 2007, respectively, compared to a favorable effect of $1.1 million and $0.6 million for the same periods in 2006. Loss and LAE reserve development on certain reinsurance pools in run-off, included in other insurance, had a favorable effect of $0.7 million and $0.8 million for the six and three months ended June 30, 2007, respectively, compared to no reserve development for the same periods in 2006. Personal automobile insurance incurred losses and LAE as a percentage of earned premiums increased due primarily to lower favorable loss and LAE reserve development. Personal automobile insurance loss and LAE reserve development had a favorable effect of $0.5 million and $0.3 million for the six and three months ended June 30, 2007, respectively, compared to a favorable effect of $5.0 million and $1.3 million for the same periods in 2006.

Table of Contents

Unitrin Specialty (continued)

Overall, loss and LAE reserve development in the Unitrin Specialty segment had a favorable effect of $6.0 million and $3.0 million for the six and three months ended June 30, 2007, respectively, compared to a favorable effect of $6.1 million and $1.9 million for the same periods in 2006. Beginning in 2007, the Company s senior actuary and senior management began placing greater reliance on the actuarial indications in determining the appropriate estimated level of reserves for the current accident year. See the caption entitled Critical Accounting Estimates in the Company s Management s Discussion and Analysis of Results of Operations and Financial Condition presented in the 2006 Annual Report and in this 2007 Quarterly Report for additional information pertaining to the Company s process of estimating property and casualty insurance reserves for losses and LAE, development of property and casualty insurance losses and LAE and estimated variability of property and casualty insurance reserves for losses and LAE.

Net Income in the Unitrin Specialty segment increased by $0.6 million and $1.3 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006. The Unitrin Specialty segment s effective tax rate differs from the statutory tax rate due primarily to tax-exempt investment income and dividends received deductions. Tax-exempt investment income and dividends received deductions were $5.5 million and $2.7 million for the six and three months ended June 30, 2007, respectively, compared to $5.6 million and $2.8 million for the same periods in 2006.

Unitrin Direct

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	**June 30, 2007**	**June 30, 2006**	**June 30, 2007**	**June 30, 2006**
Earned Premiums	$ 114.8	$ 111.2	$ 58.7	$ 56.6
Net Investment Income	4.2	4.6	2.0	2.3
Other Income	0.2	0.2	0.1	0.1
Total Revenues	119.2	116.0	60.8	59.0
Incurred Losses and LAE	94.2	88.0	48.8	43.7
Insurance Expenses	42.7	30.3	20.7	14.9
Operating Profit (Loss)	(17.7)	(2.3)	(8.7)	0.4
Income Tax Benefit	6.9	1.6	3.4	0.2
Net Income (Loss)	$ (10.8)	$ (0.7)	$ (5.3)	$ 0.6
Ratio Based on Earned Premiums				
Incurred Loss and LAE Ratio (excluding Catastrophes)	81.9%	78.5%	82.9%	76.4%
Incurred Catastrophe Loss and LAE Ratio	0.2%	0.6%	0.2%	0.8%
Total Incurred Loss and LAE Ratio	82.1%	79.1%	83.1%	77.2%
Incurred Expense Ratio	37.2%	27.2%	35.3%	26.3%
Combined Ratio	119.3%	106.3%	118.4%	103.5%

(Dollars in Millions)	**June 30, 2007**	**Dec. 31, 2006**
Insurance Reserves:		
Loss Reserves:		
Case	$ 73.7	$ 71.4

Incurred but Not Reported	16.6	16.8
Total Loss Reserves	90.3	88.2
LAE Reserves	19.2	18.6
Insurance Reserves	$ 109.5	$ 106.8

Table of Contents

Unitrin Direct (continued)

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Adverse Loss and LAE Reserve Development, Net (excluding Catastrophes)	$ (1.6)	$ (0.4)	$ (0.8)	$ (0.8)
Adverse Catastrophe Loss and LAE Reserve Development, Net		(0.2)		
Total Adverse Loss and LAE Reserve Development, Net	$ (1.6)	$ (0.6)	$ (0.8)	$ (0.8)
Loss and LAE Reserve Development as a Percentage of Insurance Reserves at Beginning of Year	-1.5%	-0.6%	-0.7%	-0.8%

During the first six months of 2007, the Unitrin Direct segment began implementing direct marketing initiatives intended to accelerate its growth, which resulted in higher written premiums and a higher number of policies in force. Written premiums are recognized as earned premiums over the terms of the respective policies. Unitrin Direct expects that the increase in written premiums and the resulting higher number of policies in force will continue to result in higher earned premiums in future periods. The number of policies inforce increased from December 31, 2006 by 8.7%, to over 140,000 at June 30, 2007. Direct marketing initially results in higher expenses as a percentage of earned premiums because up-front marketing costs, to the extent they are not deferrable, are expensed as incurred, generally prior to when premiums are written and subsequently earned. It takes several months for all policies that ultimately result from responses to a marketing campaign to be issued and for the associated written premiums to be recognized as earned premiums over the term of the policies. Direct marketing initiatives are expected to result in operating losses in the Unitrin Direct segment for the next several years.

On June 29, 2007, Trinity Universal Insurance Company (Trinity), a subsidiary of the Company, completed its acquisition of 100% of Merastar Industries LTD, including its wholly owned subsidiary, Merastar Insurance Company (Merastar) in a cash transaction for a total purchase price of $47.8 million, including related transaction costs of $0.6 million. Merastar specializes in the sale of personal automobile and homeowners insurance through employer-sponsored voluntary benefit programs. Beginning with the Company s third quarter of 2007, the results for Merastar will be included in the Unitrin Direct business segment. Results for Merastar from the date of acquisition to June 30, 2007 were not material. For the year ended December 31, 2006, Merastar reported direct written premiums of approximately $54 million.

Earned Premiums in the Unitrin Direct segment increased by $3.6 million for the six months ended June 30, 2007, compared to the same period in 2006, due primarily to higher average premium rates and to a lesser extent, higher volume of insurance. Earned Premiums increased by $2.1 million for the three months ended June 30, 2007, compared to the same period in 2006, due primarily to higher volume of insurance and to a lesser extent, higher average premium rates. The higher volume of insurance is due primarily to the direct marketing initiatives, however the vast majority of the earned premiums resulting from the direct marketing initiatives will be recognized in subsequent quarters.

The Unitrin Direct segment reported an Operating Loss of $17.7 million for the six months ended June 30, 2007, compared to an Operating Loss of $2.3 million for the same period in 2006. The Unitrin Direct segment reported an Operating Loss of $8.7 million for the three months ended June 30, 2007, compared to an Operating Profit of $0.4 million for the same period in 2006. Operating results decreased due primarily to higher marketing and other policy acquisition expenses and higher losses and LAE as a percentage of earned premiums. Marketing and other policy acquisition expenses as a percentage of earned premiums increased from 9.6% for the six months ended June 30, 2006 to 17.1% for the same period in 2007, and increased from 9.5% for the three months ended June 30, 2006 to 15.4% for the same period in 2007 due primarily to increased spending on direct mail, web, and television advertising. Insurance expenses also increased due primarily to additional staffing to support the higher number of policies inforce. Losses and LAE increased in the Unitrin Direct segment due primarily to increased severity of losses and LAE for the three months ended June 30, 2007, and higher adverse loss and LAE reserve development for the six months ended June 30, 2007, compared to the same periods in 2006. Unitrin Direct recognized adverse loss and LAE reserve development of $1.6 million for the six months ended June 30, 2007, compared to adverse loss and LAE reserve development of $0.6 million for the same period in 2006. Unitrin Direct recognized adverse loss and LAE reserve development of $0.8 million for both the three months periods ended June 30, 2007 and 2006. See the caption entitled Critical Accounting Estimates in the Company s Management s Discussion and Analysis of Results of Operations

Table of Contents

Unitrin Direct (continued)

and Financial Condition presented in the 2006 Annual Report for additional information pertaining to the Company s process of estimating property and casualty insurance reserves for losses and LAE, development of property and casualty insurance losses and LAE and estimated variability of property and casualty insurance reserves for losses and LAE.

Unitrin Direct reported a Net Loss of $10.8 million for the six months ended June 30, 2007, compared to a Net Loss of $0.7 million for the same period in 2006. For the three months ended June 30, 2007, Unitrin Direct reported a Net Loss of $5.3 million, compared to Net Income of $0.6 million for the same period in 2006. Unitrin Direct s effective income tax rate differs from the federal statutory income tax rate due primarily to tax-exempt investment income and dividends received deductions. Tax-exempt investment income and dividends received deductions were $2.2 million and $1.1 million for the six and three months ended June 30, 2007, respectively, compared to $2.3 million and $1.1 million for the same periods in 2006.

Unitrin Business Insurance

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	**June 30, 2007**	**June 30, 2006**	**June 30, 2007**	**June 30, 2006**
Earned Premiums:				
Commercial Automobile	$ 28.5	$ 29.5	$ 14.3	$ 14.6
Commercial Property and Liability	43.9	42.0	22.7	21.0
Workers Compensation	11.1	10.0	5.7	4.8
Commercial Reinsurance Program		12.1		6.4
Total Earned Premiums	83.5	93.6	42.7	46.8
Net Investment Income	12.6	14.7	5.7	7.5
Other Income	0.1	1.3	0.1	1.3
Total Revenues	96.2	109.6	48.5	55.6
Incurred Losses and LAE	43.6	58.0	22.3	26.3
Insurance Expenses	45.6	47.9	23.8	23.2
Operating Profit	7.0	3.7	2.4	6.1
Income Tax Benefit (Expense)	(0.1)	1.2	0.3	(0.8)
Net Income	$ 6.9	$ 4.9	$ 2.7	$ 5.3
Ratio Based on Earned Premiums				
Incurred Loss and LAE Ratio (excluding Catastrophes)	48.4%	59.9%	46.6%	53.2%
Incurred Catastrophe Loss and LAE Ratio	3.8%	2.1%	5.6%	3.0%
Total Incurred Loss and LAE Ratio	52.2%	62.0%	52.2%	56.2%
Incurred Expense Ratio	54.6%	51.2%	55.7%	49.6%
Combined Ratio	106.8%	113.2%	107.9%	105.8%

(Dollars in Millions)	**June 30, 2007**	**Dec. 31, 2006**
Insurance Reserves:		

Commercial Automobile	$ 65.3	$ 69.9
Commercial Property and Liability	206.1	207.7
Workers Compensation	75.8	84.2
Commercial Reinsurance Program	31.6	36.1
Insurance Reserves	$ 378.8	$ 397.9

30

Table of Contents

Unitrin Business Insurance (continued)

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		
Loss Reserves:		
Case	$ 127.4	$ 138.0
Incurred but Not Reported	159.5	168.7
Total Loss Reserves	286.9	306.7
LAE Reserves	91.9	91.2
Insurance Reserves	$ 378.8	$ 397.9

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	June 30, 2007	June 30, 2006	June 30, 2007	June 30, 2006
Favorable Loss and LAE Reserve Development, Net (excluding Catastrophes)	$ 14.5	$ 11.1	$ 7.6	$ 6.3
Favorable (Adverse) Catastrophe Loss and LAE Reserve Development, Net	(0.1)	(0.3)		0.1
Total Favorable Loss and LAE Reserve Development, Net	$ 14.4	$ 10.8	$ 7.6	$ 6.4
Loss and LAE Reserve Development as a Percentage of Insurance Reserves at Beginning of Year	3.6%	2.6%	1.9%	1.5%

During 2005, Unitrin Business Insurance re-engineered certain business processes as it began transforming the structure that remained from the former Multi Lines Insurance segment into a structure more suitable and scalable to its future commercial lines insurance strategy. During the first half of 2006, Unitrin Business Insurance completed the migration of its policies to its new policy administration system and completed the closure of two of its full service regional offices, substantially completed the closure of a third full service regional office and scaled back a fourth office. Although the new, scalable structure better matches the current size of the Unitrin Business Insurance segment, the segment will likely not reach adequate economies of scale for several years. The Unitrin Business Insurance management team faces significant challenges to grow its business to adequate scale in the face of a highly competitive premium rate environment. As a result of these challenges, the Company continues to explore strategic alternatives for this segment. There can be no assurances as to whether or when this process will lead to the implementation of any such alternatives.

The Unitrin Business Insurance segment s former commercial reinsurance program consisted of certain business written and administered by First NonProfit Insurance Company (FNP). FNP specializes in providing various forms of commercial insurance to charitable and other nonprofit organizations. The Unitrin Business Insurance segment exited this commercial reinsurance business effective January 1, 2007. See Note 14, Relationships with Mutual Insurance Holding Companies and Mutual Insurance Companies, to the Condensed Consolidated Financial Statements for additional information about this reinsurance arrangement.

Earned Premiums in the Unitrin Business Insurance segment decreased by $10.1 million and $4.1 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to the exit from its commercial reinsurance business. Excluding the impact of the exit from the commercial reinsurance business, Earned Premiums in the Unitrin Business Insurance segment increased by $2.0 million and $2.3 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due to higher volume, partially offset by lower average premium rates. The Unitrin Business Insurance segment continues to reduce insurance rates across most product lines due to increased competition in its markets, while at the same time increasing the volume of insurance written by focusing on larger accounts written through its account executive distribution network. Business

Table of Contents

Unitrin Business Insurance (continued)

written by the Unitrin Business Insurance segment increased for both the six and three months ended June 30, 2007, compared to the same periods in 2006. The increase in business written is due primarily to a more fully staffed and trained account executive distribution network. The Unitrin Business Insurance segment expects earned premiums to increase slightly in 2007, due primarily to the impact of having a more fully staffed and trained account executive distribution network, partially offset by increased competition, lower insurance premium rates, the impact of efforts to reduce exposure to natural disasters and the market impact of the Company s announcement about exploring strategic alternatives for this segment.

Net Investment Income decreased by $2.1 million for the six months ended June 30, 2007, compared to the same period in 2006, due to lower levels of investments and, to a lesser extent, lower yields on investments. Net Investment Income decreased by $1.8 million for the three months ended June 30, 2007, compared to the same period in 2006, due to lower yields on investments and, to a lesser extent, lower levels of investments. Yields on investments decreased for both the six and three months ended June 30, 2007, due primarily to a change in the investment mix from fixed maturities to other investments. Other Income in the Unitrin Business Insurance segment in the second quarter of 2006 includes a gain of $1.3 million on the sale of a regional office building.

Operating Profit in the Unitrin Business Insurance segment increased by $3.3 million for the six months ended June 30, 2007, compared to the same period in 2006, due primarily to lower incurred losses and LAE, partially offset by higher insurance expenses as a percentage of earned premium, the lower Net Investment Income and the lower Other Income. Insurance Expenses for the six and three months ended June 30, 2007 included $1.3 million related to the Company s process of exploring strategic alternatives, including the amortization of pay-to-stay bonuses. Incurred losses and LAE decreased in 2007, compared to the same period in 2006, due primarily to the abnormally high number of large fire losses that occurred in the first six months of 2006 and higher favorable loss and LAE reserve development (which recognizes changes in estimates of prior year reserves in the current period) recorded in 2007. Loss and LAE reserve development, including development of catastrophe losses and LAE, was $14.4 million favorable for the six months ended June 30, 2007, compared to $10.8 million favorable for the same period in 2006. Catastrophe losses and LAE (including development) were $3.2 million for the six months ended June 30, 2007, compared to $2.0 million for the same period in 2006.

Operating Profit in the Unitrin Business Insurance segment decreased by $3.7 million for the three months ended June 30, 2007, compared to the same period in 2006, due primarily to higher insurance expenses, the lower Net Investment Income and the lower Other Income, partially offset by the lower incurred losses and LAE. Loss and LAE reserve development, including development of catastrophe losses and LAE, was $7.6 million favorable for the three months ended June 30, 2007, compared to $6.4 million favorable for the same period in 2006. Catastrophe losses and LAE (including development) were $2.4 million for the three months ended June 30, 2007, compared to $1.4 million for the same period in 2006.

Beginning in 2007, the Company s senior actuary and senior management began placing greater reliance on the actuarial indications in determining the appropriate estimated level of reserves for the current accident year. See the caption entitled Critical Accounting Estimates in the Company s Management s Discussion and Analysis of Results of Operations and Financial Condition presented in the 2006 Annual Report and in this 2007 Quarterly Report for additional information pertaining to the Company s process of estimating property and casualty insurance reserves for losses and LAE, development of property and casualty insurance losses and LAE and estimated variability of property and casualty insurance reserves for losses and LAE.

The Unitrin Business Insurance segment reported Net Income of $6.9 million and $2.7 million for the six and three months ended June 30, 2007, respectively, compared to Net Income of $4.9 million and $5.3 million for the same periods in 2006. The Unitrin Business Insurance segment s effective tax rate differs from the statutory tax rate due primarily to tax-exempt investment income and dividends received deductions. Tax-exempt investment income and dividends received deductions were $6.7 million and $3.2 million for the six and three months ended June 30, 2007, respectively, compared to $7.3 million and $4.0 million for the same periods in 2006.

Table of Contents

Life and Health Insurance

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Earned Premiums:				
Life	$ 197.3	$ 202.5	$ 98.3	$ 101.0
Accident and Health	79.5	79.8	39.9	39.7
Property	55.5	58.6	27.7	29.6
Total Earned Premiums	332.3	340.9	165.9	170.3
Net Investment Income	100.8	88.3	52.2	45.8
Other Income	0.5		0.2	
Total Revenues	433.6	429.2	218.3	216.1
Policyholders Benefits and Incurred Losses and LAE	203.8	216.3	99.4	108.0
Insurance Expenses	143.1	157.4	73.0	80.3
Operating Profit	86.7	55.5	45.9	27.8
Income Tax Expense	30.2	19.6	16.0	10.0
Net Income	$ 56.5	$ 35.9	$ 29.9	$ 17.8

(Dollars in Millions)	June 30, 2007	Dec. 31, 2006
Insurance Reserves:		
Life	$ 2,421.2	$ 2,386.6
Accident and Health	97.7	99.5
Property	6.7	6.9
Insurance Reserves	$ 2,525.6	$ 2,493.0

Earned Premiums in the Life and Health Insurance segment decreased by $8.6 million and $4.4 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006. Earned premiums on life insurance decreased by $5.2 million and $2.7 million, due primarily to lower volume. Earned premiums on property insurance sold by the Life and Health Insurance segment s career agents decreased by $3.1 million and $1.9 million, due primarily to lower volume related to the Company s strategy to reduce coastal exposures and to an increase in the cost of catastrophe reinsurance. The Life and Health Insurance segment is reducing its exposures to natural disasters by suspending its new business sales and non-renewing selected property insurance business in certain coastal areas of the Gulf and southeastern United States. Prior to this action, the affected areas comprised approximately 20% of the Life and Health Insurance segment s property insurance business. The Life and Health Insurance segment estimates that earned premiums on property insurance decreased by approximately $1.2 million and $0.7 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, as a result of reducing its coastal exposures. The Life and Health Insurance segment estimates that earned premiums on property insurance will decrease by approximately $5 million for the full year in 2007. The cost of catastrophe reinsurance coverage was $4.6 million for the six months ended June 30, 2007, compared to $3.0 million in 2006. The cost of catastrophe reinsurance coverage was $2.3 million for the three months ended June 30, 2007, compared to $1.5 million in 2006. The cost of catastrophe reinsurance increased in 2007 due primarily to the higher cost of the Life and Health Insurance segment s catastrophe reinsurance program which became effective on January 1, 2007.

In the fourth quarter of 2006, the Company s subsidiary, Reserve National Insurance Company (Reserve National), entered into a reinsurance agreement whereby, effective January 1, 2007, Reserve National assumes 100% of certain accident and health insurance business. Earned premiums on accident and health insurance increased $2.2 million and $0.9 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due to this reinsurance agreement. Excluding the impact of the reinsurance agreement, earned premiums on accident and health insurance decreased by $2.5 million for the six months ended June 30, 2007, compared to 2006, as lower volume of accident and health insurance, primarily on limited benefit medical and Medicare supplement products,

Life and Health Insurance (continued)

contributed $5.8 million to the decrease in accident and health insurance earned premiums, while higher average premium rates on those same products accounted for an increase of $3.3 million. Excluding the impact of the reinsurance agreement, earned premiums on accident and health insurance decreased by $0.7 million for the three months ended June 30, 2007, compared to the same period in 2006, as lower volume of accident and health insurance, primarily on limited benefit medical and Medicare supplement products, contributed $2.3 million to the decrease in accident and health insurance earned premiums, while higher average premium rates on those same products accounted for an increase of $1.6 million.

Net Investment Income increased by $12.5 million and $6.4 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher yields on investments. Yields on investments increased due primarily to a one-time dividend of $5.2 million from the Company s equity investment in IRI and higher yields on fixed maturity investments.

Other Income for the six and three months ended June 30, 2007 includes $0.4 million and $0.2 million, respectively, of amortization of a deferred gain related to the August 2006 sale and leaseback of Reserve National s home office building. The remaining deferred gain of $1.8 million will be amortized over the remaining 25-month term of the leaseback.

Policyholders Benefits and Incurred Losses and LAE declined in most major product lines for both the six and three months ended June 30, 2007. Life insurance benefits decreased due primarily to improved mortality. Accident and health insurance benefits on Reserve National s insurance products decreased due primarily to lower frequency of claims incurred, partially offset by higher average claims incurred for the six months ended June 30, 2007.

Incurred losses and LAE on property insurance sold by the Life and Health Insurance segment s career agents declined, due primarily to lower catastrophe losses (including development), net of reinsurance, partially offset by higher non-catastrophe losses and LAE as a percentage of earned premiums. Catastrophe losses and LAE were $3.8 million and $2.2 million for the six and three months ended June 30, 2007, respectively, compared to $8.7 million and $7.6 million for the six and three months ended June 30, 2006, respectively. Catastrophe losses and LAE for the six and three months ended June 30, 2006 included adverse development of $3.6 million, net of reinsurance, on Hurricane Katrina. The Life and Health Insurance segment experienced significant weather related losses in the first and second quarters of 2007, compared to the same periods in 2006, from events that were not severe enough to be classified as catastrophes by the Insurance Services Office.

Insurance expenses decreased due primarily to lower commission expense, partially the result of lower amortization of deferred policy acquisition costs and also due to lower administrative expenses.

Operating Profit in the Life and Health Insurance segment increased by $31.2 million and $18.1 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due to the higher Net Investment Income, lower insurance expenses, and the lower policyholders benefits and incurred losses and LAE.

Net Income in the Life and Health Insurance segment increased by $20.6 million and $12.1 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to the higher Operating Profit.

Table of Contents

Consumer Finance

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Interest, Loan Fees and Earned Discount	$ 123.4	$ 114.6	$ 62.6	$ 58.9
Net Investment Income	2.0	1.8	1.0	0.9
Other	4.5	3.6	2.3	1.8
Total Revenues	129.9	120.0	65.9	61.6
Provision for Loan Losses	34.0	24.1	17.5	12.5
Interest Expense on Certificates of Deposits	27.8	22.9	14.2	12.0
General and Administrative Expenses	51.8	45.5	26.2	22.8
Operating Profit	16.3	27.5	8.0	14.3
Income Tax Expense	6.8	11.3	3.3	5.8
Net Income	$ 9.5	$ 16.2	$ 4.7	$ 8.5
Consumer Finance Loan Originations	$ 420.5	$ 441.3	$ 210.6	$ 223.7

	June 30, 2007	Dec. 31, 2006
Percentage of Consumer Finance Receivables Past Due:		
Less than 30 Days	23.9%	26.7%
30 Days to 59 Days	7.8%	8.6%
60 Days to 89 Days	2.4%	3.0%
90 Days and Greater	0.9%	1.3%
Total Past Due	35.0%	39.6%
Ratio of Reserve for Loan Losses to Gross Consumer Finance Receivables	5.2%	5.3%
Weighted-Average Interest Yield on Certificates of Deposits	4.8%	4.7%

(Dollars in Millions)	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
Reserve for Loan Losses Beginning of Period	$ 68.8	$ 62.6	$ 69.2	$ 66.1
Provision for Loan Losses	34.0	24.1	17.5	12.5
Net Charge-off:				
Consumer Finance Receivables Charged-off	(57.4)	(43.5)	(28.0)	(21.3)
Consumer Finance Receivables Recovered	25.6	25.4	12.3	11.3
Net Charge-off	(31.8)	(18.1)	(15.7)	(10.0)
Reserve for Loan Losses End of Period	$ 71.0	$ 68.6	$ 71.0	$ 68.6

Interest, Loan Fees and Earned Discounts in the Consumer Finance segment increased by $8.8 million and $3.7 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher levels of loans outstanding, partially offset by lower interest rates. The Consumer Finance segment only makes loans that are secured by automobiles. The Consumer Finance segment has no loans outstanding that are secured by real estate.

Consumer Finance (continued)

Operating Profit in the Consumer Finance segment decreased by $11.2 million and $6.3 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher Provision for Loan Losses, Interest Expense on Certificates of Deposits and General and Administrative Expenses. Provision for Loan Losses increased by $9.9 million and $5.0 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to a higher level of loans outstanding and higher net charge-off. Interest Expense on Certificates of Deposits increased by $4.9 million and $2.2 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to higher interest rates on Certificates of Deposits and higher levels of deposits. General and Administrative Expenses, as a percentage of Interest, Loan Fees and Earned Discounts, increased from 39.7% for the six months ended June 30, 2006, to 42.0% for the six months ended June 30, 2007, due primarily to an increase in the number of collectors and higher related collection costs. The improvement in the percentage of consumer finance receivables past due from December 31, 2006 to June 30, 2007 is due in part to the increased collection efforts.

Net Income in the Consumer Finance segment decreased by $6.7 million and $3.8 million for the six and three months ended June 30, 2007, respectively, compared to the same periods in 2006, due primarily to the lower Operating Profit.

Equity in Net Income of Investee

Unitrin accounts for its investment in its investee, Intermec, Inc. (Intermec), under the equity method of accounting using the most recent and sufficiently timely publicly-available financial reports and other publicly-available information, which generally results in a three-month-delay in the inclusion of Intermec s results in Unitrin s consolidated financial statements. Equity in Net Income (Loss) of Investee was a loss of $0.2 million and a loss of $0.6 million for the six and three months ended June 30, 2007, respectively. Equity in Net Income of Investee was income of $7.2 million and $1.8 million for the six and three months ended June 30, 2006, respectively.

The fair value of Unitrin s investment in Intermec exceeded the carrying value of Unitrin s investment in Intermec by $233.4 million and $214.5 million at June 30, 2007 and December 31, 2006, respectively. In accordance with applicable accounting standards, such excess is not included in the unaudited Condensed Consolidated Financial Statements.

Corporate Investments

The Company considers the management of certain investments, Northrop common and preferred stock, Baker Hughes, Inc. common stock, and its investee, Intermec, to be a corporate responsibility and excludes income from these investments from its operating segments. Dividend income from these investments for the six and three months ended June 30, 2007 and 2006 was:

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	**June 30, 2007**	**June 30, 2006**	**June 30, 2007**	**June 30, 2006**
Northrop Preferred Stock	$ 9.3	$ 3.1	$ 3.1	$
Northrop Common Stock	5.0	4.2	2.5	2.3
Baker Hughes Common Stock	0.1	0.1		
Total Unallocated Dividend Income	$ 14.4	$ 7.4	$ 5.6	$ 2.3

Dividend income from the Company s investment in Northrop preferred stock increased for the six and three months ended June 30, 2007, compared to the same periods in 2006, due to the timing of the ex-dividend dates.

Table of Contents

Corporate Investments (continued)

The changes in the fair value of Corporate Investments for the six months ended June 30, 2007 are summarized below:

(Dollars in Millions)	Fair Value Dec. 31, 2006	Six Months Ended June 30, 2007 Holding Gain	Dispositions	Fair Value June 30, 2007
Equity Securities:				
Northrop Preferred Stock	$ 236.0	$ 20.3	$	$ 256.3
Northrop Common Stock	500.3	71.8	(63.8)	508.3
Baker Hughes Common Stock	41.1	5.3	(1.1)	45.3
Investee:				
Intermec Common Stock	307.2	13.2		320.4
Total Corporate Investments	$ 1,084.6	$ 110.6	$ (64.9)	$ 1,130.3

Net Realized Investment Gains

The components of Net Realized Investment Gains for the six and three months ended June 30, 2007 and 2006 were:

	Six Months Ended		Three Months Ended	
(Dollars in Millions)	June 30, 2007	June 30, 2006	June 30, 2007	June 30, 2006
Fixed Maturities:				
Gains on Dispositions	$ 1.2	$ 2.0	$ 0.7	$ 1.1
Losses on Dispositions	(3.7)	(4.4)	(3.7)	(4.0)
Losses from Write-downs	(0.7)		(0.2)	
Northrop Common Stock:				
Gains on Dispositions	26.6	5.6	7.7	1.8
Other Equity Securities:				
Gains on Dispositions	14.8	19.8	10.9	11.3
Losses on Dispositions	(0.5)	(0.8)	(0.4)	(0.4)
Losses from Write-downs	(0.3)	(1.7)		(0.7)
Real Estate:				
Gains on Dispositions	1.9		1.9	
Other Investments:				
Gains on Dispositions	0.3	0.3	0.2	0.1
Losses on Dispositions	(0.1)	(0.2)	(0.1)	(0.2)
Net Realized Investment Gains	$ 39.5	$ 20.6	$ 17.0	$ 9.0

The Company regularly reviews its investment portfolio for factors that may indicate that a decline in the fair value of an investment is other than temporary. Losses arising from other than temporary declines in fair value are reported in the Condensed Consolidated Statements of Income in the period that the decline was determined to be other than temporary. Net Realized Investment Gains for the six and three months ended June 30, 2007 includes pretax losses of $1.0 million and $0.2 million, respectively, resulting from other than temporary declines in the fair values of investments. Net Realized Investment Gains for the six and three months ended June 30, 2006 includes pretax losses of $1.7 million and $0.7 million, respectively, resulting from other than temporary declines in the fair values of investments.

Table of Contents

Liquidity and Capital Resources

At June 30, 2007, there were approximately 4.9 million shares of the Company s outstanding common stock that could be repurchased under the Company s outstanding repurchase authorization. Common stock may be repurchased in the open market or in privately negotiated transactions from time to time subject to market conditions and other factors. During the first six months of 2007, the Company repurchased 1,600,900 shares of its common stock at an aggregate cost of $75.6 million in open market transactions.

The Company had no outstanding advances under its $325 million, unsecured, revolving credit agreement at June 30, 2007 or December 31, 2006. Undrawn letters of credit issued pursuant to the unsecured, revolving credit agreement were $13.1 million at both June 30, 2007 and December 31, 2006. Accordingly, the amounts available for future borrowing were $311.9 million at both June 30, 2007 and December 31, 2006.

On May 11, 2007, the Company issued $360 million of its 6.00% Senior Notes due May 15, 2017 (the 6.00% Senior Notes). The 6.00% Senior Notes are unsecured and may be redeemed in whole at any time or in part from time to time at the Company s option at specified redemption prices. The Company issued the 6.00% Senior Notes in exchange for proceeds of $354.9 million, net of transaction costs, for an effective yield of 6.19%. The Company used the proceeds from the sale of the notes to repay the $300 million principal aggregate amount of its 5.75% senior notes on July 2, 2007 and for general corporate purposes.

At June 30, 2007, the Company had the following debt outstanding: $300 million of its 5.75% Senior Notes due July 1, 2007, $200 million of its 4.875% Senior Notes due November 1, 2010 and $360 million of its 6.00% Senior Notes due May 15, 2017. Interest expense on such Senior Notes was $17.0 million and $13.9 million for the six months ended June 30, 2007, and 2006, respectively. The Company invested $300 million of the proceeds from the issuance of the 6.00% Senior Notes in various short-term investments until the 5.75% Senior Notes were repaid on July 2, 2007. Interest earned on such investments during the period from May 11, 2007 through June 30, 2007 was $2.2 million.

The Company s management believes that it has sufficient resources to maintain the payment of dividends to its shareholders at its present level. Sources available for future shareholder dividend payments, the payment of interest on Unitrin s senior notes and the repurchases of the Company s common stock include the receipt of dividends from Unitrin s operating subsidiaries, the receipt of dividends from its investments in Northrop, borrowings under the Company s revolving credit agreement, and monetization of a portion of the Unitrin parent company s Northrop holdings. Various state insurance laws restrict the ability of the Company s insurance subsidiaries to pay dividends without regulatory approval. Such laws generally restrict the amount of dividends paid in an annual period to the greater of statutory net income from the previous year or 10% of statutory capital and surplus. Certain risk-based capital regulations also have the effect of limiting the amount of dividends that may be paid by the Company s consumer finance subsidiary, Fireside Bank. In 2007, the Company estimates that its subsidiaries would be able to pay $322 million in dividends to the Company without prior regulatory approval. During the first quarter of 2007, Trinity paid a cash dividend of $46.0 million to the Unitrin parent company. During the second quarter of 2007, Trinity paid a cash dividend of $34.0 million to the Unitrin parent company, and a dividend which included 323,792 shares of Northrop common stock with a market value of approximately $25 million. During the first six months of 2007, two other subsidiaries of Unitrin (United Insurance Company of America and Fireside Securities Corporation) paid cash dividends totaling $27.0 million and $9.5 million, respectively, to the Unitrin parent company. The Company currently estimates that the Unitrin parent company will receive approximately $102 million in dividends of cash and securities from its subsidiaries during the remainder of 2007. The Unitrin parent company directly held investments in Northrop preferred and common stock with a market value totaling $330.0 million at both June 30, 2007 and December 31, 2006. In addition to the Unitrin parent company s holdings of Northrop preferred and common stock, Trinity held investments in Northrop common stock with a market value of $434.6 million and $406.3 million at June 30, 2007 and December 31, 2006, respectively. During the first six months of 2007, the Unitrin parent company and Trinity sold a portion of their Northrop common stock, generating gross proceeds of $56.4 million and $7.4 million, respectively.

Table of Contents

Liquidity and Capital Resources (continued)

The primary sources of funds for the Company s insurance subsidiaries are premiums, investment proceeds and investment income. The primary uses of funds are the payment of policyholder benefits under life insurance contracts and claims under property and casualty insurance contracts and accident and health insurance contracts, the payment of commissions and general expenses and the purchase of investments. Generally, there is a time lag between when premiums are collected and when policyholder benefits and insurance claims are paid. Accordingly, during periods of growth, insurance companies typically experience positive operating cash flows and are able to invest a portion of their operating cash flows to fund future policyholder benefits and claims. During periods in which premium revenues decline, insurance companies may experience negative cash flow from operations and may need to sell investments to fund payments to policyholders and claimants. In addition, if the Company s property and casualty insurance subsidiaries experience several significant catastrophic events over a relatively short period of time, investments may have to be sold in advance of their maturity dates to fund payments, which could either result in investment gains or losses. Management believes that its insurance subsidiaries maintain adequate levels of liquidity and surplus capacity to manage the risks inherent with any differences between the duration of their liabilities and invested assets and to provide adequate liquidity in the event that its property and casualty insurance subsidiaries experience several catastrophic events over a relatively short period of time.

The primary sources of funds for Fireside Bank are customer deposits, repayments of consumer loans, interest on consumer loans and investment income. The primary uses of funds for Fireside Bank are loans made to consumers, repayment of customer deposits, interest paid to depositors and general expenses.

Net Cash Provided by Operating Activities decreased by $10.9 million for the six months ended June 30, 2007, compared to the same period in 2006, due primarily to normal timing differences.

Net Cash Used by Investing Activities is largely dependent on Net Cash Provided by Operating Activities and cash flow from Financing Activities. Cash Flow Used by Investing Activities increased by $399.0 million for the six months ended June 30, 2007, compared to the same period in 2006, due primarily to the Company investing the proceeds from the issuance of the 6.00% Senior Notes pending the payment of the 5.75% Senior Notes and reducing its excess cash on hand in 2007 and investing such excess. The Company temporarily increased its cash on hand significantly at the end of 2006 as a result of certain premium tax planning strategies.

Net Cash Provided by Financing Activities increased by $306.7 million for the six months ended June 30, 2007, compared to the same period in 2006, due primarily to the issuance of the 6.00% Senior Notes, partially offset by $74.8 million of cash used in the first six months of 2007 to repurchase shares of the Company s common stock. The Company used $29.2 million of cash to repurchase shares of its common stock in the corresponding six month period in 2006.

Interest and Other Expenses

Interest and Other Expenses was $36.1 million and $20.0 million for the six and three months ended June 30, 2007, respectively, compared to $31.7 million and $15.8 million for the same periods in 2006. Interest and Other Expenses increased for the six and three months ended June 30, 2007, compared to the same periods in 2006, due primarily to higher interest expense related to the 6.00% Senior Notes issued in the second quarter of 2007 and higher corporate office expenses. Interest expense, excluding interest on a mortgage note payable included in real estate investment expense, was $17.2 million and $10.1 million the six and three months ended June 30, 2007, respectively, compared to $14.2 million and $7.0 million for the same periods in 2006, respectively.

Income Taxes

The Company s effective income tax rate differs from the Federal statutory income tax rate due primarily to the effects of tax-exempt investment income and dividends received deductions, partially offset by the net effects of state income taxes. Tax-exempt investment income and dividends received deductions were $37.5 million and $17.7 million for the six and three months ended June 30, 2007, respectively, compared to $33.0 million and $15.3 million for the six and three months ended June 30, 2006, respectively. Tax-exempt investment income and dividends received deductions increased in 2007, due primarily to the timing of the ex-dividend date for the Company s investment in Northrop preferred stock.

Other

On July 9, 2007 Republic Companies purchased Southern States General Agency, a directly owned subsidiary of Unitrin, Inc., for $4.0 million, which resulted in an after tax gain of $3.2 million. The gain will be reported in the Company s results for the quarter ended September 30, 2007. Southern States General Agency provides a complete selection of specialty commercial and personal lines property and casualty insurance products through independent insurance agents in Louisiana, Arkansas, Texas and Mississippi. The Company has historically reported results from Southern States General Agency in Other for segment purposes.

Accounting Changes

In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. (FIN) 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109*. FIN 48 clarifies the accounting for uncertainty in income taxes recognized under Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return and also provides guidance on various related matters such as derecognition, interest and penalties, and disclosure. On January 1, 2007, the Company adopted FIN 48. The initial application of FIN 48 to the Company s tax positions had no effect on the Company s Shareholders Equity. The Company accounts for its investment in its investee, Intermec, under the equity method of accounting on a three-month-delay basis. Accordingly, the Company recognized its pro rata share of the effect of Intermec s adoption of FIN 48 in the Company s financial statements in the second quarter of 2007. Based on Intermec s disclosure in its Quarterly Report on Form 10-Q for the period ended March 31, 2007, the impact of Intermec s initial application of FIN 48 resulted in the Company recognizing a reduction in the Company s Shareholders Equity of $0.9 million, which was net of a tax benefit of $0.5 million.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value under GAAP and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements, but does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company estimates that the initial application of SFAS No. 157 will not be material.

In September 2006, the FASB issued SFAS No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Plans*. SFAS No. 158 amends SFAS No. 87, *Employers Accounting for Pensions*, SFAS No. 88, *Employers Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and Termination Benefits*, SFAS No. 106, *Employers Accounting for Postretirement Benefits Other Than Pensions*, and SFAS No. 132(R), *Employers Disclosure about Pensions and Other Postretirement Benefits*. SFAS No. 158 requires the recognition of the funded status of a defined benefit postretirement plan (other than a multi-employer plan) as an asset or liability in the statement of financial position and the recognition of changes in the funded status through comprehensive income in the year in which such changes occur. The Company adopted the recognition provisions of SFAS No. 158 and initially applied them to the funded status of its defined benefit postretirement plans and provided the required disclosures as of December 31, 2006. The Company s investee, Intermec, recognized the financial impact of SFAS No. 158 in its financial statements at December 31, 2006. The Company accounts for its investment in Intermec under the equity method of accounting on a three-month-delay basis. Accordingly, the Company recognized a decrease of $2.3 million, which was net of a tax benefit of $1.3 million, to its Shareholders Equity in the first quarter of 2007 for its pro rata share of the impact of Intermec s adoption of SFAS No. 158.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115*. SFAS No. 159 permits the choice of measuring financial instruments and certain other items at fair value. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company has not yet determined the manner or the impact of adoption of SFAS No. 159 on the Company.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Pursuant to the rules and regulations of the SEC, the Company is required to provide the following disclosures about Market Risk.

Quantitative Information About Market Risk

The Company s Condensed Consolidated Balance Sheets include five types of financial instruments subject to material market risk disclosures required by the SEC: 1) Investments in Fixed Maturities, 2) Investments in Equity Securities, 3) Consumer Finance Receivables, 4) Certificates of Deposits and 5) Notes Payable. Investments in Fixed Maturities, Consumer Finance Receivables, Certificates of Deposits and Notes Payable are subject to material interest rate risk. The Company s investments in Equity Securities include common and preferred stocks and, accordingly, are subject to material equity price risk and interest rate risk, respectively.

For purposes of this disclosure, market risk sensitive financial instruments are divided into two categories: financial instruments acquired for trading purposes and financial instruments acquired for purposes other than trading. The Company s market risk sensitive financial instruments are classified as held for purposes other than trading. The Company has no significant holdings of financial instruments acquired for trading purposes. The Company has no significant holdings of derivatives.

The Company measures its sensitivity to market risk by evaluating the change in its financial assets and liabilities relative to fluctuations in interest rates and equity prices. The evaluation is made using instantaneous changes in interest rates and equity prices on a static balance sheet to determine the effect such changes would have on the Company s market value at risk and the resulting pretax effect on Shareholders Equity. The changes chosen reflect the Company s view of adverse changes that are reasonably possible over a one-year period. The selection of these changes should not be construed as the Company s prediction of future market events, but rather an illustration of the impact of such events.

For the interest rate sensitivity analysis presented below, the Company assumed an adverse and instantaneous increase of 100 basis points in the yield curve at both June 30, 2007 and December 31, 2006, for Investments in Fixed Maturities. Such 100 basis point increase in the yield curve may not necessarily result in a corresponding 100 basis point increase in the interest rate for all investments in fixed maturities. For example, a 100 basis point increase in the yield curve for risk-free, taxable investments in fixed maturities may not result in a 100 basis point increase for tax-exempt investments in fixed maturities. For Investments in Fixed Maturities, the Company also anticipated changes in cash flows due to changes in the likelihood that investments would be called or pre-paid prior to their contractual maturity. All other variables were held constant. For preferred stock equity securities and Consumer Finance Receivables, the Company assumed an adverse and instantaneous increase of 100 basis points in market interest rates from their levels at June 30, 2007 and December 31, 2006, respectively. All other variables were held constant. For Certificates of Deposits and Notes Payable, the Company assumed an adverse and instantaneous decrease of 100 basis points in market interest rates from their levels at June 30, 2007 and December 31, 2006, respectively. All other variables were held constant. The Company measured equity price sensitivity assuming an adverse and instantaneous 10% decrease in the Standard and Poor s Stock Index (the S&P 500) from its levels at June 30, 2007 and December 31, 2006, with all other variables held constant. The Company s investments in common stock equity securities were correlated with the S&P 500 using the portfolio s weighted-average beta of 0.69 and 0.58 at June 30, 2007 and December 31, 2006, respectively. The portfolio s weighted-average beta was calculated using each security s beta for the five-year periods ended June 30, 2007 and December 31, 2006, respectively, and weighted on the fair value of such securities at June 30, 2007 and December 31, 2006, respectively. Beta measures a stock s relative volatility in relation to the rest of the stock market, with the S&P 500 having a beta coefficient of 1.00.

Table of Contents

Quantitative Information About Market Risk (continued)

The estimated adverse effects on the market value of the Company s financial instruments using these assumptions were:

		Pro Forma Increase (Decrease)		
(Dollars in Millions)	Fair Value	Interest Rate Risk	Equity Price Risk	Total Market Risk
June 30, 2007				
Assets				
Investments in Fixed Maturities	$ 3,759.4	$ (261.3)	$	$ (261.3)
Investments in Equity Securities	1,357.3	(1.5)	(89.7)	(91.2)
Consumer Finance Receivables	1,282.1	(17.0)		(17.0)
Liabilities				
Certificates of Deposits	$ 1,206.8	$ 25.7	$	$ 25.7
Notes Payable	850.9	32.9		32.9
December 31, 2006				
Assets				
Investments in Fixed Maturities	$ 3,832.9	$ (260.5)	$	$ (260.5)
Investments in Equity Securities	1,305.6	(2.5)	(72.8)	(75.3)
Consumer Finance Receivables	1,231.4	(16.4)		(16.4)
Liabilities				
Certificates of Deposits	$ 1,154.6	$ 22.4	$	$ 22.4
Notes Payable	501.3	8.3		8.3

(13,505

)

1,150

Less: net loss attributable to noncontrolling interest

(8,705

)

(9,512

)

807

Net loss attributable to vTv Therapeutics Inc.

$

(3,650

)

$

(3,993

)

$

343

Revenue

Revenue was insignificant for the three months ended September 30, 2017 and 2016.

Research and Development Expenses

Research and development expenses were $9.0 million and $11.2 million for the three months ended September 30, 2017 and 2016, respectively. The decrease in research and development expenses during the period of $2.2 million, or 19.5%, was primarily due to:

- A decrease in clinical trial costs of $0.1 million for azeliragon which was mainly driven by a decrease of $0.6 million related to the timing of expenses for our ongoing STEADFAST study, offset by an increase of $0.5 million related to the costs for our open-label extension (“OLE”) trial as patients completing the STEADFAST Study elect to roll into the OLE trial;
- Costs related to TTP399 in the third quarter of 2017 decreased $0.7 million from the three months ended September 30, 2016, due to the completion of the AGATA study in August 2016;
- A decrease in clinical trial costs of $1.2 million for TTP273 in the third quarter of 2017 as compared with the third quarter of 2016, due to the completion of the LOGRA study in December 2016.

General and Administrative Expenses

General and administrative expenses were $2.6 million and $2.4 million for the three months ended September 30, 2017 and 2016, respectively. The increase in general and administrative expenses during the period of $0.2 million, or 6.9%, was primarily attributable to increases in the expense related to share-based awards due to the granting of additional awards in fiscal 2017.

Interest Expense

Interest expense was $0.8 million and an insignificant amount for the three months ended September 30, 2017 and 2016, respectively. Interest expense recognized in 2017 relates to the cash and non-cash interest for our Loan Agreement which was finalized in late October 2016 and which bears interest at 10.5% plus the amount by which the one-month LIBOR exceeds 0.5%.

Comparison of the nine months ended September 30, 2017 and 2016

The following table sets forth certain information concerning our results of operations for the periods shown:

(dollars in thousands)	Nine Months Ended September 30,		
Statement of operations data:	2017	2016	Change
Revenue	$58	$596	$(538)
Operating expenses:			
Research and development	29,572	34,649	(5,077)
General and administrative	8,396	7,654	742
Total operating expenses	37,968	42,303	(4,335)
Operating loss	(37,910)	(41,707)	3,797
Interest income	95	66	29
Interest expense	(2,240)	(3)	(2,237)
Other income (expense), net	—	2	(2)
Loss before income taxes	(40,055)	(41,642)	1,587
Income tax provision	—	—	—
Net loss before noncontrolling interest	(40,055)	(41,642)	1,587
Less: net loss attributable to noncontrolling interest	(28,222)	(29,340)	1,118
Net loss attributable to vTv Therapeutics Inc.	$(11,833)	$(12,302)	$469

Revenue

Revenue was insignificant for the nine months ended September 30, 2017 and was $0.6 million for the nine months ended September 30, 2016. The revenue earned during the nine months ended September 30, 2016 was primarily attributable to the global license agreement that we entered into with Calithera Biosciences, Inc. ("Calithera") in March 2015.

Research and Development Expenses

Research and development expenses were $29.6 million and $34.6 million for the nine months ended September 30, 2017 and 2016, respectively. The decrease in research and development expenses during the period of $5.1 million, or 14.7%, was primarily due to:

- A decrease in clinical trial costs of $0.4 million for azeliragon for the nine months ended September 30, 2017 which was driven by a $1.8 million decrease in costs related to the drug-drug interaction study which is now complete and a decrease of $1.2 million for compound manufacturing costs due to timing of activities. These decreases were offset by increases in the cost of the STEADFAST and OLE studies of $1.0 million each, due to higher enrollment in these trials during the nine months ended September 30, 2017;
- Costs related to TTP399 in the nine months ended September 30, 2017 decreased $2.2 million from the nine months ended September 30, 2016, due to the completion of the AGATA study in August 2016;
- A decrease in clinical trial costs of $2.8 million for TTP273 for the nine months ended September 30, 2017, due to the completion of the LOGRA study in December 2016.

General and Administrative Expenses

General and administrative expenses were $8.4 million and $7.7 million for the nine months ended September 30, 2017 and 2016, respectively. The increase in general and administrative expenses during the period of $0.7 million,

or 9.7%, was primarily attributable to increases in compensation expense, including the expense for share-based awards.

Interest Expense

Interest expense was $2.2 million and an insignificant amount for the nine months ended September 30, 2017 and 2016, respectively. Interest expense recognized in 2017 relates to the cash and non-cash interest for our Loan Agreement which was finalized in late October 2016 and which bears interest at 10.5% plus the amount by which the one-month LIBOR exceeds 0.5%.

Liquidity and Capital Resources

Liquidity and Going Concern

As of September 30, 2017, we have an accumulated deficit of $263.7 million as well as a history of negative cash flows from operating activities. We anticipate that we will continue to incur losses for the foreseeable future as we continue our clinical trials. Further, we expect that we will need additional capital to continue to fund our operations. Our currently available sources of liquidity include our cash and cash equivalents of $20.5 million at September 30, 2017. Based on our current operating plan, we believe that our current cash and cash equivalents will allow us to meet our liquidity requirements through the receipt of top-line results for Subpart A of our STEADFAST Study in early 2018. In addition to available cash and cash equivalents, we are seeking possible partnering opportunities for our GKA, GLP-1r and other drug candidates which we believe may provide additional cash for use in our operations and the continuation of the clinical trials for our drug candidates. We will also pursue other sources of interim financing to provide flexibility to our operating plan. The timing and occurrence of such interim financing is not yet known. These factors raise substantial doubt regarding our ability to continue as a going concern.

Debt Transaction

In October 2016, we and vTv LLC entered into the Loan Agreement, under which we have borrowed $20.0 million. Each loan tranche bears interest at a floating rate equal to 10.5% plus the amount by which the one-month LIBOR exceeds 0.5%.

We borrowed the first tranche of $12.5 million upon the close of the Loan Agreement in October 2016. Payments with respect to the first tranche are payable on an interest only basis monthly until May 1, 2018, followed by equal monthly payments of principal plus accrued interest through the scheduled maturity date on May 1, 2020. In addition, a final payment for the first tranche loan equal to $0.8 million will be due on May 1, 2020, or such earlier date specified in the Loan Agreement. We borrowed the second tranche of $7.5 million in March 2017. Payments with respect to the second tranche are payable on an interest only basis monthly until October 1, 2018, followed by equal monthly payments of principal plus accrued interest through the scheduled maturity date on October 1, 2020. In addition, a final payment for the second tranche loan equal to $0.5 million will be due on October 1, 2020, or such earlier date specified in the Loan Agreement. The availability of the third tranche of $5.0 million expired unused on June 30, 2017.

If we repay all or a portion of the loan prior to the applicable maturity date, we will pay the Lenders a prepayment penalty fee, based on a percentage of the then outstanding principal balance equal to 4.0% during the first 18 months following the funding of the second tranche and 2.0% thereafter.

In connection with the Loan Agreement, we have issued to the Lenders warrants to purchase shares of our Class A common stock. On October 28, 2016, we issued Warrants to purchase 152,580 shares of our Class A common stock at a per share exercise price of $6.39 per share, which aggregate exercise price represents 6.0% of the principal amount borrowed under the first tranche of the Loan Agreement and 3.0% of the amount available under the second tranche of the Loan Agreement. On March 24, 2017, in connection with the funding of the second tranche, we issued Warrants to purchase 38,006 shares of our Class A common stock at a per share exercise price of $5.92 per share, which aggregate exercise price represents 3.0% of the principal amount of the second tranche. In each instance, the Warrants have an exercise price equal to the lower of (a) the volume weighted average price per share of our Class A common stock, as reported on the principal stock exchange on which our Class A common stock is listed, for 10 trading days prior to the issuance of the applicable Warrants or (b) the closing price of a share of our Class A common stock on the trading day prior to the issuance of the applicable Warrants. The Warrants will expire seven years from their date of issuance.

The Loan Agreement includes customary affirmative and restrictive covenants, including, but not limited to, restrictions on the payment of dividends or other equity distributions and the incurrence of debt or liens upon the assets of the Company or its subsidiaries. The Loan Agreement does not contain any financial maintenance covenants. The Loan Agreement includes customary events of default, including payment defaults, covenant defaults and material adverse change default. Upon the occurrence of an event of default and following any applicable cure periods, a default interest rate of an additional 5% will be applied to the outstanding loan balances, and the Lenders may declare all outstanding obligations immediately due and payable and take such other actions as set forth in the Loan Agreement.

Cash Flows

(dollars in thousands)	Nine Months Ended September 30, 2017	2016
Net cash used in operating activities	$(38,510)	$(36,783)
Net cash used in investing activities	(7)	(83)
Net cash provided by (used in) financing activities	7,500	(79)
Net decrease in cash and cash equivalents	$(31,017)	$(36,945)

Operating Activities

For the nine months ended September 30, 2017, our net cash used in operating activities increased $1.7 million from the nine months ended September 30, 2016. The increased use of cash was primarily driven by a higher usage of existing working capital.

Investing Activities

For the nine months ended September 30, 2017 and 2016, net cash used in investing activities was insignificant.

Financing Activities

For the nine months ended September 30, 2017, our cash provided by financing activities was driven primarily by the borrowing of the $7.5 million second tranche available to us under our Loan Agreement.

Future Funding Requirements

To date, we have not generated any revenue from drug product sales. We do not know when, or if, we will generate any revenue from drug product sales. We do not expect to generate significant revenue from drug sales unless and until we obtain regulatory approval of and commercialize azeliragon or any of our other drug candidates. At the same time, we expect our expenses to continue to increase in connection with our ongoing development activities, particularly as we continue the research, development and clinical trials of, and seek regulatory approval for, our drug candidates. In addition, subject to obtaining regulatory approval of any of our drug candidates, we expect to incur significant commercialization expenses for product sales, marketing, manufacturing and distribution. We anticipate that we will need substantial additional funding in connection with our continuing operations. We will also continue to use cash to fund expenses related to our compliance with requirements applicable to us as a listed public company.

Based on our current operating plan, we believe that our current cash and cash equivalents will allow us to meet our liquidity requirements through the receipt of top-line results for Subpart A of our STEADFAST Study in early 2018. In addition to available cash and cash equivalents, we are seeking possible partnering opportunities for our GKA, GLP-1r and other drug candidates which we believe may provide additional cash for use in our operations and the continuation of the clinical trials for our drug candidates. We will also pursue other sources of interim financing to provide flexibility to our operating plan. The timing and occurrence of such interim financing is not yet known. We have based our estimates on assumptions that may prove to be wrong, and we may use our available capital resources sooner than we currently expect. Because of the numerous risks and uncertainties associated with the

development and commercialization of our drug candidates, we are unable to estimate the amounts of increased capital outlays and operating expenditures necessary to complete the development of our drug candidates.

Our future capital requirements will depend on many factors, including:

- the progress, costs, results and timing of the STEADFAST Study, and the clinical development of azeliragon;
- the willingness of the FDA to accept the STEADFAST Study, as well as our other completed and planned clinical and preclinical studies and other work, as the basis for review and approval of azeliragon;
- the outcome, costs and timing of seeking and obtaining FDA and any other regulatory approvals;
- the number and characteristics of drug candidates that we pursue, including our drug candidates in preclinical development;
- the ability of our drug candidates to progress through clinical development successfully;
- our need to expand our research and development activities;

25

- the costs associated with securing, establishing and maintaining commercialization capabilities;
- the costs of acquiring, licensing or investing in businesses, products, drug candidates and technologies;
- our ability to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights;
- our need and ability to hire additional management and scientific and medical personnel;
- the effect of competing technological and market developments;
- our need to implement additional internal systems and infrastructure, including financial and reporting systems;
- the economic and other terms, timing and success of our existing licensing arrangements and any collaboration, licensing or other arrangements into which we may enter in the future; and
- the amount of any payments we are required to make to M&F TTP Holdings Two LLC in the future under the Tax Receivable Agreement.

Until such time, if ever, as we can generate substantial revenue from drug sales, we expect to finance our cash needs through a combination of equity offerings, debt financings, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements. We do not currently have any committed external source of funds. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interests of our common stockholders will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and preferred equity financing, if available, may involve agreements that include covenants that will further limit or restrict our ability to take specific actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may be required to relinquish valuable rights to our technologies, future revenue streams or drug candidates or grant licenses on terms that may not be favorable to us. If we are unable to obtain additional funding, we could be forced to delay, reduce or eliminate our research and development programs or commercialization efforts, which could adversely affect our business prospects.

Disclosures About Contractual Obligations and Commitments

The following table summarizes our contractual obligations at September 30, 2017 (in thousands):

		Three months ended December 31,	Years ended December 31,		
	Total	2017	2018 - 2020	2021 - 2022	2023 and thereafter
Principal payments under Loan Agreement	$20,000	$ —	$20,000	$ —	$ —
Interest on Loan Agreement (1)	5,256	568	4,688	—	—
Operating lease commitments	810	88	722	—	—
Total contractual obligations	$26,066	$ 656	$25,410	$ —	$ —

(1) Interest payments associated with the Loan Agreement are projected based on interest rates in effect as of September 30, 2017 assuming no variable rate fluctuations going forward. An increase in the interest rates applicable to our Loan Agreement by 1% would result in an additional $0.2 million of annual cash interest expense. In addition to the estimated monthly cash interest payments, the projected interest payments stated

above also include the 6% final interest payment to be paid upon the maturity of the debt obligation.

Off-Balance Sheet Arrangements

During the periods presented, we did not have, nor do we currently have, any off-balance sheet arrangements as defined under SEC rules.

Discussion of Critical Accounting Policies

For a discussion of our critical accounting policies and estimates, please refer to Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2016. There have been no material changes to our critical accounting policies and estimates in 2017.

26

Forward-Looking Statements

This quarterly report includes certain forward-looking statements within the meaning of the federal securities laws regarding, among other things, our management's intentions, plans, beliefs, expectations or predictions of future events, which are considered forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as "may," "will," "should," "believe," "expect," "anticipate," "intend," "pl "estimate" or similar expressions. These statements are based upon assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read this quarterly report, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions, including those described under the heading "Risk Factors" under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q. Although we believe that these forward-looking statements are based upon reasonable assumptions, you should be aware that many factors, including those described under the heading "Risk Factors" under Item 1A of Part I in our Annual Report on Form 10-K and under Item 1A of Part II of this Quarterly Report on Form 10-Q, could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements.

Our forward-looking statements made herein are made only as of the date of this quarterly report. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this quarterly report.

Effect of Recent Accounting Pronouncements

See discussion of recent accounting pronouncements in Note 2, "Summary of Significant Accounting Policies", to the Condensed Consolidated Financial Statements in this Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our Loan Agreement bears interest at a floating rate equal to 10.5% plus the amount by which the one-month LIBOR exceeds 0.5%. A one percent increase in the variable rate of interest on the Loan Agreement would increase interest expense by approximately $0.2 million annually based on the amounts currently outstanding. We do not currently hedge our interest rate exposure.

Market Risk

Our exposure to market risk is limited to our cash and cash equivalents, all of which have maturities of one year or less. The goals of our investment strategy are preservation of capital, fulfillment of liquidity needs and fiduciary

control of cash and investments. We also seek to maximize income from our investments without assuming significant risk. To achieve our goals, we maintain a portfolio of cash equivalents and investments in a variety of securities that management believes to be of high credit quality. The securities in our investment portfolio are not leveraged and are, due to their short-term nature, subject to minimal interest rate risk. Because of the short-term maturities of our investments, we do not believe that an increase in market rates would have a material negative impact on the value of our investment portfolio.

Foreign Currency Risk

We do not have any material foreign currency exposure.

ITEM 4. CONTROLS AND PROCEDURES
Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934) as of September 30, 2017. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2017, our disclosure controls and procedures were effective in causing material information relating to us (including our consolidated subsidiaries) to be recorded, processed, summarized and reported by management on a timely basis and to ensure the quality and timeliness of our public disclosures pursuant to SEC disclosure obligations.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, with the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of controls.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected.

Changes to Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting other than those described above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Website Availability of Reports and other Corporate Governance Information

The Company maintains a comprehensive corporate governance program, including Corporate Governance Guidelines for its Board of Directors, Board Guidelines for Assessing Director Independence and charters for its Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee. The Company maintains a corporate investor relations website, www.vtvtherapeutics.com, where stockholders and other interested persons may review, without charge, among other things, corporate governance materials and certain SEC filings, which are generally available on the same business day as the filing date with the SEC on the SEC's website http://www.sec.gov.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings.

ITEM 1A. RISK FACTORS

In addition to the risk factor listed below and other information in this report, investors should carefully consider the risk factors set forth under the heading “Risk Factors” under Item 1A of Part I in our Annual Report on Form 10-K for the year ended December 31, 2016.

We will need additional capital to complete the STEADFAST Study and to complete the development and commercialization of azeliragon and our other drug candidates and there is a substantial doubt about our ability to continue as a going concern. If we are unable to raise sufficient capital for these purposes, we would be forced to delay, reduce or eliminate our product development programs.

Developing pharmaceutical products, including conducting preclinical studies and clinical trials, is expensive. We expect our research and development expenses to increase in connection with our ongoing activities, particularly as we continue the STEADFAST Study, undertake additional clinical trials of our other drug candidates and continue to work on our other research programs. Our current capital will not be sufficient for us to complete the STEADFAST Study and the development of our other drug candidates. As such, we will need to raise substantial additional capital to complete the development and commercialization of azeliragon. We are seeking possible partnering opportunities for our GKA, GLP-1r and other drug candidates which we believe may provide additional cash for use in our operations and the continuation of the clinical trials for our drug candidates. We will also pursue other sources of interim financing to provide flexibility to our operating plan. The timing and occurrence of such interim financing is not yet known.

If the FDA or other regulators require that we perform additional studies beyond those we currently expect, or if there are any delays in completing our clinical trials or the development of any of our drug candidates, our expenses could increase beyond what we currently anticipate and the timing of any potential product approval may be delayed. We have no commitments or arrangements for any additional financing to fund our research and development programs. We also will need to raise substantial additional capital in the future to complete the development and commercialization of azeliragon for additional indications and for developing our other drug candidates. Because successful development of our drug candidates is uncertain, we are unable to estimate the actual funds required to complete research and development and commercialize and license our products under development.

Until we can generate a sufficient amount of revenue from our drug candidates, if ever, we expect to finance future cash needs through equity offerings, debt financings, marketing and distribution arrangements and other collaborations, strategic alliances and licensing arrangements. We may seek to access the public or private capital markets whenever conditions are favorable, even if we do not have an immediate need for additional capital at that time. If worldwide economic conditions and the international equity and credit markets deteriorate and return to depressed states, it will be more difficult for us to obtain additional equity or credit financing, when needed.

Our recurring losses, accumulated deficit and our current levels of cash and cash equivalents raise substantial doubt about our ability to continue as a going concern. If we are unable to continue as a going concern, we may have to liquidate our assets and it is likely that investors will lose all or a part of their investment. If we seek additional financing to fund our business activities in the future and there remains substantial doubt about our ability to continue as a going concern, investors or other financing sources may be unwilling to provide additional funding to us on commercially reasonable terms or at all. Further, if adequate funds are not available, we may be required to delay, reduce the scope of or eliminate one or more of our research or development programs.

Our future capital requirements will depend on many factors, including:

- the progress, costs, results and timing of the STEADFAST Study, and the clinical development of azeliragon;
- the willingness of the FDA to accept the STEADFAST Study, as well as our other completed and planned clinical and preclinical studies and other work, as the basis for review and approval of azeliragon;
- the outcome, costs and timing of seeking and obtaining FDA and any other regulatory approvals;
- the number and characteristics of drug candidates that we pursue, including our drug candidates in preclinical development;
- the ability of our drug candidates to progress through clinical development successfully;

- our need to expand our research and development activities;
- the costs associated with securing, establishing and maintaining commercialization capabilities;
- the costs of acquiring, licensing or investing in businesses, products, drug candidates and technologies;
- our ability to maintain, expand and defend the scope of our intellectual property portfolio, including the amount and timing of any payments we may be required to make, or that we may receive, in connection with the licensing, filing, prosecution, defense and enforcement of any patents or other intellectual property rights;
- our need and ability to hire additional management and scientific and medical personnel;
- the effect of competing technological and market developments;

- our need to implement additional internal systems and infrastructure, including financial and reporting systems; and
- the economic and other terms, timing and success of our existing licensing arrangements and any collaboration, licensing or other arrangements into which we may enter in the future;
- the amount of any payments we are required to make to M&F TTP Holdings Two LLC in the future under the Tax Receivable Agreement.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of President and Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Document
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

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

Date: November 1, 2017

VTV THERAPEUTICS INC.
(Registrant)

By: /s/ Stephen L. Holcombe
Stephen L. Holcombe
President and Chief Executive Officer

By: /s/ Rudy C. Howard
Rudy C. Howard
Chief Financial Officer

32