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ANNUAL REPORT
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LAWPRO Statement on Corporate Social Responsibility

LAWPRO's vision is to be regarded as the preferred insurer in all product lines and markets in which it does business.

Implicit in this vision – and in the values that support our vision – is a commitment to being a responsible, involved and accountable citizen of the many communities in which we hold membership: the employer community, the insurance community, the legal community, and of course the larger community in which we all live.

The LAWPRO Corporate Social Responsibility Statement is informed by this spirit of community and accountability, while acknowledging that we are governed and profoundly shaped by our unique role as the provider of the primary professional liability insurance program for all lawyers in Ontario. Our social responsibility commitment as a corporate body is focused on four principal areas:

Providing a healthy and rewarding workplace

We respect and value our employees and the vital role they play in enabling the company to fulfill its mandate. To that end we adopt policies and practices that not only comply with applicable law and fair labour practices, but also respect diversity, promote inclusion and fellowship, cultivate professional growth through education and service, and promote health, safety and wellness, in the workplace and in personal life.

Respecting the environment

We believe that individually and as a company we have a role to play as stewards of our environment and its resources. To that end we support and promote initiatives in our company that help advance the goal of a sustainable environment.

The company supports the work of its employee-led Green Committee, which aims to educate LAWPRO employees about the role individuals and organizations can play in protecting and improving the environment. LAWPRO also has spearheaded a company-wide campaign to reduce reliance on paper and related products, and facilitate use of technology in all aspects of the company's operations. The company actively encourages initiatives such as these that meet a dual mandate of being stewards of the environment and the bar's resources.

Fostering the legal community

We view a committed, healthy and diverse bar as essential to the functioning of a democracy and to the protection of individual rights in society.

We have over the years provided financial and in-kind support to organizations that promote and deliver lawyer wellness programs. As well, we make available wellness information and resources electronically at no cost.

We support and sponsor a range of legal-related charitable and non-profit causes that advance the role and reputation of lawyers in our community and by implication, foster access to justice in Canada. We also work to support charitable initiatives which have captured the interest and imagination of the bar and their clients. We promote the enrichment of the bar through our promotion of legal education, both internally and externally, and by fostering the building of relationships within the legal community.

Supporting the broader Canadian community

We acknowledge that as highly skilled and employed individuals, we are among the fortunate in our community. LAWPRO employees give back by selecting five registered charities annually and partner with the company to fundraise for their benefit. In addition, each LAWPRO employee may request one "charity day" per year to undertake work for the registered charity of the employee's choice.

We actively contribute to the advancement of the Canadian insurance industry, and engage in a dialogue with government in the interests of the bar and the Canadian consumer.

We promote inclusion by working to expand the range of our materials available in both official languages and by providing materials in other languages based on level of demand.

About LAWPRO®

Lawyers' Professional Indemnity Company (LAWPRO) is licensed to provide professional liability insurance and title insurance in numerous jurisdictions across Canada.

In 2012, LAWPRO provided liability insurance to about 23,600 members of the Law Society of Upper Canada. We also insured more than 1,460 law firms (representing about 4,780 lawyers) under our optional Excess Insurance program.

Through our TitlePLUS® operation, LAWPRO also provides comprehensive title insurance to property owners and lenders throughout Canada. LAWPRO's practicePRO® risk management program assists lawyers in managing their potential exposure to professional liability claims.

Vision, mission and values

Our vision

To be regarded as the preferred insurer in all markets and product lines in which we do business.

Our mission

To be an innovative provider of insurance products and services that enhance the viability and competitive position of the legal profession.

Our values

Professionalism

Individually and as a team, we hold ourselves to the highest professional standards.

We deliver programs and services known for quality and cost-effectiveness, and for being practical, helpful and relevant.

We demand the best of ourselves every day and in everything we do.

Innovation

We foster a climate in which creativity, innovation and change can flourish.

We share ideas, skills and knowledge and encourage continual learning.

We value teamwork and collaboration, and the diverse strengths and perspectives of others.

Integrity

We act with the highest levels of integrity in all of our interactions and decisions.

We aim to always be consistent, fair, ethical and accountable.

Service

We strive for excellence in customer service.

We share our knowledge, experience and expertise with our customers and with each other, so that together we can identify, prevent and solve problems.

We take the time to listen and understand, so we can respond effectively and empathetically to our customers and to each other.

We demonstrate courtesy and genuine respect for all.

Leadership

We try to make the world a better place, and to that end lend our energy and expertise to many communities.

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REMARKS OF THE CHAIR



LAWPRO ended the year 2012 with a net increase in shareholder's equity. Ever-conscious of the dual pressures of escalating claims costs and an increasingly complex regulatory framework, I am delighted to be in a position to open my remarks with this good news. But I am mindful of not making too much of it.

My fellow board members and I are cautiously pleased with the year's results. As noted by past chair Ian Croft in his remarks last year at this time, the Company has made a significant but smooth transition to the International Financial Reporting Standards (IFRS), and has successfully weathered another year of volatility in the financial markets. The pace of change, however, continues unabated, and significant challenges lie ahead.

The positive equity result (\$172 million at the end of 2012 compared to \$168 million at December 31, 2011) was the product of an impressive end-of-year market rally (a nice boost – but not something we can bank on happening in future years), and occurred notwithstanding a net operating loss for the year of \$2.9 million. A key factor in the loss was a net claims and adjustment expense of \$106.1 million for the year. This loss represents the third instance in four years of claims costs in excess of \$100 million. This sobering result makes it impossible for us to ignore that claims costs over \$100 million represent not a temporary blip, but rather a trend that shows every indication of solidifying. (For details about cause of loss trends contributing to this pattern, see President and CEO Kathleen Waters' remarks.)

Alarm about the overall growth in claims costs does not, however, excuse us from the task of responding to new information about risk patterns with carefully targeted premium adjustments.

Based on an actuarial analysis of loss trends, LAWPRO had sufficient confidence in its financial position to make downward adjustments in 2012 to premium discounts for new calls, part-time practitioners, and lawyers who practice exclusively criminal and/or immigration law. The Company's claims analysis also permitted it to reduce the Real Estate Practice Coverage Option (REPCO) premium to \$250 for the 2012 policy year (down from \$400 in 2011). These adjustments saved the Ontario bar approximately \$5 million in premium in 2012, with a significant proportion of those savings flowing to lawyers who serve modest-means criminal, immigration and real estate clients. These discounts and the REPCO adjustment underscore LAWPRO's commitment to delivering the truly risk-rated program envisioned when the LAWPRO program was founded in the mid-1990s.

Crowning the "good-news" column for 2012 is LAWPRO's achievement of a Minimum Capital Test (MCT) ratio of 223 per cent as of December 31, 2012 (compared to 220 per cent the year before). This ratio exceeds the internal minimum target of 185 per cent the Company set for 2012, and is well above the minimums prescribed by its regulators. The robust MCT result was supported by certain changes introduced by the Office of the Superintendent of Financial Institutions (OSFI) for the year, namely: the removal of a provision for adverse deviation from the Capital Required element of the calculation; the introduction of an Interest Rate Risk margin in Capital Required; and revisions to asset margins (for example, for investments) in the Capital Required analysis.

Unfortunately, maintaining a comfortable MCT level is a very challenging exercise, in an environment where there are many regulatory and accounting changes being planned. While a single change to the analysis (an increase to the Interest Rate Risk margin) is planned for 2013 and no changes are planned for 2014, the year 2015 is currently expected to bring MCT changes which will raise the bar substantially for LAWPRO and other insurers. The coming changes are not yet "firm", but I

expect that effective January 1, 2015, the MCT calculation will incorporate significant increases to margin requirements for, among other elements, equity securities, interest rates, and (perhaps) unpaid claims. There will also likely be new margin requirements and/or additional features introduced to the calculation with respect to the measurement of foreign exchange risk and operational risk, with possible credits for diversification. In other words, many of the changes proposed will make it harder for LAWPRO to maintain as high an MCT result, even without any changes to LAWPRO's underlying business.

The coming year will also see a tremendous amount of work adapting to further accounting standard changes. Heading into their third year of IFRS reporting, LAWPRO finance and actuarial staff are finalizing work for the adoption of International Accounting Standard 19 (a standard for pension and benefits funding measurement which readers will see reference to in the 2013 financial statements). The Company is also currently evaluating the introduction of IFRS 9, a new standard for the recognition and presentation of fixed income and equity

investments which will become effective in 2015, and later this year looks to receive the final iteration of IFRS 4 Phase II, a set of standards expected to have significant impact on the accounting of insurance. Given the significant impact of these standards, in conjunction with the coming MCT changes, they will have to be carefully analysed as they are expected to put upward pressure on premiums.

It's rather like cresting a wave only to discover that the new sightline reveals even bigger swells ahead. But the LAWPRO ship has been tested before, and has proven sound. Thanks to the dedication of my fellow board members and the members of LAWPRO's management team, I am confident that the Company is well-equipped for the challenges ahead.



Susan T. McGrath
Chair

REMARKS OF THE PRESIDENT AND CEO



Continuing the positive theme referenced in Chair Susan McGrath's remarks, I must acknowledge LAWPRO's 2012 balance sheet growth of \$3.7 million in total equity compared to the end of 2011... and this despite the introduction, for the 2012 policy year, of deeper discounts for three categories of lawyers and a new reduction in the Real Estate Practice Coverage Option (REPCO) to \$250 – just half the premium at which it was initially introduced.

We are proud at LAWPRO of both those accomplishments, and that at December 31, 2012 the LAWPRO insurance liabilities were adequately funded and our MCT result was a healthy 223 per cent. When balanced against count and cost issues in our claims portfolios (as described below), it is truly positive news that the base premium in the primary professional liability program has been the same since 2011 and that we were able to implement the premium changes described above, thus reducing gross written premium between 2011 and 2012.

However, LAWPRO is being tested by a continuing upward trend in the number of claims reported to the program. In 2012, not only were overall claims up to an all-time high of 2,560, but the rate of claims – the number of claims per thousand lawyers – increased to a worrisome 108. This means that growth in claims is faster than the growth in the number of lawyers paying premiums. The two LAWPRO claims departments (primary professional liability and specialty) are handling the highest number of open claims files in the last decade (more than 3,500) and LAWPRO did so in 2012 while bringing in our general expenses at \$1.5 million lower than budgeted.

What is going on? It's complicated. In my remarks last year at this time, I focused on the growth in claims *costs*, an issue that

is, in some ways, easier to understand. After all, we are used to the idea that products and services cost more with the passage of time. But that doesn't explain the growth in the *rate* of claims (or claims count).

The reality is that there are multiple reasons for the growth in the claims rate. Some are simple, others complex; but all of them are frustrating. One cause of loss that has caught our attention lately – trending upward through 2011, but really picking up steam in 2012 – is what we characterize as “time management” errors. These errors can occur in any area of law, but are most common in deadline-driven civil litigation. Rule 48 of the *Rules of Civil Procedure* allows courts to dismiss actions for delay. The convergence of courts' increasingly strict application of Rule 48 and the expectation that lawyers practise within the new and shorter deadlines in the *Limitations Act, 2002* means an across-the-board reduction in tolerance for what some characterize as the traditionally slow and creaky turn of the wheels of civil justice. In other words, in the modern litigation era, if lawyers snooze and clients lose, LAWPRO sees a jump in time management claims.

Preventing such claims seems simple in theory: Ensure that lawyers are aware of the increasingly strict application of Rule 48 and the new limitations landscape. However, we've found that in practice, curbing these claims is difficult. Despite many live presentations and multiple written and electronic communications educating the bar about the issue, the claims continue to mount. In response, in 2012 we've expanded our tactics for addressing these errors. We have encouraged continuing professional development (CPD) providers to include content on these errors in their programs; we are producing more graphic, less text-dense communications; and we are reaching out to law office staff.

Another area in which we're seeing a significant error rate is “failure to know or apply the law”. The frequency of this type of error as a cause of loss varies from one area of practice to

another, but can occur in any area. When it does come up, it can be “contagious”, generating an expensive cluster of claims. A lawyer may rely on his or her own mistaken interpretation of a rule or a provision in a number of different files before discovering the mistake, or a different lawyer may rely on a colleague’s mistake... and so on.

Failure to know or apply the law is a problem for which CPD may be a partial solution. In the process of reviewing programs for the LAWPRO Risk Management Credit we are able to provide feedback to CPD providers about content they can include in their programs to address these kinds of errors. We also encourage lawyers to consider the risk of relying on an untested or outdated interpretation or approach, especially across multiple files.

But what about the claims cost (as opposed to count) issue? Our Management Discussion and Analysis notes that net claims and adjustment expenses increased by \$5.1 million between 2011 and 2012. That may not sound like a large number given the overall size of the LAWPRO claims portfolio. However, that number would be even larger if it weren’t for (among other reasons) diligent actuarial work in completing a re-evaluation of our actuarial models used to estimate ultimate outstanding losses that resulted in a \$9.4 million net reduction to reserves for prior years.

We at LAWPRO have not been resting on our laurels in terms of overall claims cost issues. In my annual report message a year ago I said that our mission in 2012 would be to further explore what is happening in terms of claims costs and what LAWPRO can do about it. After an extensive analysis in the spring of 2012, with the participation of all relevant functions at LAWPRO, many potentially beneficial initiatives were identified. They cover a wide range, from how we categorize data to the processes required when outside counsel act on claims files. Some of the initiatives are now completed and others are still in progress.

But as I have said repeatedly over the course of 2012, we have yet to uncover a “silver bullet”. After the level of analysis undertaken last year, I very much doubt one exists. Instead our best attempts to hold the line on claims costs involves a lot of hard work and many (often modest) changes, while we continue relentlessly to provide information to our lawyer-clients on the causes of claims and how to avoid them.

Regardless of the specific claims prevention message we’re trying to communicate, we also know that our success will always depend on two-way communication with the insureds we serve. In our efforts to build engagement with our target audiences, in 2012 we delivered content in a variety of formats (presentations, print, electronic publications), we tailored content to specific audiences (for example, via our webzine communications), and we engaged with our insureds and other stakeholders across a wide range of platforms.

Increasingly central to that broad-based engagement is our commitment to regular participation in social media channels. In 2012, we attracted many new followers on Twitter and connections on LinkedIn, and we launched Facebook pages for both LAWPRO and the TitlePLUS program. Via social media and the award-winning AvoidAClaim blog, we share timely risk management content, engage with other users’ content, and monitor the issues that lawyers are concerned about and discussing. Every new contact, after all, is an opportunity to communicate the message that managing risks is most successful when the bar and its insurer view claims prevention as a shared responsibility. Thank you for continuing to engage with us as we work to make the practice of law a less-risky and more rewarding endeavour.



Kathleen A. Waters
President & CEO

2012

MANAGEMENT DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis provides a review of the activities, results of operations and financial condition of Lawyers' Professional Indemnity Company ("LAWPRO" or the "Company") for the year ended December 31, 2012, in comparison with the year ended December 31, 2011. These comments should be read in conjunction with the corresponding audited financial statements, including the accompanying notes.

Financial highlights

Statement of income and comprehensive income

During 2012 the Company generated a net loss of \$2.9 million, a decrease in earnings of \$11.6 million over 2011, and earned comprehensive income of \$3.7 million compared to \$8.6 million during the prior year.

Net premiums earned

Premiums earned, net of reinsurance ceded, decreased by \$5.0 million to \$104.7 million in 2012. Premiums from the mandatory Ontario errors and omissions ("E&O") insurance program were \$4.8 million lower than 2011 results, primarily due to modifications to certain premium rates in 2012, namely a reduction in the Real Estate Practice Coverage surcharge from \$400 to \$250, as well as an increase in premium discounts for new lawyers, lawyers in part-time or restricted areas of practice. Mandatory professional liability premiums came in \$0.2 million above budget as a result of a slightly higher than expected number of insured lawyers purchasing insurance coverage in 2012. The optional excess insurance program premiums remained relatively steady in the year, while title insurance premiums declined by \$0.2 million.

Net claims and adjustment expenses

Incurred claims and adjustment expenses in 2012, net of reinsurance recoveries, increased by \$5.1 million from 2011. The 2012 results benefitted from a \$9.4 million net reduction to reserves for prior years due in large part to the completion of a re-evaluation of the actuarial models used to estimate ultimate outstanding losses, though this was more than fully offset by items such as a \$11.5 million increase in the current policy year claims expense as well as a \$1.4 million increase

in reserves for internal adjustment expense. Prior year results were affected by net favourable development on earlier years' claims of approximately \$10.3 million which was almost fully offset by a \$10.2 million expense due to the significant decline in the discount rate during the year.

Reinsurance

Similar to recent years, the Company purchased excess-of-loss clash reinsurance coverage for 2012, which limits its exposure to one or more large aggregations of multiple claims arising from the same proximate cause. During 2012, the Company maintained a 10 per cent retention in the optional excess program, whereas prior to 2011 the program was fully reinsured. The high level of reinsurance significantly mitigates exposure to the Company from claims in this program.

General expenses

LAWPRO's general expenses in 2012 were \$0.9 million higher than 2011, but were \$1.5 million lower than budgeted, due to continued cost management efforts undertaken by the Company.

Commissions earned

The Company earned reinsurance commissions of \$1.4 million on premium ceded in respect of its 2012 optional excess insurance program, a similar result to 2011. In addition, the Company also earned just over \$2.4 million of profit commissions for favourable claims development on the quota share reinsurance arrangements that it had prior to January 1, 2003, up from \$1.0 million in 2011. As claims estimates become more certain with time, there is less potential for favourable development on claims relating to older fund years, resulting in a tendency towards lower profit commissions.

MANAGEMENT DISCUSSION AND ANALYSIS

Investment income

Income generated from investments decreased by \$7.0 million to \$14.9 million in 2012. Investment income from interest receipts increased by \$0.5 million to \$16.2 million due to a growing portfolio as well as slightly elevated market yields. However, the higher yields lowered the fair value of fixed income securities held, resulting in \$1.9 million decrease in net unrealized gains on the Company's portfolio used to match its claims liabilities, compared to an increase of \$6.0 million in 2011. The 2012 results also included net capital gains of \$1.4 million realized on disposition of investments, compared to \$1.6 million in 2011. In addition, during 2012 the Company recognized \$2.5 million of unrealized losses as an impairment due to the significant or prolonged decline of some of its equity securities, compared to \$2.7 million in 2011.

Other comprehensive income

During 2012 LAWPRO experienced other comprehensive income of \$6.6 million due to an increase in net unrealized gains on its surplus investments generated by the year-end rally in the world equity markets. These results compare to the other comprehensive loss of \$0.1 million experienced during 2011.

Statement of financial position

Overall, the Company ended the year of 2012 in a favourable position, with shareholder's equity up by \$3.7 million year over year, as the net loss incurred during the year was more than fully offset by the other comprehensive income experienced during the same period.

Investments

As at December 31, 2012, the market value of the Company's investment portfolio exceeded its cost by \$26.9 million, compared

to 2011 where the market value exceeded cost by \$22.2 million. Investment assets, inclusive of cash and cash equivalents and investment income due and accrued, increased by \$32.7 million to \$553.5 million at December 31, 2012. The increase was primarily the result of the positive cash flow provided by operations and investment income generated by the portfolio.

The investment portfolio is managed in accordance with the investment policy approved by the Company's Board of Directors and is invested in diversified, high-quality assets. A portion of the investment portfolio, which is composed primarily of fixed income securities, is invested in a manner that is expected to substantially match in maturity to the payment of claims liabilities in future years. The portion of the Company's investment portfolio which is considered surplus to the requirements of settling claims liabilities is managed separately and includes fixed income securities and equity investments in publicly traded companies, the values of which are more subject to market volatility.

Provision for unpaid claims and adjustment expenses and reinsurers' share thereof

The provision for unpaid claims represents the amount required to satisfy all of the Company's obligations to claimants prior to reinsurance recoveries. This balance has increased by \$24.7 million. Reinsurance recoverables have decreased by \$3.2 million and accordingly the net increase in the provision is \$27.8 million. This increase is attributable to the fact that the claims expense relating to the additional risk associated with the 2012 program plus the discount expense experienced during the year more than offset the reductions to the claims provision from both the settlement of claims during 2012 and the net favourable development of prior years' reserves experienced during the year.

Report on LAWPRO operations

LAWPRO is an insurance company with three product lines: a mandatory E&O insurance program, as required by the Law Society of Upper Canada (“Law Society”) for all lawyers in private practice in Ontario; an optional excess insurance program that enables Ontario law firms to increase their insurance coverage limit to a maximum of \$9 million per claim/\$9 million in the aggregate above the \$1 million per claim/\$2 million aggregate levels provided by the mandatory E&O program; and an optional TitlePLUS title insurance product that real estate practitioners across Canada can make available to their clients.

The mandatory E&O insurance program

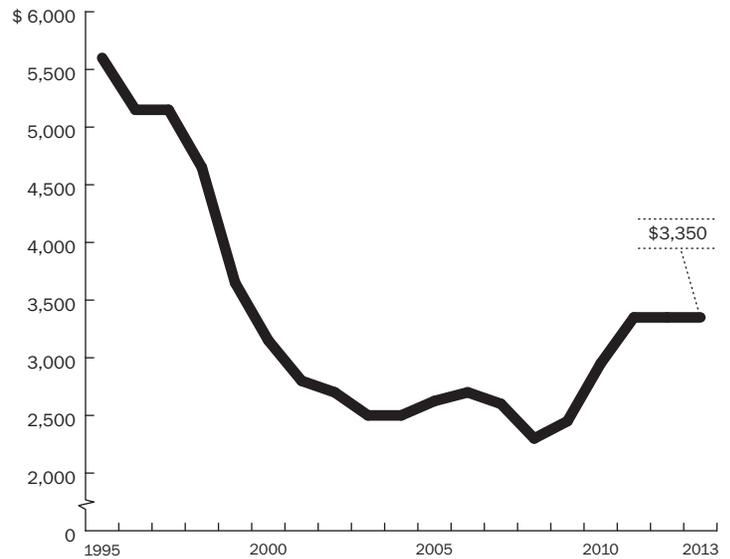
In each of the last two years, the number of lawyers insured under the LAWPRO program has increased about two per cent. In 2012, the Company provided E&O coverage to almost 23,600 lawyers, up from about 23,000 in 2011.

The E&O base premium has varied since the Company assumed active responsibility for the Law Society’s insurance operations in 1995 (see graph 1), depending on the outlook of key factors such as claims costs and investment income. In order to address rising claims trends, the base premium was increased by \$400 to \$3,350 per lawyer in 2011. For 2012 and 2013, the base premium was held at \$3,350 per lawyer – a level selected with a view to the longer-term stability and sustainability of the program.

One of the hallmarks of the mandatory LAWPRO E&O insurance program is its flexibility. Lawyers have a number of options to tailor their insurance coverage to their specific needs – often with the added benefit of reducing the actual premium payable below the base premium level. As indicated on the chart to the right, the number of lawyers availing themselves of these options continues to increase.

LAWPRO’s sustainability initiative, combined with its program of encouraging lawyers to use its comprehensive website to access information and complete insurance-related filings, also continues to yield solid results. At renewal, a record 98 per cent of lawyers – 22,200 – filed their insurance applications online for the 2012 insurance program; 81 per cent of them did so in time to qualify for the \$25 per lawyer e-filing discount. For the 2013 program renewal, the number of lawyers filing increased again, with approximately 97 per cent of lawyers choosing to e-file applications.

Graph 1 – Base premium per lawyer



Coverage option	Feature	No. of lawyers participating as of Jan. 31, 2012	No. of lawyers participating as of Jan. 31, 2013
New call discount	20 to 50 per cent base premium discount for those called in the last one to four years	3,975	4,690
Part-time practice	50 per cent base premium discount for eligible lawyers	1,463	1,562
Restricted area of practice option	50 per cent base premium discount for immigration/criminal law practitioners	1,383	1,484
Innocent Party buy-up	Increase in Innocent Party sublimits up to as much as \$1 million per claim/aggregate	3,309 (based on \$249/lawyer)	3,471 (based on \$249/lawyer)
Run-off buy-up	Increase limits for past services from \$250,000 per claim/aggregate to as much as \$1 million per claim/\$2 million aggregate	891	963
Real Estate practice coverage	Required for all lawyers practising real estate law in Ontario. Sublimit coverage of \$250,000 per claim/\$1 million aggregate	7,255	7,376

MANAGEMENT DISCUSSION AND ANALYSIS

E&O claims

The numbers

The 2012 claim figures reflect a rather troubling ongoing trend – claims costs are high and rising. The number of claims reported to LAWPRO during the calendar year increased significantly to 2,560 (see graph 2). Looking more closely at the underlying cause of claims by policy year, we are seeing a startling increase in types such as time management, as well as failure to either know or apply the law (see graph 3). Despite a concerted and successful effort on the part of the Company’s claims group to close more files than the previous year, the number of open files managed by the claims team continues to stand at over 3,500 – the highest it has been in the last decade (see graph 4).

A very important measure is to compare the average cost of claims for each policy year at a specific point in time: As graph 5 shows, between 2007 and 2010 the average severity (i.e., the average cost per claim) was close to \$40,000, compared to an average severity at the beginning of decade of only about \$30,000. These figures have been affected by the growing number of large claims received by the Company, which continues to exceed 200 per annum (see graph 6). As a result of these pressures, the 2007 through 2011 program years are costing in the \$80 to \$90 million range in claims expenses; the 2012 program’s ultimate cost is projected to exceed this range.

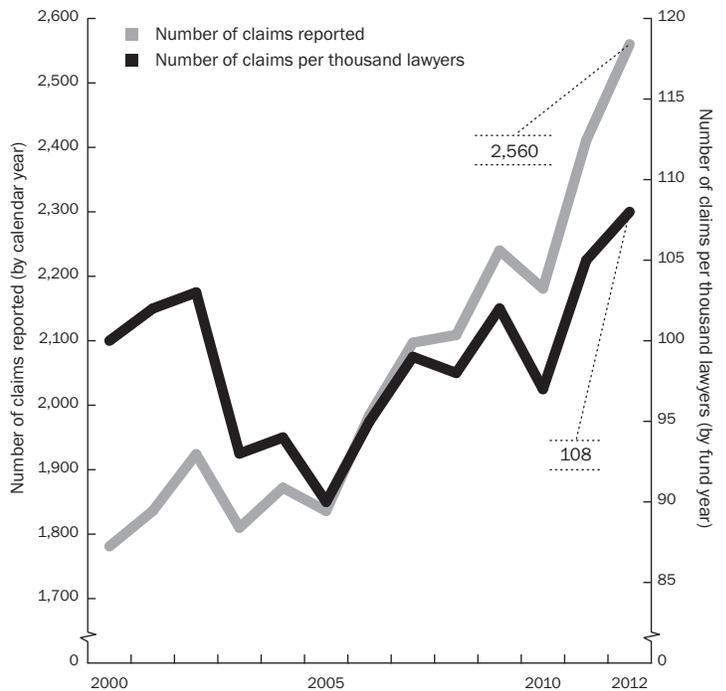
Although the estimated costs attached to 2012 claims are still relatively immature at this point, a clear trend is evident. As in the past, real estate and litigation claims continue to account for the bulk of claims costs, with real estate claims representing approximately 33 per cent of claims costs, on average, for the past five years. The rise in the cost of real estate claims is a reflection of both the more complex practice environment and the high underlying values associated with alleged errors in these areas (see graph 7).

Managing costs

LAWPRO’s focused claims management philosophy – which sees us resolve claims quickly in situations where there is liability, defend vigorously if the claim has no merit and avoid economic settlements – yields solid results.

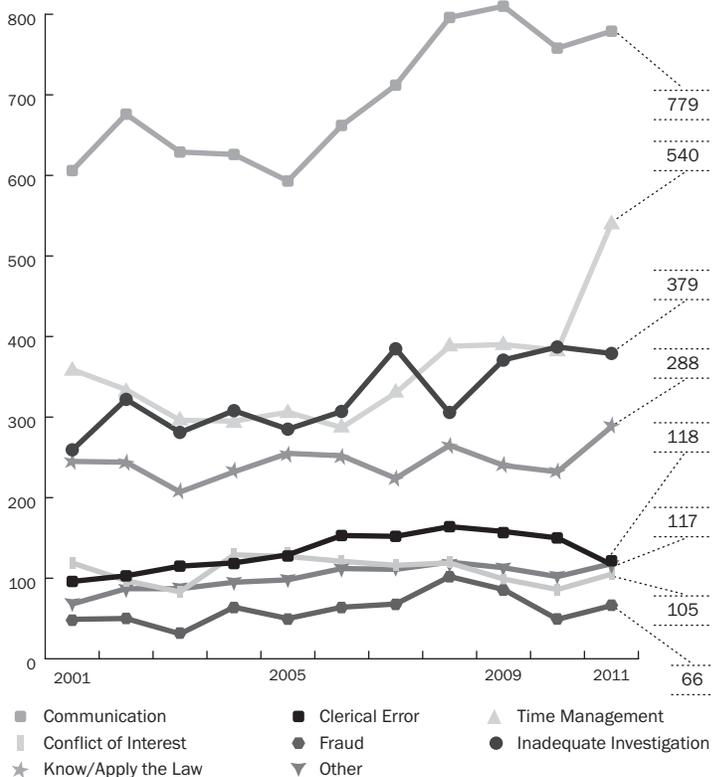
In 2012, LAWPRO won all of the six matters that the Company took to trial and on which a decision was rendered; was successful on both matters that went to appeal; and won 18 of 25 summary judgment applications.

Graph 2 – Number of claims reported & frequency*



* By calendar year, as at February 28, 2013

Graph 3 – Reported claim count by cause of loss by fund year*



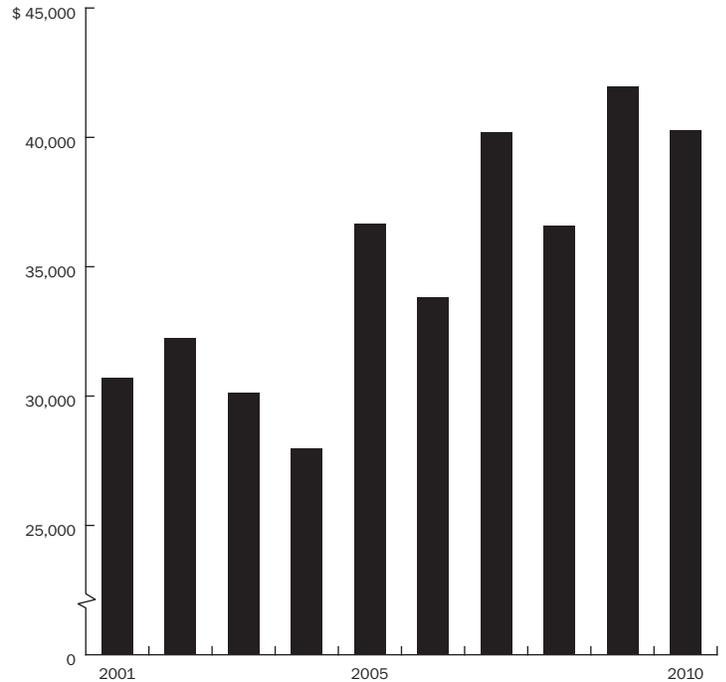
*As at February 28, 2013

MANAGEMENT DISCUSSION AND ANALYSIS

Graph 4 – Number of open claims files

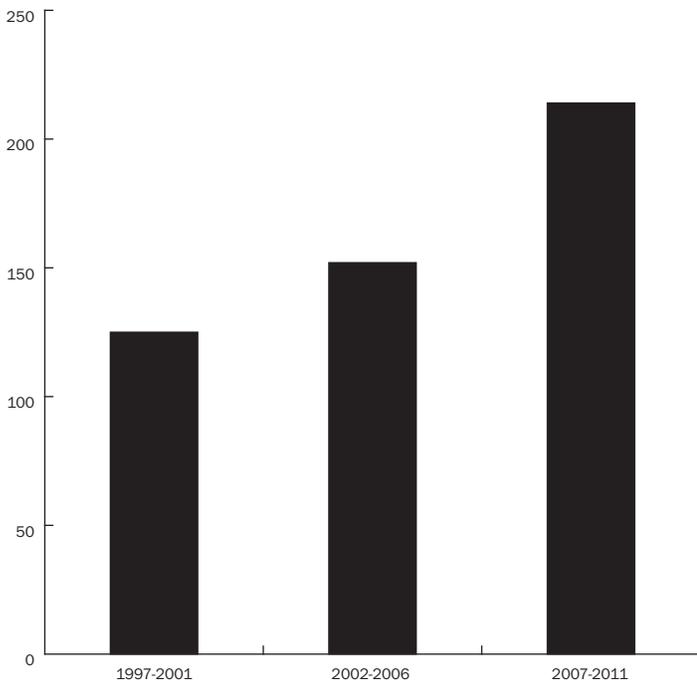


Graph 5 – Average cost per claim at 38 months after start of year in which claim was reported*



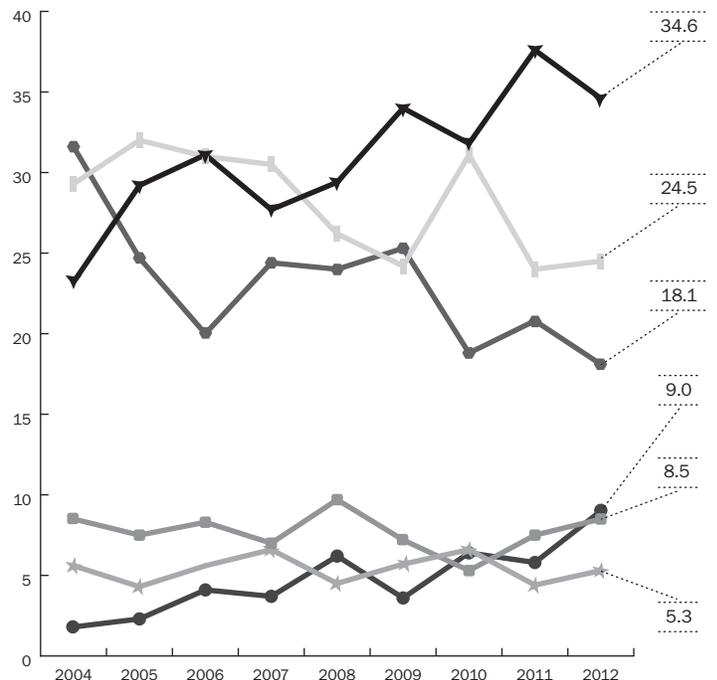
*As at February 28, 2013

Graph 6 – Number of claims reported with a value greater than \$100,000*



*As at February 28, 2013

Graph 7 – Distribution of claims by area of practice* (% of gross claims costs)



▼ Real Estate ● Corporate, bankruptcy, IP, security, tax ■ Wills, estates
 ■ Litigation ★ Family ● All other

*As at February 28, 2013

MANAGEMENT DISCUSSION AND ANALYSIS

Another important tool – and a measure of success – is feedback the Company receives from lawyers. A survey conducted of insured lawyers with a closed claim demonstrates that the Company is meeting lawyers' needs and expectations.

LAWPRO SURVEY RESULTS

The annual survey of LAWPRO E&O insureds with a closed claim indicated the following:

- 86 per cent said that they were satisfied with how LAWPRO handled the claim;
- 74 per cent said they were satisfied with our selection of counsel;
- 79 per cent said they would have the defence counsel firm represent them again; and
- 78 per cent said LAWPRO received good value for defence monies spent.

Helping lawyers avoid claims

An important focus for LAWPRO is to help lawyers avoid claims in the first place. practicePRO, the Company's risk management initiative, has become a widely-recognized and well-respected provider of tools and resources to help the practising bar identify practice risks and take steps to minimize their claims exposure.

A principal tool to communicate risk management content is *LAWPRO Magazine*, which was distributed to all practising insured lawyers five times in 2012. In addition, a Special Student Edition was distributed at all six Ontario law schools. Complementing the printed magazine are extensive web-based materials, electronic webzines and email alerts on topics including active frauds, evolving risk issues, area of law-specific content and insurance program-related information.

The bar's reliance on practicePRO as a key source of risk management information is evidenced by the growth, each year, in the program's online reach and influence. In 2012, the practicePRO website recorded an 11 per cent increase in traffic to 323,000 visits from 290,000 the previous year. More than 322,455 LAWPRO articles and resources were downloaded in 2012.

The AvoidAClaim.com blog enables LAWPRO to provide lawyers with tips and insights into practice issues as they develop, including by providing real-time warnings on active frauds targeting lawyers. It continues to be the go-to site for fraud prevention, averaging 456 visitors a day in 2012. It has helped numerous Ontario lawyers avoid being duped by bad cheque frauds.

Work done in 2012 helped LAWPRO grow a much larger presence on LinkedIn and Twitter. The Company also completed the launch of its corporate Facebook page. More than a dozen staff are active on social media in their professional capacity. Social media is used to drive traffic to our website, to the blog or to our magazine.

LAWPRO also works behind the scenes to ensure the risk management message is being heard. As a result of the LAWPRO Risk Management Credit program, through which lawyers taking LAWPRO-approved continuing professional development programs receive a \$50 per course credit on their insurance premium (to a maximum of \$100), the Company has ensured CPD providers include a significant risk management component in their programs. In 2012, the Company approved 213 programs attended by more than 53,000 lawyers. LAWPRO and practicePRO content was included in the materials for many of these programs.

Active participation in the work of the Law Society and of law-related associations is yet another way that the Company spreads the risk management message. In 2012, for example, the Company worked with the Law Society on a workbook for law firm succession planning and made submissions on the review of the regulation of paralegals. The Company also worked with the Canadian Bar Association (CBA) Conflicts of Interest Task Force to promote the resources in the task force's Conflicts Toolkit, and made a submission to the Rules Committee on changes to the process of dealing with administrative dismissals.

Through the practicePRO program, we delivered 110 presentations on risk management-related topics to various law associations, law firms and CPD programs. LAWPRO’s practicePRO director co-chaired the Law Society/Ontario Bar Association’s annual Solo and Small Firm Conference (for the seventh year).

The LAWPRO Excess program

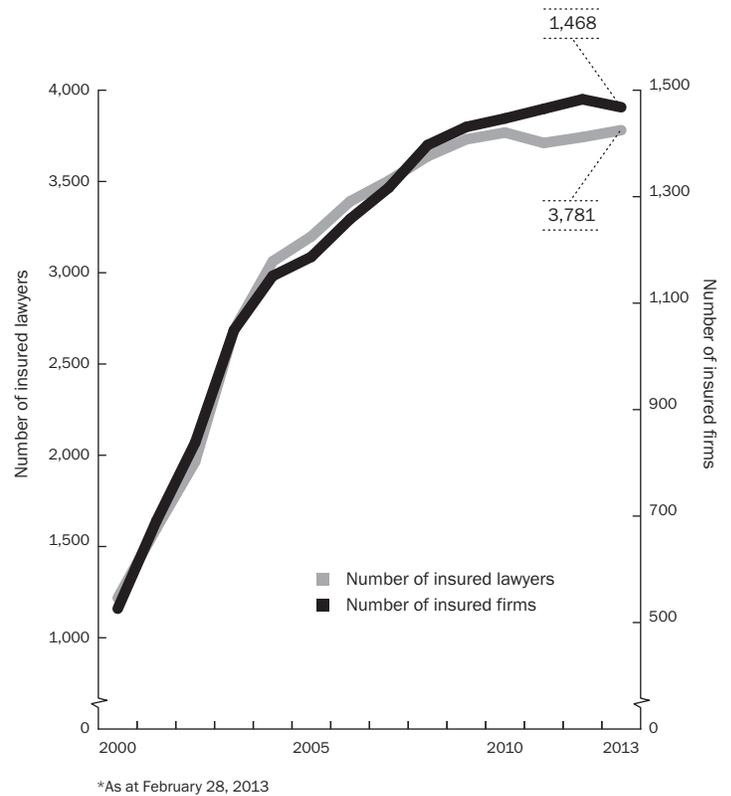
Since it was established in 1997, LAWPRO’s optional Excess Insurance program has posted consistent annual growth in revenues and numbers of law firms (and lawyers) insured under the program. A record 1,483 firms representing 3,743 lawyers elected LAWPRO as their excess insurance provider for 2012 (see graph 8); 121 firms chose the maximum \$9 million limit option.

To date we have seen solid results in the 2013 program. While the number of firms insured under the LAWPRO Excess program for 2013 has decreased slightly to 1,468, the number of lawyers being represented grew to 3,781. Of 35 new firms opting to buy excess coverage from LAWPRO for 2012, 88 per cent did not already carry excess coverage. The Company’s retention rate on excess business was 97 per cent for the fourth consecutive year, a clear indication that this program meets the needs of the market it is aimed at – small and medium-sized firms of fewer than 50 lawyers. LAWPRO’s Excess program insures, on average, 20 per cent of lawyers employed in firms of 50 or fewer lawyers.

Excess claims

As of December 31, 2012, the Company has paid only one indemnity amount under its Excess program, a reflection of LAWPRO’s ability to generally manage costs within the insurance program’s primary limits. Prudent underwriting and solid claims management have helped ensure that our Excess program is a profitable line of business for LAWPRO.

Graph 8 – LAWPRO Excess Insurance Program*



MANAGEMENT DISCUSSION AND ANALYSIS

The TitlePLUS program

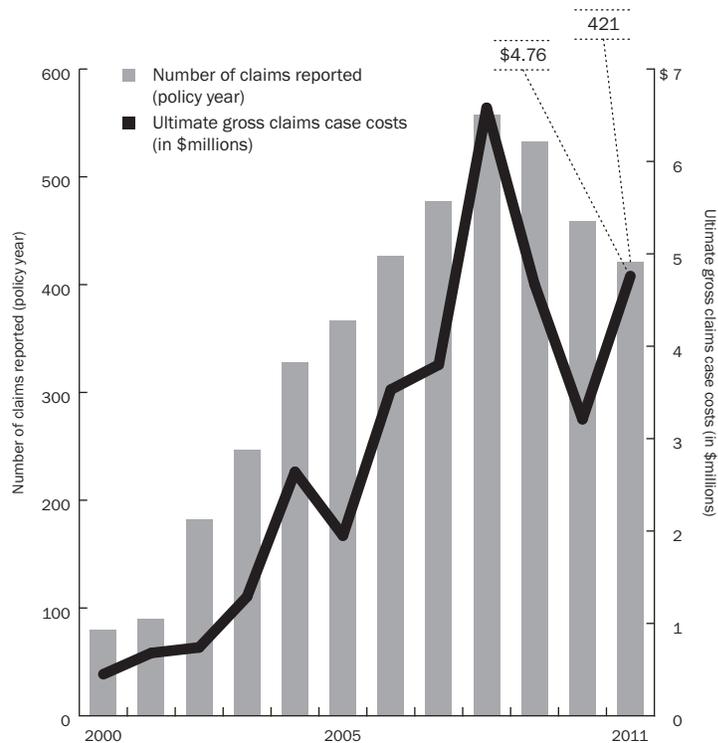
In part due to a difficult real estate market, the TitlePLUS title insurance program posted a modest decrease in gross written premiums in 2012 compared to 2011. However, there was an increase in policy sales in the second half of 2012. Our subscriber base at December 31, 2012, remained solid at more than 4,700 lawyers and Quebec notaries, with new applications continuing to be received, and the Company issuing TitlePLUS policies for over 750 lenders across Canada. These results indicate that our vision of real estate practice resonates with legal professionals and the lending community: The higher level of legal expertise and professionalism that LAWPRO expects from both lawyer/notary subscribers and our TitlePLUS staff sets it apart from other providers.

TitlePLUS claims

The legal expertise and experience of the TitlePLUS team referenced earlier not only helped alert lawyers to potential claims issues, but also strengthened its stringent underwriting measures. The result: Approximately 90 per cent of TitlePLUS claims are minor with payments of less than \$10,000, and the average indemnity payment on a TitlePLUS claim is approximately \$5,000 (based on claims closed as of December 31, 2012).

Building compliance-related claims continue to have a significant impact on the program. For policies sold in the years since 2000, the TitlePLUS program has had 1,064 building compliance-related claims, costing a total of \$17.4 million (payments plus reserves on claims in progress). So, although only 24 per cent of the TitlePLUS claims by count arise from this area of coverage, 49 per cent of the claims costs reside here. However, the significant pressures that these trends placed on the program's claims costs have been appreciably mitigated through various underwriting and risk management programs (see graph 9). The TitlePLUS underwriting team continues to work on methods to better detect building compliance risks before a policy is approved. Also, the TitlePLUS claims team is focusing additional efforts on recovery initiatives where a past property owner should be bearing responsibility for the problem, as well as on salvage opportunities.

Graph 9 – TitlePLUS claims*



*As at February 28, 2013

MANAGEMENT STATEMENT ON RESPONSIBILITY FOR FINANCIAL INFORMATION

The preparation of the annual financial statements, Management's Discussion and Analysis and all other information in the Company's Annual Report is the responsibility of the Company's management, and the annual financial statements have been approved by the Board of Directors.

The financial statements have been prepared in accordance with International Financial Reporting Standards. Financial statements, by their very nature, include amounts and disclosures based on estimates and judgments. Where alternative methods or interpretations exist, management has chosen those it deems most appropriate in the circumstances, including appropriate consideration to relevance and materiality. Actual results in the future may differ materially from management's current assessment given the inherent variability of future events and circumstances. Financial information appearing elsewhere in the Company's Annual Report is consistent with the financial statements.

Management maintains the necessary system of internal controls over financial reporting to meet its responsibility for the reliability of the financial statements. These controls are designed to provide management with reasonable assurance that the financial records are reliable for preparing financial statements and other financial information, assets are safeguarded against unauthorized use or disposition and liabilities are recognized.

The Board of Directors is responsible to ensure that management fulfils its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out its responsibility primarily through its Audit Committee, which is independent of management. The Audit Committee reviews the financial statements and recommends them to the Board for approval. The Audit Committee also reviews and monitors the Company's system of internal controls over financial reporting in the context of reports made by management or the external auditor.

Role of the Auditor

The external auditor, Deloitte LLP, has been appointed by the shareholder. Its responsibility is to conduct an independent and objective audit of the financial statements in accordance with Canadian generally accepted auditing standards and to report thereon to the Company's shareholder. In carrying out its audit, the auditor considers the work of the appointed actuary and his report on the policy liabilities of the Company. The external auditor has full and unrestricted access to the Audit Committee and the Board of Directors to discuss audit, financial reporting and related findings. The auditor's report outlines the scope of its audit and its opinion.

Role of the Appointed Actuary

The actuary is appointed by the Board of Directors of the Company. With respect to the preparation of these financial statements, the appointed actuary is required to carry out a valuation of the policy liabilities and to report thereon to the Company's shareholder. The valuation is carried out in accordance with accepted actuarial practice and regulatory requirements. The scope of the valuation encompasses the policy liabilities as well as any other matter specified in any direction that may be made by the regulators. The policy liabilities consist of a provision for unpaid claims and adjustment expenses on the expired portion of policies, a provision for future obligations on the unexpired portion of policies, and other policy liabilities that may be applicable to the specific circumstances of the Company.

In performing the valuation of the policy liabilities, which are by their very nature inherently variable, the appointed actuary makes assumptions as to the future rates of claims severity, inflation, reinsurance recoveries, expenses and other matters, taking into consideration the circumstances of the Company and the nature of the insurance coverage being offered. The valuation is necessarily based on estimates; consequently, the final values may vary significantly from those estimates. The appointed actuary also makes use of management information provided by the Company, and uses the work of the auditor with respect to the verification of the underlying data used in the valuation.

Toronto, Ontario
February 26, 2013



Kathleen A. Waters
President & CEO



Steven W. Jorgensen
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

Deloitte.

Deloitte LLP
Brookfield Place
181 Bay Street, Suite 1400
Toronto, Ontario M5J 2V1
Canada

Tel: 416-601-6150
Fax: 416-601-6151
www.deloitte.ca

To the Shareholder of Lawyers' Professional Indemnity Company

We have audited the accompanying financial statements of Lawyers' Professional Indemnity Company, which comprise the statement of financial position as at December 31, 2012, and the statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Lawyers' Professional Indemnity Company as at December 31, 2012, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Deloitte LLP

Chartered Professional Accountants, Chartered Accountants
Licensed Public Accountants
February 26, 2013

Eckler

I have valued the policy liabilities of Lawyers' Professional Indemnity Company for its statement of financial position as at December 31, 2012, and their changes in its statement of income for the year then ended, in accordance with accepted actuarial practice in Canada, including selection of appropriate assumptions and methods.

In my opinion, the amount of the policy liabilities makes appropriate provision for all policy obligations, and the financial statements fairly present the results of the valuation.

Toronto, Ontario
February 26, 2013

A handwritten signature in black ink, appearing to read "BGPelly", with a large, stylized flourish extending from the end of the signature.

Brian G. Pelly
Fellow, Canadian Institute of Actuaries
Eckler Ltd.
110 Sheppard Avenue East, Suite 900
Toronto, Ontario M2N 7A3

STATEMENTS OF FINANCIAL POSITION

Stated in thousands of Canadian dollars

As at	December 31, 2012	December 31, 2011
Assets		
Cash and cash equivalents	\$ 18,377	16,936
Investments (note 5)	533,175	500,674
Investment income due and accrued	1,902	3,159
Due from reinsurers	2,883	2,179
Due from insureds	1,739	1,570
Due from the Law Society of Upper Canada (note 11)	-	1,118
Reinsurers' share of provision for unpaid claims and adjustment expenses (note 8)	39,936	43,089
Other receivables	1,045	864
Other assets	2,090	1,933
Property and equipment (note 7)	2,835	2,716
Income taxes recoverable	2,671	2,528
Deferred income tax asset (note 13)	4,388	3,792
Total assets	\$ 611,041	580,558
Liabilities		
Provision for unpaid claims and adjustment expenses (note 8)	433,329	408,666
Unearned premiums (note 9)	723	663
Due to reinsurers	601	690
Due to insureds	206	263
Due to the Law Society of Upper Canada (note 11)	2,565	-
Expenses due and accrued	1,634	1,968
Other taxes due and accrued	412	432
	\$ 439,470	412,682
Equity		
Capital stock (note 16)	5,000	5,000
Contributed surplus (note 16)	30,645	30,645
Retained earnings	122,945	125,859
Accumulated other comprehensive income	12,981	6,372
	171,571	167,876
Total liabilities and equity	\$ 611,041	580,558

Accompanying notes are an integral part of the financial statements.

On behalf of the Board



Kathleen A. Waters
Director



Susan T. McGrath
Director

STATEMENTS OF COMPREHENSIVE INCOME

Stated in thousands of Canadian dollars

For the year ended December 31

Net income (loss)

Other comprehensive income (loss), net of income tax:

Net changes in unrealized gains (losses) on available-for-sale financial assets, net of income tax expense (recovery) of \$2,052 [2011: (\$576)]

Reclassification adjustment for (gains) losses included in net income, net of income tax (expense) recovery of (\$319) [2011: (\$247)]

Reclassification adjustment for impairments on available-for-sale assets, included in net income, net of income tax expense of \$650 (2011: \$770) (note 5)

Other comprehensive income (loss)

Comprehensive income

	2012	2011
Net income (loss)	\$ (2,914)	8,706
Other comprehensive income (loss), net of income tax:		
Net changes in unrealized gains (losses) on available-for-sale financial assets, net of income tax expense (recovery) of \$2,052 [2011: (\$576)]	5,693	(1,467)
Reclassification adjustment for (gains) losses included in net income, net of income tax (expense) recovery of (\$319) [2011: (\$247)]	(886)	(626)
Reclassification adjustment for impairments on available-for-sale assets, included in net income, net of income tax expense of \$650 (2011: \$770) (note 5)	1,802	1,956
Other comprehensive income (loss)	6,609	(137)
Comprehensive income	\$ 3,695	8,569

Accompanying notes are an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

Stated in thousands of Canadian dollars

	Capital stock	Contributed surplus	Retained earnings	Accumulated other comprehensive income	Equity
Balance at December 31, 2010	\$ 5,000	30,645	117,153	6,509	159,307
Total comprehensive income for the year	-	-	8,706	(137)	8,569
Balance at December 31, 2011	5,000	30,645	125,859	6,372	167,876
Total comprehensive income for the year	-	-	(2,914)	6,609	3,695
Balance at December 31, 2012	\$ 5,000	30,645	122,945	12,981	171,571

The aggregate of retained earnings and accumulated other comprehensive income as at December 31, 2012 is \$135,926 (December 31, 2011: \$132,231).

Accompanying notes are an integral part of the financial statements.

STATEMENTS OF CASH FLOWS

For the year ended December 31

Operating Activities

	2012	2011
Net income (loss)	\$ (2,914)	8,706
Items not affecting cash:		
Deferred income taxes	(596)	(206)
Amortization of property and equipment	914	753
Realized (gains) losses on disposition or impairment	1,022	1,096
Amortization of premiums and discounts on bonds	(2,789)	(2,213)
Changes in unrealized (gains) losses	1,862	(6,002)
	(2,501)	2,134
Changes in non-cash working capital balances:		
Investment income due and accrued	1,257	(943)
Due from reinsurers	(793)	(518)
Due from insureds	(226)	(182)
Due from the Law Society of Upper Canada	3,683	2,989
Reinsurers' share of provision for unpaid claims and adjustment expenses	3,153	(2,714)
Other receivables	(181)	(255)
Other assets	(157)	(657)
Income taxes due and accrued (recoverable)	(2,526)	(8,326)
Provision for unpaid claims and adjustment expenses	24,663	27,060
Unearned premiums	60	93
Expenses due and accrued	(334)	381
Other taxes due and accrued	(20)	(228)
Net cash inflow from operating activities	\$ 26,078	18,834

Investing Activities

Purchases of property and equipment	(1,033)	(385)
Purchases of investments	(220,765)	(241,357)
Proceeds from sales and maturities of investments	197,161	222,993
Net cash outflow from investing activities	\$ (24,637)	(18,749)
Net change in cash and cash equivalents during the year	1,441	85
Cash and cash equivalents, beginning of year	16,936	16,851
Cash and cash equivalents, end of year	\$ 18,377	16,936
Cash and cash equivalents at end of year consists of:		
Cash	9,151	10,094
Cash equivalents	9,226	6,842
	\$ 18,377	16,936
Supplemental disclosure of cash flow information:		
Income taxes paid	4,201	12,057
Interest received	14,682	12,627
Dividends received	2,504	2,114

Accompanying notes are an integral part of the financial statements.

1. Nature of Operations

Lawyers' Professional Indemnity Company (the "Company") is an insurance company, incorporated on March 14, 1990 under the *Corporations Act* (Ontario) and licensed to provide lawyers professional liability insurance in Ontario and title insurance in all provinces and territories in Canada. The Company is a wholly-owned subsidiary of the Law Society of Upper Canada (the "Law Society"), which is the governing body for lawyers in Ontario. The Company's registered office is located at 250 Yonge Street, Toronto, Ontario, Canada.

2. Basis of Preparation and Significant Accounting Policies

These financial statements have been prepared under the *Insurance Act* (Ontario) (the "Act") and related regulations which require that, except as otherwise specified by the Company's primary insurance regulator, the Financial Services Commission of Ontario ("FSCO"), the financial statements of the Company are to be prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements have been prepared in accordance with final accounting standards issued and effective on or before December 31, 2012. None of the accounting requirements of FSCO represent exceptions to IFRS. These financial statements were authorized for issuance by the Company's Board of Directors on February 26, 2013.

The significant accounting policies used in the preparation of these financial statements are summarized below. These accounting policies conform, in all material respects, to IFRS.

Basis of measurement

The financial statements have been prepared under the historical cost accounting convention, except for the revaluation of certain financial instruments to fair value, including cash and cash equivalents and investments.

Use of estimates and judgments made by management

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and changes in estimates are recorded in the reporting period in which they are determined. Key estimates are discussed in the following accounting policies and applicable notes.

Key areas where management has made difficult, complex or subjective judgments in the process of applying the Company's accounting policies, often as a result of matters that are inherently uncertain, include:

Impairment	Note 5
Fair value measurements	Note 6
Unpaid claims and adjustment expenses	Note 8
Employee future benefits	Note 12
Income taxes	Note 13

Financial instruments – recognition and measurement

Financial assets are classified as fair value through profit or loss ("FVTPL"), available-for-sale, held to maturity or loans and receivables. Financial liabilities are classified as FVTPL or as other financial liabilities. These classifications are determined based on the characteristics of the financial assets and liabilities, the company's choice and/or the company's intent and ability. As permitted under the standards, a company has the ability to designate any financial instrument irrevocably, on initial recognition or adoption of the standards, as FVTPL provided certain criteria are met.

The Company's financial assets and liabilities are measured on the statement of financial position at fair value on initial recognition and are subsequently measured at fair value or amortized cost depending on their classification as indicated below. Fair values of financial instruments are based where available on quoted market prices in active markets using bid prices for financial assets and ask prices for financial liabilities, and where needed on valuations utilizing market inputs (see note 6).

Transaction costs for FVTPL investments are expensed in the current period, and for all other categories of investments are capitalized and, when applicable, amortized over the expected life of the investment. The Company accounts for the purchase and sale of securities using trade date accounting. Realized gains or losses on disposition are determined on an average cost basis. The effective interest method is used to calculate amortization/accretion of premiums or discounts on fixed income securities.

Financial assets at fair value through profit or loss

Financial assets at FVTPL are measured at fair value in the statement of financial position with realized gains and losses and net changes in unrealized gains and losses recorded in investment income along with dividends and interest earned.

The Company maintains an investment portfolio, referred to as the cash-flow matched portfolio, which is designated as FVTPL. This portfolio is invested with the primary objective of matching the cash inflows from fixed income investment securities with the expected timing and magnitude of future payments of claims and adjustment expenses. The cash-flow matched portfolio represents a significant component of the Company's risk management strategy for meeting its claims obligations. The designation of the financial assets in the cash-flow matched investment portfolio as FVTPL is intended to significantly reduce the measurement or recognition inconsistency that would otherwise arise from measuring assets, liabilities, and gains and losses under different accounting methods. Interest rate movements cause changes in the values of the investment portfolio and of discounted estimated future claims liabilities. As the changes in values of the matched portfolio and of the discounted estimated future claims liabilities flow through the income statement, the result is an offset of a significant portion of these changes.

Cash and cash equivalents are also classified as FVTPL. Cash and cash equivalents consist of cash on deposit and short-term investments that mature in three months or less from the date of acquisition. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset.

Available-for-sale financial assets

Financial assets classified as available-for-sale are measured at fair value in the statement of financial position. Interest income, including amortization of premiums and the accretion of discounts, are recorded in investment income in the statement of income. Dividend income on common and preferred shares is included in investment income on the ex-dividend date. Changes in fair value of available-for-sale fixed income securities resulting from changes to foreign exchange rates are recognized in investment income as incurred. Changes in the fair value of available-for-sale fixed income securities related to the underlying investment in its issued currency, as well as all elements of fair value changes of available-for-sale equity securities, are recorded to unrealized gains and losses in accumulated other comprehensive income ("AOCI") until disposition or impairment is recognized, at which time the cumulative gain or loss is reclassified to investment income in the statement of income. When a reliable estimate of fair value cannot be determined for equity securities that do not have quoted market prices in an active market, the security is valued at cost.

Financial assets in the Company's surplus portfolio (consisting of all investments outside the cash-flow matched portfolio), including fixed income securities and equities, are designated as available-for-sale.

Other financial assets and liabilities

The Company has not designated any financial assets as held to maturity. Loans and receivables and other financial liabilities are carried at amortized cost. Given the short-term nature of other financial assets and other financial liabilities, amortized cost approximates fair value.

Impairment

Available-for-sale financial assets are tested for impairment on a quarterly basis. Objective evidence of impairment for fixed income securities includes financial difficulty of the issuer, bankruptcy or defaults and delinquency in payments of interest or principal. Objective evidence of impairment for equities includes a significant or prolonged decline in fair value of the equity below cost or changes with adverse effects that have taken place in the technological, market, economic or legal environment in which the issuer operates that indicates the cost of the security may not be recovered. In general, an equity security is considered impaired if the decline in fair value relative to cost has been either at least 25% for a continuous nine-month period or more than 40% at the end of the reporting period, or been in an unrealized loss position for a continuous period of 18 months.

Where there is objective evidence that an available-for-sale asset is impaired, the loss accumulated in AOCI is reclassified to net investment income. Once an impairment loss is recorded to income, the loss can only be reversed into income for fixed income securities to the extent a subsequent increase in fair value can be objectively correlated to an event occurring after the loss was recognized. Following impairment loss recognition, further decreases in fair value are recorded as an impairment loss to the income statement, while a subsequent recovery in fair value for equity securities, and fixed income securities that do not qualify for loss reversal treatment, are recorded to other comprehensive income ("OCI"). Interest continues to be accrued, but at the effective rate of interest based on the fair value at impairment, and dividends of equity securities are recognized in income when the Company's right to receive payment has been established.

Foreign currency translation

The Canadian dollar is the functional and presentation currency of the Company. Transactions in foreign currencies are translated into Canadian dollars at rates of exchange at the time of such transactions. Monetary assets and liabilities are translated at current rates of exchange, with all translation differences recognized in investment income in the current period. Non-monetary assets and liabilities are translated at the date the fair value is determined, with the translation differences recognized in AOCI until disposition or impairment of the underlying asset or liability.

Premium-related balances

The Company issues two types of professional liability policies: a primary lawyer's errors and omissions ("E&O") policy and an excess policy increasing the insurance coverage limit to a maximum of \$9 million per claim/\$9 million in the aggregate above the \$1 million per claim/\$2 million aggregate levels provided by the primary policy; and a title insurance policy. Insurance policies written under the professional liability insurance program are effective on a calendar year basis. Professional liability insurance premium income is earned on a *pro rata* basis over the term of coverage of the underlying insurance policies, which is generally one year, except for policies for retired lawyers, which have terms of up to five years. Title insurance premiums are earned at the inception date of the policies.

Unearned premiums reported on the statement of financial position represent the portion of premiums written that relate to the unexpired risk portion of the policy at the end of the reporting period.

Premiums receivable are recorded in the statement of financial position as amounts due from insureds, net of any required provision for doubtful amounts. Premiums received from insureds in advance of the effective date of the insurance policy are recorded as amounts due to insureds in the statement of financial position.

The Company defers policy acquisition expenses, primarily premium taxes on its written professional liability insurance premiums, to the extent these costs are considered recoverable. These costs are expensed on the same basis that the related premiums are earned. The method to determine recoverability of deferred policy acquisition expenses takes into consideration future claims and adjustment expenses to be incurred as premiums are earned and anticipated investment income. Deferred policy acquisition expenses are not material at year-end, and therefore the Company's policy is to not recognize an asset on the statement of financial position.

Unpaid claims and adjustment expenses

The provision for unpaid claims and adjustment expenses includes an estimate of the cost of projected final settlements of insurance claims incurred on or before the date of the statement of financial position, consisting of case estimates prepared by claims adjusters and a provision for incurred but not reported claims (“IBNR”) calculated based on accepted actuarial practice in Canada as required by the Canadian Institute of Actuaries (“CIA”). These estimates include the full amount of all expected expenses, including related investigation, settlement and adjustment expenses, net of any anticipated salvage and subrogation recoveries. The professional liability insurance policy requires insureds to pay deductibles to the maximum extent of \$25,000 on each individual claim. Expected deductible recoveries on paid and unpaid claims are recognized net of any required provision for uncollectible accounts at the same time as the related claims liability.

The provision takes into consideration the time value of money using discount rates based on the estimated market value based yield to maturity of the underlying assets backing these liabilities, with reductions for estimated investment-related expense and credit risk. A provision for adverse deviations (“PfAD”) is then added to the discounted liabilities, to allow for possible deterioration of experience in claims development, recoverability of reinsurance balances and investment risk, in order to generate the actuarial present value.

These estimates of future claims payments and adjustment expenses are subject to uncertainty and are selected from a wide range of possible outcomes. All provisions are periodically reviewed and evaluated in light of emerging claims experience and changing circumstances. The resulting changes in estimates of the ultimate liability are reported as net claims and adjustment expenses in the reporting period in which they are determined.

Reinsurance

In the normal course of business, the Company enters into per claim and excess of loss reinsurance contracts with other insurers in order to limit its net exposure to significant losses. Amounts relating to reinsurance in respect of the premiums and claims-related balances in the statements of financial position and income are recorded separately. Premiums ceded to reinsurers are presented before deduction of broker commission and any premium-based taxes or duty. Amounts recoverable from reinsurers are estimated and recognized in a manner consistent with the Company’s method of determining the underlying provision for unpaid claims and adjustment expenses covered by the reinsurance contract. Amounts recoverable from reinsurers are assessed for indicators of impairment at the end of each reporting period. An impairment loss is recognized and the amount recoverable from reinsurers is reduced by the amount by which the carrying value exceeds the expected recoverable amount under the impairment analysis.

Ceding commissions, which relate to amounts received from the Company’s reinsurers on the placement of its reinsurance contracts, is earned into income on a *pro rata* basis over the contract period.

Property and equipment

Property and equipment are recorded in the statement of financial position at cost less accumulated amortization. Amortization is charged to operating expense on a straight-line basis over the estimated useful lives of the assets as follows:

Furniture and fixtures	5 years
Computer equipment	3 years
Computer software	1 to 3 years
Leasehold improvements	Term of lease

Property and equipment and other non-financial assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount.

Income taxes

Income tax expense is recognized in the statement of income and the statement of comprehensive income. Current tax is based on taxable income which differs from net income as reported in the statement of income and statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Current tax includes any adjustments in respect of prior years.

Deferred tax assets are generally recognized for all deductible temporary income tax differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets and liabilities are determined based on the enacted or substantively enacted tax laws and rates that are anticipated to apply in the period of realization. The measurement of deferred tax assets and liabilities utilizes the liability method, reflecting the tax consequences that would follow from the manner in which the Company expects to recover or settle the carrying amount of the related assets and liabilities. The carrying amount of the deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and there is a legally enforceable right to offset current tax assets with current tax liabilities.

Employee benefits

The Company maintains a defined contribution pension plan for its employees as well as a supplemental defined benefit pension plan for certain designated employees, which provides benefits in excess of the benefits provided by the Company's defined contribution pension plan. The benefit liability under the supplemental defined benefit pension plan is actuarially determined using management's assumptions about discount rates, expected asset performance, salary growth and retirement ages of employees. The discount rate is determined based on the market yields of high quality, long duration corporate fixed income securities.

Defined contribution plans expenses are recognized in the reporting period in which services are rendered. Adjustments for supplemental defined benefit pension plan amendments are recognized fully in income in the year to which they relate, while changes in assumptions and actuarial gains and losses are recognized in income in the year following the actuarial valuation of the benefit liability to which they relate.

3. Changes in Accounting Standards During the Year

Amendments to IFRS 7 "*Financial Instruments: Disclosures*"

Effective January 1, 2012 the Company has applied the amendments to IFRS 7 "*Disclosures – Transfer of Financial Assets*", which increase the disclosure requirements for transactions involving transfers of financial assets. These amendments to IFRS 7 are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing involvement in the asset. The amendments also require disclosures where transfers of financial assets do not occur evenly throughout the period. The Company experienced no significant impact on its financial statements due to the adoption of these amendments.

4. Future Accounting and Reporting Changes

a) Amendments to IAS 1 "*Presentation of Financial Statements*"

An amendment to IAS 1 was issued in June 2011 requiring changes to the presentation of items of OCI. Under the amendments, presentation of items within OCI will be separately presented based on whether or not the item will be subsequently reclassified into income. The amendments are effective for the Company for annual periods beginning on or after January 1, 2013. The Company does not expect the adoption of these amendments to have a significant impact on its financial statements.

b) IFRS 9 “Financial Instruments”

IFRS 9 “*Financial Instruments*”, as issued in November 2009, reissued in October 2010, amended in December 2011 and again in November 2012, is the first phase of a three phase project to replace IAS 39 “*Financial Instruments: Recognition and Measurement*”. As currently drafted, IFRS 9 provides that, subject to a FVTPL election available in certain circumstances, based on the contractual cash flow characteristics of the financial asset and the business model within which they are held, fixed income securities would be classified in one of three measurement categories: amortized cost, FVTPL or fair value through other comprehensive income (“FVOCI”). The measurement characteristics for the amortized cost and FVOCI categories are similar to the held to maturity and available-for-sale categories, respectively, in the current IAS 39 standard (see note 2). Equity securities would be classified as FVTPL, but a company may elect on initial recognition to present the fair value changes on an equity investment that is not held for trading directly to OCI. The dividends on investments for which this election is made must be recognized in the statement of income, but gains or losses are not reclassified from OCI upon disposition of the asset. The classification and measurement for financial liabilities remains generally unchanged, but revisions have been made in the accounting for changes in fair value of a financial liability attributable to changes in the credit risk of that liability. The other phases of this project which are currently under development include impairment and hedge accounting. IFRS 9 is currently effective for annual periods beginning on or after January 1, 2015.

The Company is currently assessing the full impact of IFRS 9 on its financial statements in conjunction with the completion of the other phases of this project, although it does anticipate that the application of this standard in the future will have a significant impact on the amounts reported in respect of its financial assets.

c) IFRS 13 “Fair Value Measurement”

IFRS 13 “*Fair Value Measurement*” was issued in May 2011 and replaces existing IFRS guidance on fair value measurement with a single standard. IFRS 13 does not change the requirements regarding which items should be measured or disclosed at fair value. IFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements. In general, the disclosure requirements in IFRS 13 are more extensive than those required by the current standards. For example, quantitative and qualitative disclosures based on the three-level hierarchy currently required for financial instruments only under IFRS 7 “*Financial Instruments: Disclosures*” will be extended by IFRS 13 to cover all assets and liabilities under its scope. The standard is applied prospectively, effective for annual periods beginning on or after January 1, 2013. The Company is currently assessing the impact of IFRS 13 on its financial statements.

d) Amendments to IAS 19 “Employee Benefits”

The amendments to IAS 19 “*Employee Benefits*” were issued in June 2011. The amendments require the full funded status of the plan to be reflected in the statement of financial position and for the immediate recognition of actuarial remeasurements in OCI. The net benefit cost for defined benefit plans will be disaggregated into service cost and net interest components in the statement of income. Service cost includes current and past service cost as well as gains or losses on settlements. Net interest expense or income represents the change in the defined benefit obligation and the plan assets as a result of the passage of time, and will be calculated as the product of the net balance sheet defined liability or asset and the discount rate, which is based on high quality corporate bond yields, each as at the beginning of the fiscal year. Actuarial remeasurements are comprised of actuarial gains and losses on the defined benefit obligation, the excess of the actual return on plan assets over the imputed net interest expense or income, and the changes, if any, due to the impact of the asset ceiling. Further, these amendments include enhanced disclosures about the characteristics of defined benefit plans and the risks to which the entity is exposed through participation in those plans.

The amendments to IAS 19 are effective for fiscal years beginning on or after January 1, 2013, and require retrospective application with certain exceptions. Based on the Company’s preliminary assessment, when it applies the amendments to IAS 19 for the first time for the year ending December 31, 2013, net income for the year ended December 31, 2012 would be increased by \$682,185 and the OCI after income tax would be decreased by \$362,659 (January 1, 2012: one-time restatement decrease in equity of \$600,973) with corresponding adjustments being recognized in retirement benefit obligation and income tax liability. This net effect reflects a number of adjustments, including their income tax effects: a) full recognition of net actuarial losses through OCI and decrease in net pension asset, and b) recognition of the difference between the gains or losses arising from the expected rate of return on the pension plan assets and the discount rate through OCI.

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For the year ended December 31, 2012
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5. Investments

a) Summary

The tables below provide details of the amortized cost and fair value of the Company's investments, classified by accounting category and investment type:

	December 31, 2012				December 31, 2011			
	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Available-for-sale								
Fixed income securities	\$ 94,410	4,970	(7)	99,373	96,266	5,996	(67)	102,195
Common equities	62,437	13,005	(4,980)	70,462	58,150	7,938	(7,421)	58,667
	<u>\$ 156,847</u>	<u>17,975</u>	<u>(4,987)</u>	<u>169,835</u>	<u>154,416</u>	<u>13,934</u>	<u>(7,488)</u>	<u>160,862</u>
Designed as FVTPL								
Fixed income securities	348,819	14,791	(798)	362,812	323,427	16,154	(278)	339,303
Preferred equities	615	-	(87)	528	615	-	(106)	509
	<u>349,434</u>	<u>14,791</u>	<u>(885)</u>	<u>363,340</u>	<u>324,042</u>	<u>16,154</u>	<u>(384)</u>	<u>339,812</u>
Total	\$ 506,281	32,766	(5,872)	533,175	478,458	30,088	(7,872)	500,674
Reconciled in aggregate to asset classes as follows:								
Fixed income securities	443,229	19,761	(805)	462,185	419,693	22,150	(345)	441,498
Equities	63,052	13,005	(5,067)	70,990	58,765	7,938	(7,527)	59,176
Total	\$ 506,281	32,766	(5,872)	533,175	478,458	30,088	(7,872)	500,674

In the above tables, the gross unrealized figures for common equities securities includes recognized impairments. As at December 31, 2012, of the total cumulative impairments of \$5,173,587 (2011: \$2,725,787) an amount of \$4,457,783 is included in gross unrealized losses (2011: \$2,725,787) and an amount of \$715,804 is included in gross unrealized gains (2011: \$nil). For additional details, see note 5c.

b) Maturity profile of fixed income securities

The maturity profile of fixed income securities and its analysis by type of issuer is as follows:

	December 31, 2012				December 31, 2011			
	Within 1 year	1 to 5 years	Over 5 years	Total	Within 1 year	1 to 5 years	Over 5 years	Total
Available-for-sale								
Issued or guaranteed by:								
Canadian federal government	\$ 723	13,790	367	14,880	4,966	13,904	1,986	20,856
Canadian provincial and municipal governments	225	43,739	17,840	61,804	848	39,371	19,806	60,025
Mortgage backed securities	-	2,224	-	2,224	-	776	1,756	2,532
Corporate debt	1,361	7,436	11,668	20,465	773	3,969	14,040	18,782
	<u>\$ 2,309</u>	<u>67,189</u>	<u>29,875</u>	<u>99,373</u>	<u>6,587</u>	<u>58,020</u>	<u>37,588</u>	<u>102,195</u>
Designed as FVTPL								
Issued or guaranteed by:								
Canadian federal government	22,246	26,323	2,254	50,823	47,525	35,389	-	82,914
Canadian provincial and municipal governments	17,056	43,311	47,242	107,609	2,749	54,223	39,794	96,766
Mortgage backed securities	627	10,829	-	11,456	873	6,683	5,787	13,343
Corporate debt	14,243	75,417	103,264	192,924	17,795	60,046	68,439	146,280
	<u>54,172</u>	<u>155,880</u>	<u>152,760</u>	<u>362,812</u>	<u>68,942</u>	<u>156,341</u>	<u>114,020</u>	<u>339,303</u>
Fixed income securities	\$ 56,481	223,069	182,635	462,185	75,529	214,361	151,608	441,498
Percent of total	12%	48%	40%	100%	17%	49%	34%	100%

The weighted average duration of fixed income securities as at December 31, 2012 is 3.13 years (2011: 3.11 years). The effective yield on fixed income securities as at December 31, 2012 is 2.88% (2011: 2.79%).

c) Impairment analysis

Management performs a quarterly analysis of the Company's available-for-sale investments to determine whether there is objective evidence that the estimated cash flows of the investments have been affected. The analysis includes the following procedures as deemed appropriate by management:

- identifying all security holdings in unrealized loss positions that have existed for a length of time that management believes may impact the recoverability of the investment;
- identifying all security holdings in unrealized loss positions that have an unrealized loss magnitude that management believes may impact the recoverability of the investment;
- reviewing the trading range of certain investments over the preceding calendar period;
- assessing whether any credit losses are expected for those investments. This assessment includes consideration of, among other things, all available information and factors having a bearing upon collectability such as changes to credit rating by rating agencies, financial condition of the issuer, expected cash flows and value of any underlying collateral;
- assessing whether declines in fair value for any fixed income securities represent objective evidence of impairment based on their investment grade credit ratings from third party security rating agencies;
- assessing whether declines in fair value for any fixed income securities with non-investment grade credit rating represent objective evidence of impairment based on the history of its debt service record; and
- obtaining a valuation analysis from third party investment managers regarding the intrinsic value of these holdings based on their knowledge, experience and other market based valuation techniques.

As a result of the impairment analysis performed by management, \$2,451,869 in write-downs to various equity securities were required for the year ended December 31, 2012 (2011: \$2,725,787).

The movements in cumulative impairment write-downs on available-for-sale investments for the years ended December 31 were as follows:

	2012	2011
Balance, as at January 1	\$ 2,726	-
Increase for the year charged to the income statement	2,452	2,726
Release upon disposition	(4)	-
Balance, as at December 31	\$ 5,174	2,726

d) Net investment income

Investment income arising from investments designated as FVTPL and classified as available-for-sale recorded in net income for the year ended December 31 is as follows:

	2012			2011		
	Designated as FVTPL	Available- for-sale	Total	Designated as FVTPL	Available- for-sale	Total
Interest	\$ 13,235	3,005	16,240	12,635	3,062	15,697
Dividends	21	2,457	2,478	26	2,174	2,200
Net realized gains (losses)	226	1,204	1,430	767	863	1,630
Change in net unrealized gains (losses)	(1,864)	2	(1,862)	6,002	1	6,003
Impairments	-	(2,452)	(2,452)	-	(2,726)	(2,726)
	11,618	4,216	15,834	19,430	3,374	22,804
Less: Investment expenses	(565)	(376)	(941)	(364)	(541)	(905)
Net investment income	\$ 11,053	3,840	14,893	19,066	2,833	21,899

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2012
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e) Realized and change in unrealized gains and losses

The realized gains (losses) and increase (decrease) in the unrealized gains and losses of the Company's available-for-sale investments recorded in OCI for the year ended December 31 are as follows:

	2012						2011					
	Net realized gains (losses)			Increase (decrease) in unrealized gains and losses			Net realized gains (losses)			Increase (decrease) in unrealized gains and losses		
	Gross	Tax	Net	Gross	Tax	Net	Gross	Tax	Net	Gross	Tax	Net
Fixed income securities	\$ 732	(194)	538	(966)	256	(710)	60	(17)	43	3,088	(873)	2,215
Equities	473	(125)	348	9,958	(2,639)	7,319	813	(230)	583	(3,278)	926	(2,352)
Total	\$ 1,205	(319)	886	8,992	(2,383)	6,609	873	(247)	626	(190)	53	(137)

6. Fair Value Measurements

The Company is responsible for determining the fair value of its financial assets and liabilities carried at fair value. The Company considers fair value to represent the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. The valuation process includes utilizing market driven fair value measurements from active markets where available, considering other observable and unobservable inputs and employing valuation techniques which make use of current market data. Considerable judgment may be required in interpreting market data used to develop the estimates of fair value. Accordingly, the estimates presented in these financial statements are not necessarily indicative of the amounts that would be realized in a current market exchange.

The Company utilizes a fair value hierarchy to categorize the inputs used in valuation techniques to measure fair value, which prioritizes these inputs into three broad levels. The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. The three levels of the fair value hierarchy are:

Level 1 – Quoted market prices in active markets

Inputs to Level 1, the highest level of the hierarchy, reflect fair values that are quoted prices (unadjusted) in active markets for identical assets and liabilities. An active market is considered to be one in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 assets and liabilities include debt and equity securities, quoted unit trusts and derivative contracts that are traded in an active exchange market, as well as certain government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 – Modelled with significant observable market inputs

Inputs to Level 2 fair values are inputs, other than quoted prices within Level 1 prices, that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 inputs include: quoted prices for similar (i.e. not identical) assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly; inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment spreads, loss severities, credit risks, and default rates); and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market corroborated inputs). Valuations incorporate credit risk by adjusting the spread above the yield curve for government treasury securities for the appropriate amount of credit risk for each issuer, based on observed market transactions. To the extent observed market spreads are either not used in valuing a security, or do not fully reflect liquidity risk, the valuation methodology reflects a liquidity premium. Examples of these are securities measured using discounted cash flow models based on market observable swap yields, and listed debt or equity securities in a market that is inactive. This category generally includes government and agency mortgage-backed debt securities and corporate debt securities.

Level 3 – Modelled with significant unobservable market inputs

Inputs to Level 3 are unobservable, supported by little or no market activity, and are significant to the fair value of the assets or liabilities. Unobservable inputs may have been used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date (or market information for the inputs to any valuation models). As such, unobservable inputs reflect the assumptions the business unit considers that market participants would use in pricing the asset or liability. Examples are certain private equity investments and private placements. Where estimates are used, these are based on a combination of independent third-party evidence and internally developed models, calibrated to market observable data where possible. Level 3 assets and liabilities generally include certain private equity investments, certain asset-backed securities, highly structured, complex or long-dated derivative contracts, and certain collateralized debt obligations where independent pricing information was not able to be obtained for a significant portion of the underlying assets.

The following tables present the Company's financial assets that have been measured at fair value on a recurring basis. The items presented below include related accrued interest or dividends, as appropriate.

	December 31, 2012				December 31, 2011			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash & cash equivalents	\$ 18,381	-	-	18,381	16,936	-	-	16,936
Investment – available-for-sale								
Fixed income securities	70,193	29,702	-	99,895	73,964	28,816	-	102,780
Common equities	70,710	-	-	70,710	58,940	-	-	58,940
	140,903	29,702	-	170,605	132,904	28,816	-	161,720
Investment – designated as FVTPL								
Fixed income securities	158,595	205,340	-	363,935	179,955	161,643	-	341,598
Preferred equities	-	533	-	533	-	515	-	515
	158,595	205,873	-	364,468	179,955	162,158	-	342,113
Total	\$ 317,879	235,575	-	553,454	329,795	190,974	-	520,769

There were no transfers between any levels during the year.

7. Property and Equipment

During the years ending December 31, details of the movement in the carrying values by class of property and equipment are as follows:

	Furniture and fixtures	Computer equipment	Computer software	Leasehold improvements	Total
December 31, 2010:	\$ 553	336	31	2,164	3,084
Additions	4	170	200	11	385
Amortization	(265)	(162)	(34)	(292)	(753)
December 31, 2011:	292	344	197	1,883	2,716
Additions	37	437	98	461	1,033
Amortization	(272)	(219)	(91)	(332)	(914)
December 31, 2012:	57	562	204	2,012	2,835

Details of the cost and accumulated amortization of property and equipment are as follows:

	December 31, 2012			December 31, 2011		
	Cost	Accumulated amortization	Carrying value	Cost	Accumulated amortization	Carrying value
Furniture and fixtures	\$ 1,365	(1,308)	57	1,328	(1,036)	292
Computer equipment	1,950	(1,388)	562	1,513	(1,169)	344
Computer software	571	(367)	204	473	(276)	197
Leasehold improvements	3,393	(1,381)	2,012	2,932	(1,049)	1,883
Total	\$ 7,279	(4,444)	2,835	6,246	(3,530)	2,716

8. Provision for Unpaid Claims and Adjustment Expenses

a) Nature of unpaid claims and adjustment expenses

The determination of the provision for unpaid claims and adjustment expenses is a complex process based on known facts, interpretations and judgment and is influenced by a variety of factors. These factors include the Company's own experience with similar cases and historical trends involving claim payment patterns, loss payments, pending levels of unpaid claims and adjustment expenses, product mix and concentration, claims severity and claim frequency patterns.

Other factors include the continually evolving and changing regulatory and legal environment, actuarial studies, professional experience and expertise of the Company's claim departments' personnel and independent adjusters retained to handle individual claims, the quality of the data used for projection purposes, existing claims management practices including claims handling and settlement practices, the effect of inflationary trends on future claims settlement costs, investment rates of return, court decisions and economic conditions. In addition, time can be a critical part of the provision determination, since the longer the span between the incidence of a loss and the settlement of the claims, the more potential for variation in the ultimate settlement amount. Accordingly, short-tailed claims, such as property claims, tend to be more reasonably predictable than long-tailed claims, such as professional liability and title claims.

The process of establishing the provision relies on the judgment and opinions of a large number of individuals, on historical precedents and trends, on prevailing legal, economic, social and regulatory trends and on expectations as to future developments. The provision reflects expectations of the ultimate cost of resolution and administration of claims based on an assessment of facts and circumstances then known, together with a review of historical settlement patterns, estimates of trends in claims severity and frequency, legal theories of liability and other factors.

Consequently, the measurement of the ultimate settlement costs of claims to date that underlies the provision for unpaid claims and adjustment expenses, and any related recoveries for reinsurance and deductibles, involves estimates and measurement uncertainty. The amounts are based on estimates of future trends in claim severity and other factors which could vary as claims are settled. Variability can be caused by several factors including the emergence of additional information on claims, changes in judicial interpretation, significant changes in severity or frequency of claims from historical trends, and inclusion of exposures not contemplated at the time of policy inception. Ultimate costs incurred could vary from current estimates. Although it is not possible to measure the degree of variability inherent in such estimates, management believes that the methods of estimation that have been used will produce reasonable results given the current information.

b) Methodologies and assumptions

The best estimates of future claims payments and adjustment expenses are determined based on one or more of the following actuarial methods: the Adler-Kline method, the chain ladder method, the frequency and severity method and the expected loss ratio method. Considerations in the choice of methods to estimate ultimate claims include, among other factors, the line of business, the number of years of experience and the relative maturity of the experience, and as such, reflect methods for lines of business with long settlement patterns and which are subject to the occurrence of large claims.

Each method involves tracking claims data by “policy year”, which is the year in which such claims are made for the Company’s professional liability policies, and the year in which such policies were written for its title policies. Claims paid and reported, gross and net of reinsurance recoveries and net of salvage and subrogation, are tracked by lines of business, policy years and development periods in a format known as claims development triangles.

A description of each of these methods is as follows:

i. Adler-Kline method

This is a form of frequency and severity method which involves estimation of the closing pattern for current open and estimated unreported claims, which is combined with estimates of the average severity across successive intervals of percentage claims closed, based on consideration of historical claim settlement patterns and average amounts paid on closed claims.

ii. Chain ladder method

The distinguishing characteristic of this form of development method is that ultimate claims for each policy year are projected from recorded values assuming the future claim development is similar to the prior years’ development.

iii. Frequency and severity method

This method assumes that, for each identified homogenous claims type group, claims count reported to date will develop to ultimate in a similar manner to historical patterns, and settle at predictable average severity amounts. This method involves applying the developed estimated ultimate claims count to selected estimated ultimate average claim severities.

iv. Expected loss ratio method

Using the expected loss ratio method, ultimate claims projections are based upon *a priori* measures of the anticipated claims. An expected loss ratio is applied to the measure of exposure to determine estimated ultimate claims for each year. This method is commonly used in lines of business with a limited experience history.

Claims data includes external claims adjustment expenses, and for a portion of the portfolio includes internal claims adjustment expenses (“IAE”). A provision for IAE has been determined based on the Mango-Allen claim staffing technique, a transaction-based method which utilizes expected future claims handler workload per claim per handler, claims closure rates and ultimate claims count. The IAE provision is included in the IBNR balances.

The provision for unpaid claims and adjustment expenses is discounted using an interest rate based on the estimated market value based yield to maturity, inherent credit risk and related investment expense of the Company’s fixed income securities supporting the provision for unpaid claims and adjustment expense as at December 31, 2012, which was 2.64% (December 31, 2011: 2.54%). Reinsurance recoverable estimates and claims recoverable from other insurers are discounted in a manner consistent with the method used to establish the related liability. Based on published guidance from the CIA, as at December 31, 2012 the PfAD was calculated at 11% (December 31, 2011: 11%) of the net discounted claim liabilities, 1.5% (December 31, 2011: 1.5%) of the ceded discounted claim liabilities, and a 0.50% reduction to the discount rate (December 31, 2011: 0.50%).

As the provision for unpaid claims and adjustment expenses is recorded on a discounted basis and reflects the time value of money, its carrying value is expected to provide a reasonable basis for the determination of fair value. However, determination of fair value also requires the practical context of a buyer and seller, both of whom are willing and able to enter into an arm’s length transaction. In the absence of such a practical context, the fair value is not readily determinable.

The following table shows unpaid claims and adjustment expenses on an undiscounted basis and a discounted basis:

	December 31, 2012		December 31, 2011	
	Undiscounted	Discounted	Undiscounted	Discounted
Unpaid claims and adjustment expenses	\$ 417,411	433,329	394,129	408,666
Recoverable from reinsurers	(38,869)	(39,936)	(42,089)	(43,089)
Net	\$ 378,542	393,393	352,040	365,577

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Details of the provision for unpaid claims and adjustment expenses, by line of business, are summarized as follows:

	December 31, 2012			December 31, 2011		
	Gross	Ceded	Net	Gross	Ceded	Net
Professional Liability	\$ 417,912	(39,801)	378,111	394,675	(42,940)	351,735
Title	15,417	(135)	15,282	13,991	(149)	13,842
Total	\$ 433,329	(39,936)	393,393	408,666	(43,089)	365,577

The provision for unpaid claims and adjustment expenses by case reserves and IBNR are as follows:

	December 31, 2012			December 31, 2011		
	Gross	Ceded	Net	Gross	Ceded	Net
Case reserves	\$ 258,633	(7,238)	251,395	245,606	(9,234)	236,372
IBNR	174,696	(32,698)	141,998	163,060	(33,855)	129,205
Total	\$ 433,329	(39,936)	393,393	408,666	(43,089)	365,577

An evaluation of the adequacy of claims liabilities is completed at the end of each financial quarter. This evaluation includes a re-estimation of the liability for unpaid claims and adjustment expenses compared to the liability that was originally established. As adjustments to estimated claims liabilities become necessary, they are reflected in current operations.

c) Changes in basis of selection of assumptions

Based on the Company's actuarial valuation process, at each valuation the Company's claims data is analyzed to determine whether the current basis of selection of actuarial assumptions continues to be appropriate for the determination of the IBNR provision. As a result, the Company revised the basis of selection of some key assumptions used in its actuarial valuation methods as at December 31, 2012 and December 31, 2011.

In 2012, the Company performed a detailed re-evaluation of the methodologies and basis of selection of key assumptions used in determining its provision for unpaid claims and adjustment expenses to ensure they appropriately reflect emerging experience and changes in risk profile. Changes to the actuarial methods and assumptions resulted in a change to projected net cash outflows and, therefore, to the provision. The net impact of the changes in the basis of selection of assumptions and model enhancements was a \$4,152,231 decrease in the provision, before reinsurance, as at December 31, 2012, which included a net decrease of \$10,205,480 relating to severity assumptions, an increase of \$6,409,355 relating to claim frequency assumptions, and a decrease of \$356,106 relating to refinements to the modeling of expected future net cash flows. This total impact has been allocated by policy year as a \$6,020,817 increase related to the current year and a \$10,173,048 decrease related to the prior years, and by line of business as a \$4,708,599 net decrease to professional liability and a \$556,368 increase to title.

For the December 31, 2011 actuarial valuation, the current year claims frequency development factor was decreased judgmentally from historical levels, to account for a change in the Company's claims handling process which accelerated initial claim recognition, resulting in the current year professional liability claims provision being reduced by \$10,359,980.

Details of the claims and adjustment expenses for the year ended December 31 are as follows:

	2012			2011		
	Gross	Ceded	Net	Gross	Ceded	Net
Claims & external adjustment expenses paid	\$ 74,628	2,768	71,860	71,717	1,316	70,401
Change in case reserves	12,264	(1,792)	14,056	5,039	(666)	5,705
Change in IBNR	9,643	(1,428)	11,071	10,982	2,444	8,538
Discount expense	1,381	67	1,314	11,095	937	10,158
IAE paid	6,430	-	6,430	6,242	-	6,242
Change in provision for IAE	1,375	-	1,375	(55)	-	(55)
	\$ 105,721	(385)	106,106	105,020	4,031	100,989

Changes in the provision for unpaid claims and adjustment expenses, including IAE, recorded in the statement of financial position during the year is comprised of the following:

	2012	2011
Provision for unpaid claims and adjustment expenses – January 1 – net	\$ 365,577	341,231
Change in net provision for claims and adjustment expenses due to:		
Prior years' incurred claims	(9,798)	(10,928)
Current year's incurred claims	114,590	101,759
Net claims and adjustment expenses paid in relation to:		
Prior years	(70,062)	(66,668)
Current year	(8,228)	(9,975)
Impact of discounting	1,314	10,158
Provision for unpaid claims and adjustment expenses – December 31 – net	393,393	365,577
Reinsurers' share of provisions for unpaid claims and adjustment expenses	39,936	43,089
Provision for unpaid claims and adjustment expenses – December 31 – gross	\$ 433,329	408,666

d) Loss development tables

The tables on the following pages show the development of claims, excluding IAE, by policy year over a period of time. The first table reflects development for gross claims, which excludes any reductions for reinsurance recoverables. The second table reflects development for net claims, which is gross claims less reinsurance recoverables. The top triangle in each table shows how the estimates of total claims for each policy year develop over time as more information becomes known regarding individual claims and overall claims frequency and severity. Claims are presented on an undiscounted basis in the top triangle. The bottom triangle in each table presents the cumulative amounts paid for claims and external loss adjustment expenses for each policy year at the end of each successive year. At the bottom of each table, the provision for IAE as well as the effect of discounting and the PfAD, as at December 31, 2012, is presented based on the net amounts of the two triangles.

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For the year ended December 31, 2012
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Before the effect of reinsurance, the loss development table is as follows:

	All prior years	Policy year										Total
		2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	
Estimate of ultimate claims												
At end of policy year		71,674	86,224	76,338	82,043	88,720	91,567	94,936	90,778	98,870	110,380	
One year later		71,028	84,723	77,704	81,820	90,139	99,776	95,781	90,585	100,573		
Two years later		71,179	80,693	78,736	82,040	95,375	94,086	97,708	89,394			
Three years later		67,729	75,159	72,246	78,097	93,715	93,942	96,541				
Four years later		60,125	72,727	74,959	72,438	93,424	92,322					
Five years later		60,190	69,390	71,851	70,399	90,823						
Six years later		60,315	65,672	68,675	71,942							
Seven years later		56,673	63,553	66,854								
Eight years later		55,656	63,787									
Nine years later		54,571										
Cumulative claims paid												
At end of policy year		(4,739)	(5,938)	(3,792)	(4,811)	(4,100)	(5,593)	(6,726)	(4,628)	(6,868)	(4,744)	
One year later		(14,256)	(17,846)	(14,771)	(15,829)	(21,723)	(19,886)	(21,366)	(16,553)	(17,678)		
Two years later		(23,220)	(29,814)	(26,437)	(25,463)	(37,033)	(32,641)	(35,997)	(30,239)			
Three years later		(30,970)	(38,240)	(35,268)	(35,114)	(51,509)	(47,582)	(48,477)				
Four years later		(36,918)	(42,468)	(43,306)	(44,050)	(59,136)	(55,086)					
Five years later		(42,371)	(46,728)	(50,379)	(49,252)	(65,553)						
Six years later		(46,355)	(49,342)	(53,878)	(56,997)							
Seven years later		(49,604)	(52,017)	(56,628)								
Eight years later		(50,947)	(55,454)									
Nine years later		(51,191)										
Estimate of ultimate claims		54,571	63,787	66,854	71,942	90,823	92,322	96,541	89,394	100,573	110,380	
Cumulative claims paid		(51,191)	(55,454)	(56,628)	(56,997)	(65,553)	(55,086)	(48,477)	(30,239)	(17,678)	(4,744)	
Undiscounted claims liabilities	10,413	3,380	8,333	10,226	14,945	25,270	37,236	48,064	59,155	82,895	105,636	405,553
Provision for IAE	105	49	103	164	257	479	721	1,146	1,468	2,640	4,726	11,858
Discounting (including PfAD)	463	116	327	482	685	1,231	1,772	2,122	2,489	3,078	3,153	15,918
Present value recognized in the Statement of Financial Position	10,981	3,545	8,763	10,872	15,887	26,980	39,729	51,332	63,112	88,613	113,515	433,329

After the effect of reinsurance, the loss development table is as follows:

	All prior years	Policy year									Total	
		2003	2004	2005	2006	2007	2008	2009	2010	2011		2012
Estimate of ultimate claims												
At end of policy year		67,631	75,255	72,615	78,076	84,240	86,762	89,886	86,458	94,874	106,381	
One year later		67,386	74,954	73,981	77,873	85,659	94,971	91,732	86,265	96,577		
Two years later		67,137	71,725	75,013	78,093	90,895	90,242	93,660	85,075			
Three years later		62,886	66,990	68,523	74,150	90,130	90,098	92,492				
Four years later		57,725	64,559	71,236	69,280	89,840	88,478					
Five years later		57,790	61,221	68,873	67,241	87,238						
Six years later		57,915	58,548	65,696	68,785							
Seven years later		54,273	56,429	63,875								
Eight years later		53,176	56,664									
Nine years later		52,091										
Cumulative claims paid												
At end of policy year		(4,561)	(4,910)	(3,792)	(4,811)	(4,100)	(5,593)	(6,726)	(4,628)	(6,868)	(4,744)	
One year later		(13,897)	(15,239)	(14,771)	(15,829)	(21,723)	(19,886)	(21,366)	(16,553)	(17,678)		
Two years later		(22,745)	(26,057)	(26,437)	(25,463)	(37,033)	(32,641)	(35,997)	(30,239)			
Three years later		(30,409)	(34,117)	(35,268)	(35,114)	(51,509)	(47,582)	(48,477)				
Four years later		(34,969)	(38,233)	(43,306)	(44,050)	(59,136)	(55,086)					
Five years later		(40,371)	(42,438)	(50,379)	(49,252)	(65,553)						
Six years later		(44,338)	(45,242)	(53,878)	(56,997)							
Seven years later		(47,374)	(47,875)	(56,628)								
Eight years later		(48,707)	(51,298)									
Nine years later		(48,945)										
Estimate of ultimate claims		52,091	56,664	63,875	68,785	87,238	88,478	92,492	85,075	96,577	106,381	
Cumulative claims paid		(48,945)	(51,298)	(56,628)	(56,997)	(65,553)	(55,086)	(48,477)	(30,239)	(17,678)	(4,744)	
Undiscounted claims liabilities	4,673	3,146	5,366	7,247	11,788	21,685	33,392	44,015	54,836	78,899	101,637	366,684
Provision for IAE	105	49	103	164	257	479	721	1,146	1,468	2,640	4,726	11,858
Discounting (including PfAD)	310	111	255	386	585	1,105	1,641	2,001	2,371	2,989	3,097	14,851
Present value recognized in the Statement of Financial Position	5,088	3,306	5,724	7,797	12,630	23,269	35,754	47,162	58,675	84,528	109,460	393,393

9. Unearned Premiums

The following changes have occurred in the provision for unearned premiums during the years ended December 31:

	2012	2011
Balance, as at January 1	\$ 663	570
Net premiums written during the year	104,777	109,784
Less: Net premiums earned during the year	(104,717)	(109,691)
Increase (decrease) in unearned premiums	60	93
Balance, as at December 31	\$ 723	663

The estimates for unearned premium liabilities have been actuarially tested to ensure that they are sufficient to pay for future claims and expenses in servicing the unexpired policies as of the valuation dates.

10. Reinsurance

The Company's reinsurance program consists of a 90% quota share cession on its excess professional liability policies (2011: 90%), and a \$10 million in excess of \$5 million per occurrence clash reinsurance arrangement which provides protection for single events that bring about multiple professional liability and/or title claims. Reinsurance does not relieve the Company of its primary liability as the originating insurer. In the event that a reinsurer is unable to meet obligations assumed under reinsurance agreements, the Company is liable for such amounts. Reinsurance treaties typically renew annually and the terms and conditions are reviewed by senior management and reported to the Company's Board of Directors. Reinsurance agreements are negotiated with reinsurance companies that have an independent credit rating of "A-" or better and that the Company considers creditworthy. Based on current information on the financial health of the reinsurers, no provision for doubtful debts has been made in the financial statements in respect of reinsurers.

11. Related Party Transactions

Pursuant to a service agreement effective January 1, 1995, and as amended effective September 30, 2009, the Company administers the Errors and Omissions Insurance Fund (the "Fund") of the Law Society and provides all services directly related to the operations and general administration of the Fund in consideration for the Law Society insuring its mandatory professional liability insurance program with the Company.

The insurance policy under the mandatory professional liability insurance program of the Law Society is written by the Company and is effective on a calendar year basis. The insurance policy is renewed effective January 1 each year subject to the Law Society's acceptance of the terms of renewal submitted by the Company. The annual policy limits for each of the years effective January 1, 1995 to December 31, 2012 are \$1 million per claim and \$2 million in aggregate per member. Under the insurance policy that was in force between July 1, 1990 and December 31, 1994, the Company was responsible for claims in excess of the Law Society and member deductibles. The provision for unpaid claims and adjustment expenses is net of amounts relating to policies for years prior to 1995 that are payable by the Law Society.

For the year ended December 31, 2012, \$99,150,283 of the gross premiums written related to mandatory insurance coverage provided to the Law Society and its members (2011: \$104,020,605). As at December 31, 2012, the Company had a balance due to the Law Society of \$2,565,129 (December 31, 2011: \$1,118,045 due from the Law Society).

The total compensation to Company personnel classified as key management, being those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors of the Company, is as follows:

	2012	2011
Short-term compensation and benefits	\$ 2,684	2,584
Post employment benefits	208	295
	\$ 2,892	2,879

12. Employee Benefits

The Company has a defined contribution pension plan which is available to all its employees upon meeting the eligibility requirements. Each employee is required to contribute 4.5% of yearly maximum pensionable earnings, and 6% in excess thereof, of an employee's annual base earnings. Under the plan, the Company matches all employee contributions. In 2012, the Company made payments of \$590,375 (2011: \$601,843) and recorded pension expense of \$610,356 (2011: \$602,938).

The Company also has a supplemental defined benefit pension plan, which provides pension benefits on a final salary or fixed schedule basis, depending on certain criteria. Measurements and funding requirements of this plan are based on valuations prepared by an external actuary. For reporting purposes the plan is measured using the projected unit credit method, which involves calculating the actuarial present value of the past service liability to members including an allowance for their projected future earnings. Funding requirements for

NOTES TO FINANCIAL STATEMENTS

the plan are determined using the solvency method, which utilizes the estimated cost of securing each member's benefits with an insurance company or alternative buy-out provider as at the valuation date. The valuation methods are based on a number of assumptions, which vary according to economic conditions, including prevailing market interest rates, and changes in these assumptions can significantly affect the measurement of the pension obligations. Funding for the supplemental plan commenced in 2005, with payments of \$1,120,194 in 2012 (2011: \$1,365,790) and recorded pension expenses of \$962,572 in 2012 (2011: \$573,136). Funding requirements are reviewed annually with an actuarial valuation for funding purposes effective as at December 31. The most recent actuarial valuation for funding purposes was performed effective December 31, 2011. Management's preliminary estimate of the expected contributions to the plan during the year ended December 31, 2013 is \$300,000.

The following represents the assets and liabilities associated with pension benefits measured using values as at December 31:

Defined benefit plan obligations

	2012	2011	2010	2009	2008
Accrued benefit obligation					
Balance, as at January 1	\$ 5,669	4,527	3,738	2,938	2,312
Current service cost	110	198	172	139	191
Interest cost	256	248	234	200	162
Actuarial loss	479	696	383	461	(461)
Benefits paid	(171)	-	-	-	-
Plan amendment	-	-	-	-	734
Balance, as at December 31	\$ 6,343	5,669	4,527	3,738	2,938
Plan assets					
Fair value, as at January 1	6,712	5,283	4,833	2,862	2,346
Expected return on assets	221	185	150	117	85
Actuarial gains (losses)	96	(122)	70	296	(325)
Benefits paid	(171)	-	-	-	-
Employer contribution	1,120	1,366	230	1,558	756
Fair value, as at December 31	\$ 7,978	6,712	5,283	4,833	2,862
Actual return on assets, net of expenses	317	63	220	413	(240)

The defined benefit plan assets arise primarily from employer contributions that are originally allocated equally between deposits with the Government of Canada and investments in the units of a balanced pooled fund. The pooled fund contains the following financial instrument allocation:

	December 31, 2012	December 31, 2011
Equity securities	64.9%	54.2%
Fixed income securities	30.1%	39.2%
Cash and cash equivalents	5.0%	6.6%
	100%	100%

Reconciliation of funded status surplus of the benefit plans to the amounts recorded in the financial statements is as follows:

	December 31, 2012	December 31, 2011
Fair value of plan assets	\$ 7,978	6,712
Accrued benefit obligation	(6,343)	(5,669)
Funded status surplus	1,635	1,043
Unamortized net actuarial loss	383	818
Accrued benefit asset	\$ 2,018	1,861

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2012
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The accrued benefit asset is included in other assets while the accrued benefit liability (if any) is included in expenses due and accrued in the statement of financial position.

Components of defined benefit costs recognized in the year ended December 31:

	2012	2011
Current service cost	\$ 110	198
Interest cost	256	248
Expected return on assets	(221)	(185)
Actuarial (gain) losses	818	312
Defined benefit costs recognized in the statement of income	\$ 963	573

The significant assumptions used by the Company for year-end measurement purposes are as follows (weighted average):

	2012	2011
Discount rate	3.90%	4.50%
Expected long-term rate of return on plan assets	6.00%	6.00%
Rate of compensation increase	3.50%	3.50%

The expected rate of return is based on the long-term expected return of the defined benefit plan's assets.

13. Income Taxes

a) Income tax expense recognized in the statement of income

The total income tax expense recognized in the statement of income is comprised as follows:

	2012	2011
Current income tax		
(Recovered) expensed during the year	\$ (854)	3,628
Prior year adjustments	(2)	(12)
Total current income tax expense (recovery)	\$ (856)	3,616
Deferred income tax		
Origination and reversal of temporary differences	(441)	(333)
Changes in statutory tax rates	(155)	127
Total deferred income tax expense (recovery)	\$ (596)	(206)
Total income tax expense (recovery)	\$ (1,452)	3,410

Deferred income tax expense recognized in the statement of income represents movements on the following items:

	2012	2011
Unpaid claims and adjustment expenses	\$ (571)	(54)
Investments	(27)	(302)
Pensions	63	188
Property and equipment	(61)	(38)
	<u>\$ (596)</u>	<u>(206)</u>

b) Income tax expense recognized in the statement of comprehensive income

The total income tax expense recognized in OCI is comprised as follows:

	2012	2011
Current income tax		
Unrealized investment gains and losses on available-for-sale portfolio	\$ 2,383	28
Pensions	-	-
Total current income tax expense	<u>2,383</u>	<u>28</u>
Deferred income tax		
Unrealized investment gains and losses on available-for-sale portfolio	-	(81)
Pensions	-	-
Total deferred income tax expense	<u>\$ -</u>	<u>(81)</u>
Total income tax expense in OCI	<u>\$ 2,383</u>	<u>(53)</u>

c) Income tax reconciliation

The following is a reconciliation of income taxes, calculated at the statutory income tax rate, to the income tax provision included in the statement of income.

	2012	2011
Net income (loss) before income taxes	\$ (4,366)	12,116
Statutory income tax rate	26.50%	28.25%
Provision for (recovery of) income taxes at statutory rates	(1,157)	3,423
Increase (decrease) resulting from:		
Unpaid claims	(203)	148
Investments	(139)	(169)
Pension	27	(25)
Property and equipment	(9)	5
Non-deductible meals and entertainment	21	28
Other non-deductible items	8	-
Provision for (recovery of) income taxes	<u>\$ (1,452)</u>	<u>3,410</u>

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For the year ended December 31, 2012
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The statutory rate applicable to the Company decreased from December 31, 2011 to December 31, 2012 due to substantively enacted rate reductions relating to the Canadian federal government and the province of Ontario.

During the year the Company made income tax payments of \$4,200,580 (2011: \$12,056,758) and received refunds of \$2,530,664 (2011: \$115,735) from the various taxing authorities.

d) Net deferred income tax asset

The Company's net deferred income tax asset is the result of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The sources of these temporary differences and the tax effects as at December 31 are as follows:

	2012	2011
Deferred income tax assets		
Net provision for unpaid claims and adjustment expenses	\$ 5,212	4,641
Property and equipment	208	147
	<u>5,420</u>	<u>4,788</u>
Deferred income tax liabilities		
Investments	(513)	(541)
Pension	(519)	(455)
	<u>(1,032)</u>	<u>(996)</u>
Total net deferred income tax assets	\$ 4,388	3,792

The Company believes that, based on available information, it is probable that the deferred income tax assets will be realized through a combination of future reversals of temporary differences and taxable income.

14. Operating Expenses

The following table summarizes the Company's operating expenses by nature:

	2012	2011
Salaries and benefits	\$ 10,967	9,920
Administrative expenses	3,264	3,446
Professional fees	1,274	1,099
Occupancy lease	875	864
Communication	900	1,022
Information systems	516	613
Amortization of property and equipment	594	497
Total	\$ 18,390	17,461

Included in salaries and benefits are amounts for future employee benefits under a defined contribution plan of \$590,375 (2011: \$601,843) and a supplementary defined benefit plan of \$962,572 (2011: \$573,136).

15. Operating Lease Commitments

The Company entered into a ten year lease effective February 1, 2008 for premises at 250 Yonge Street. The Company has an option to extend the lease period for five additional years under the current general terms and conditions.

At December 31, 2012, lease obligations on office premises were as follows:

	2013	2014	2015	2016	2017	Thereafter
Lease obligations on office premises	1,220	1,220	1,220	1,220	1,220	508

16. Capital Stock and Contributed Surplus

Capital stock of the Company represents:

30,000 Common Shares of par value of \$100 each – authorized, issued and paid.

20,000 6% non-cumulative, redeemable, non-voting Preferred Shares of par value of \$100 each – authorized, issued and paid.

The Preferred Shares meet the definition of equity in accordance with the criteria outlined in IAS 32 “*Financial Instruments: Presentation.*”

Contributed surplus represents additional capitalization funding provided by the Law Society.

17. Statutory Insurance Information

The Company is the beneficiary of trust accounts in the amount of \$1,257,599 as at December 31, 2012 (December 31, 2011: \$1,267,157) which are held as security for reinsurance ceded to unregistered reinsurers. This trust balance is not reflected in these financial statements but is considered in determining statutory capital requirements.

In accordance with licensing requirements, the Company has deposited securities with the regulatory authorities having a market value of \$51,306 as at December 31, 2012 (December 31, 2011: \$52,395).

18. Capital Management

Capital is comprised of the Company’s equity. As at December 31, 2012 the Company’s equity was \$171,571,157 (December 31, 2011: \$167,876,272). The Company’s objectives when managing capital are to maintain financial strength and protect its claims paying abilities, to maintain creditworthiness and to provide a reasonable return to the shareholder over the long term. In conjunction with the Company’s Board of Directors and its Audit Committee, senior management develops the capital strategy and oversees the capital management processes of the Company. Capital is managed using both regulatory capital measures and internal metrics.

FSCO, the Company’s primary insurance regulator, along with other provincial insurance regulators, regulate the capital required in the Company using two key measures, i.e., Minimum Capital Test (“MCT”) and the Dynamic Capital Adequacy Test (“DCAT”). FSCO has established an MCT guideline which sets out 100% as the minimum and 150% as the supervisory target for P&C insurance companies. To ensure that it attains its objectives, the Company has established an internal target of 185% (2011: 185%) in excess of which, under normal circumstances, the Company will maintain its capital. During the year ended December 31, 2012, the Company complied with the various provincial regulators’ guidelines and as at December 31, 2012, the Company has a MCT ratio of 223% (December 31, 2011: 220%). Annually, the Company’s appointed actuary prepares a DCAT on the MCT to ensure that the Company has adequate capital to withstand significant adverse event scenarios. These scenarios are reviewed each year to ensure appropriate risks are included in the testing process.

The appointed actuary must present both an annual report and the DCAT report to management and the Audit Committee. The DCAT report prepared during the year indicated that the Company's capital position is satisfactory. In addition, the target, actual and forecasted capital position of the Company is subject to ongoing monitoring by management using stress and scenario analysis to ensure its adequacy.

The Company may use reinsurance to manage its capital position.

19. Risk Management

By virtue of the nature of the insurance company business, financial instruments comprise the majority of the Company's statement of financial position as at both December 31, 2012 and 2011. The most significant identified risks to the Company which arise from holding financial instruments and insurance contract liabilities include insurance risk, credit risk, liquidity risk and market risk. The market risk exposure of the Company is primarily related to changes in interest rates and adverse movement in equity prices.

The Company employs an enterprise-wide risk management framework which establishes practices for risk management and includes policies and processes to identify, assess, manage and monitor risks and risk tolerance limits. It provides governance and supervision of risk management activities across the Company's business units, promoting the discipline and consistency applied to the practice of risk management.

The Company's risk framework is designed to minimize risks that could materially adversely affect the value or stature of the Company, to contribute to stable and sustainable returns, to identify risks that the Company can manage in order to increase earnings, and to provide transparency of the Company's risks through internal and external reporting. The Company's risk philosophy involves undertaking risks for appropriate return and accepting those risks that meet its objectives. The Company's risk management program is aligned with its long-term vision and its culture supports an effective risk management program. The key components of the risk culture include acting with fairness, appreciating the impact of risk on all major stakeholders, embedding risk management into day-to-day business activities, fostering full and transparent communications, cooperation, and aligning of objectives and incentives. The Company's risk management activities are monitored by its Risk Committee and Board of Directors.

The risk exposure measures expressed below primarily include the sensitivity of the Company's net income, and OCI as applicable, to the movement of various economic factors. These risk exposures include the sensitivity due to specific changes in market prices and interest rate levels projected using internal models as at a specific date, and are measured relative to a starting level reflecting the Company's assets and liabilities at that date and the actuarial factors, investment returns and investment activity the Company assumes in the future. The risk exposures measure the impact of changing one factor at a time and assume that all other factors remain unchanged. Actual results can differ materially from these estimates for a variety of reasons including the interaction among these factors when more than one changes, changes in actuarial and investment return and future investment activity assumptions, actual experience differing from the assumptions, changes in business mix, effective tax rates, and other market factors and general limitations of the Company's internal models.

a) Insurance risk

Insurance risk is the risk of loss due to actual experience differing from the experience assumed when a product was designed and priced with respect to claims, policyholder behaviour and expenses. The Company has identified pricing risk, concentration of risk and reserving risk as its most significant sources of insurance risks. The Company's underwriting objective is to develop business within its target market on a prudent and diversified basis and to achieve profitable operating results.

Pricing risk

Pricing risk arises when actual claims experience differs from the assumptions included in pricing calculations. Historically, the underwriting results of the property and casualty industry have fluctuated significantly due to the cyclical nature of the insurance market. The market cycle is affected by the frequency and severity of claims, levels of capacity and demand, general economic conditions and price competition.

The Company focuses on profitable underwriting using a combination of experienced underwriting staff, pricing models and price adequacy monitoring tools. The Company prices its products taking into account numerous factors including claims frequency and severity trends, product line expense ratios, special risk factors associated with the product line, and the investment income earned on premiums held until the payment of claims and expenses. The Company's pricing is designed to ensure an appropriate return while also providing long-term rate stability. These factors are reviewed and adjusted periodically to ensure they reflect the current environment.

Concentration of risk

A concentration of risk represents the exposure to increased losses associated with an inadequately diversified portfolio of policy coverages. The Company has a reinsurance program to limit its exposure to catastrophic losses from any one event or set of events. The Company has approximately 99% of its business in Ontario (2011: 99%) and 95% in professional liability (2011: 95%), and consequently is exposed to trends, inflation, judicial changes and regulatory changes affecting these segments. The geographical diversity by location of the underlying insurance risk for the year ended December 31 is summarized below:

	2012			2011		
	Ontario	All other provinces	Total	Ontario	All other provinces	Total
Gross written premium						
Professional liability	\$ 104,764	-	104,764	109,663	-	109,663
Title	5,635	277	5,912	5,752	314	6,066
Total	\$ 110,399	277	110,676	115,415	314	115,729

Reserving risk

Reserving risk arises because actual claims experience can differ adversely from the assumptions included in setting reserves, in large part due to the length of time between the occurrence of a loss, the reporting of the loss to the insurer and the ultimate resolution of the claim. Claims provisions reflect expectations of the ultimate cost of resolution and administration of claims based on an assessment of facts and circumstances then known, a review of historical settlement patterns, estimates of trends in claims severity and frequency, legal theories of liability and other factors. Reserve changes associated with claims of prior periods are recognized in the current period, which could have a significant impact on current year earnings. In order to mitigate this risk the Company utilizes information systems in order to maintain claims data integrity, and the claims provision valuations are prepared by an internal actuary on a quarterly basis, and are reviewed separately by, and must be acceptable to, management of the Company every quarter and the external Appointed Actuary at mid-year and year-end.

Sensitivity analyses

Risks associated with property and casualty insurance contracts are complex and subject to a number of variables which complicate quantitative sensitivity analysis. The Company considers that the provision for its unpaid claims and adjustment expenses recognized in the statement of financial position is adequate. However, actual experience will differ from the expected outcome. Among the Company's lines of business, the professional liability line of business has the largest provision for unpaid claims and adjustment expenses. Given this line of business and the actuarial methods utilized to estimate the related provision for unpaid claims and adjustment expenses, the reported claims count development factors and average claim severity selections are the most critical of the assumptions used. The following table provides the estimated increase (decrease) on the net provision for unpaid claims and adjustment expenses and the after-tax net effect on equity if the reported claims count development factors were increased such that the estimate of unreported claims was 20% higher or the average claim severity selections were 1% higher. Other changes in assumptions are considered to be less material.

	December 31, 2012		December 31, 2011	
	Net provision for unpaid claims and adjustment expenses	Equity	Net provision for unpaid claims and adjustment expenses	Equity
Unreported claims +20%	2,239	(1,646)	1,338	(960)
Average claim severities +1%	4,534	(3,332)	3,498	(2,510)

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2012
Amounts stated in Canadian dollars (amounts in tables in thousands)

b) Credit risk

Credit risk is the risk of loss due to the inability or unwillingness of a borrower or counterparty to fulfill its payment obligation to the Company. Credit risks arise from investments in fixed income securities and preferred shares, and balances due from insureds and reinsurers.

Management monitors credit risk and any mitigating controls. The Company has established a credit review process where the credit quality of all exposures is continually monitored so that appropriate prompt action can be taken when there is a change which may have material impact.

Governance processes around investments include oversight by the Board of Directors' Investment Committee. The oversight includes reviews of the Company's third party investment managers, investment performance and adherence to the Company's investment policy. The Company's investment policy statement is reviewed at least on an annual basis and addresses various matters including investment objectives, risks and management. Guidelines and limits have been established in respect of asset classes, issuers of securities and the nature of securities to address matters such as quality and concentration of risks.

With respect to credit risk arising from balances due from reinsurers, the Company's exposure is measured to reflect both current exposure and potential future exposure to ceded liabilities. Reinsurance and insurance counterparties must also meet minimum risk rating criteria. The Company's Board of Directors has approved a reinsurance policy, which is monitored by the Company's Audit Committee.

The following table provides a credit risk profile of the Company's applicable investment assets and amounts recoverable from reinsurers.

		December 31, 2012						
		AAA	AA	A	BBB	BB and lower	Not rated	Carrying value
Cash and cash equivalents	\$	3,128	-	-	-	-	15,249	18,377
Fixed income securities		121,888	104,687	175,967	58,282	-	1,361	462,185
Investment income due and accrued		298	469	400	636	1	98	1,902
Due from reinsurers		-	-	2,626	-	7	250	2,883
Due from insureds		-	-	-	-	-	1,739	1,739
Reinsurers' share of provisions for unpaid claims and adjustment expenses		-	-	39,382	-	35	519	39,936
Other receivables		-	-	-	-	-	1,045	1,045
Other assets		-	-	-	-	-	2,090	2,090

		December 31, 2011						
		AAA	AA	A	BBB	BB and lower	Not rated	Carrying value
Cash and cash equivalents	\$	524	-	-	-	-	16,412	16,936
Fixed income securities		147,596	113,946	133,113	34,476	-	12,367	441,498
Investment income due and accrued		443	614	1,215	772	1	114	3,159
Due from reinsurers		-	-	1,982	-	8	189	2,179
Due from insureds		-	-	-	-	-	1,570	1,570
Due from the Law Society of Upper Canada		-	-	-	-	-	1,118	1,118
Reinsurers' share of provisions for unpaid claims and adjustment expenses		-	-	37,281	-	3,071	2,737	43,089
Other receivables		-	-	-	-	-	864	864
Other assets		-	-	-	-	-	1,933	1,933

Fixed income securities are rated using a composite of Moody's, Standard & Poor and Dominion Bond Rating Service ratings, and reinsurers are rated using A.M. Best. The balances in the above tables do not contain any amounts that are past due.

c) Liquidity risk

Liquidity risk is the risk that the Company will not have enough funds available to meet all expected and unexpected cash outflow commitments as they fall due. Under stressed conditions, unexpected cash demands could arise primarily from a significant increase in the level of claim payment demands.

To manage its cash flow requirements, the Company has arranged diversified funding sources and maintains a significant portion of its invested assets in highly liquid securities such as cash and cash equivalents and government bonds (see note 5b). In addition, the Company has established counterparty exposure limits that aim to ensure that exposures are not so large that they may impact the ability to liquidate investments at their market value.

Claims liabilities account for the majority of the Company's liquidity risk. A significant portion of the investment portfolio is invested with the primary objective of matching the investment asset cash flows with the expected future payments on these claims liabilities. This portion, referred to as the cash-flow matched investment portfolio, consists of fixed income and preferred equity securities that are intended to address the liquidity and cash flow needs of the Company as claims are settled. The remainder of the Company's overall investment portfolio, the available-for-sale portfolio, backs equity and is invested in fixed income securities and equities with the objective of preserving capital and achieving an appropriate return consistent with the objectives of the Company.

The following tables summarize the carrying amounts of financial instruments and insurance assets and liabilities by contractual maturity or expected cash flow dates (the actual repricing dates may differ from contractual maturity because certain securities and debentures have the right to call or prepay obligations with or without call or prepayment penalties) as at:

	December 31, 2012				
	Within one year	One to five years	More than five years	No fixed maturity	Total
Assets					
Cash and cash equivalents	\$ 18,377	-	-	-	18,377
Investments – designated as FVTPL	54,172	155,880	152,760	528	363,340
Investments – available-for-sale	2,309	67,189	29,875	70,462	169,835
Investment income due and accrued	1,902	-	-	-	1,902
Due from reinsurers	2,883	-	-	-	2,883
Due from insureds	1,739	-	-	-	1,739
Reinsurers' share of unpaid claims	10,623	19,358	6,086	3,869	39,936
Other receivable	1,045	-	-	-	1,045
Other assets	2,090	-	-	-	2,090
Total	\$ 95,140	242,427	188,721	74,859	601,147
Liabilities					
Provision for unpaid claims	\$ 98,783	217,339	69,199	48,008	433,329
Due to reinsurers	601	-	-	-	601
Due to insureds	206	-	-	-	206
Due to Law Society	2,565	-	-	-	2,565
Expenses due and accrued	1,634	-	-	-	1,634
Total	\$ 103,789	217,339	69,199	48,008	438,335

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2012
Amounts stated in Canadian dollars (amounts in tables in thousands)

	December 31, 2011				
	Within one year	One to five years	More than five years	No fixed maturity	Total
Assets					
Cash and cash equivalents	\$ 16,936	-	-	-	16,936
Investments – designated as FVTPL	68,942	156,341	114,020	509	339,812
Investments – available-for-sale	6,587	58,020	37,588	58,667	160,862
Investment income due and accrued	3,159	-	-	-	3,159
Due from reinsurers	2,179	-	-	-	2,179
Due from insureds	1,570	-	-	-	1,570
Due from Law Society	1,118	-	-	-	1,118
Reinsurers' share of unpaid claims	12,171	23,655	5,710	1,553	43,089
Other receivable	864	-	-	-	864
Other assets	1,933	-	-	-	1,933
Total	\$ 115,459	238,016	157,318	60,729	571,522
Liabilities					
Provision for unpaid claims	\$ 98,510	243,305	47,850	19,001	408,666
Due to reinsurers	690	-	-	-	690
Due to insureds	263	-	-	-	263
Expenses due and accrued	1,968	-	-	-	1,968
Total	\$ 101,431	243,305	47,850	19,001	411,587

d) Market and interest rate risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rate, foreign exchange rates, and equity prices. Due to the nature of the Company's business, invested assets and insurance liabilities as well as revenues and expenses are impacted by movements in capital markets, interest rates, and to a lesser extent, foreign currency exchange rates. Accordingly, the Company considers these risks together in managing its asset and liability positions and ensuring that risks are properly addressed. These risks are referred to collectively as market price and interest rate risk – the risk of loss resulting from movements in market price, interest rate, credit spreads and foreign currency rates.

Interest rate risk is the potential for financial loss arising from changes in interest rates. The Company is exposed to interest rate price risk on monetary financial assets and liabilities that have a fixed interest rate and is exposed to interest rate cash flow risk on monetary financial assets and liabilities with floating interest rates that are reset as market rates change.

For FVTPL assets and other financial assets supporting actuarial liabilities, the Company is exposed to interest rate risk when the cash flows from assets and the policy obligations they support are significantly mismatched, as this may result in the need to either sell assets to meet policy payments and expenses or reinvest excess asset cash flows under unfavourable interest environments. Bonds designated as available-for-sale generally do not support actuarial liabilities. Changes in fair value, other than foreign exchange rate gains and losses, of available-for-sale fixed income securities, are recorded to OCI.

The following chart provides the estimated increase (decrease) on the Company's net investment income, net provision for unpaid claims and adjustment expenses, and after-tax OCI, after an immediate parallel increase or decrease of 1% in interest rates as at December 31 across the yield curve in all markets.

	2012			2011		
	Net investment income	Net provision for unpaid claims and adjustment expenses	After-tax OCI	Net investment income	Net provision for unpaid claims and adjustment expenses	After-tax OCI
Interest rates +1%	\$ (11,273)	(10,567)	(2,036)	(9,877)	(10,882)	(3,225)
-1%	11,888	11,111	2,144	8,963	9,918	1,937

Market price and interest rate risk is managed through established policies and standards of practice that limit market price and interest rate risk exposure. Company-wide market price and interest rate risk limits are established and actual positions are monitored against limits. Target asset mixes, term profiles, and risk limits are updated regularly and communicated to portfolio managers. Actual asset positions are periodically rebalanced to within established limits.

Equity price risk is the risk that the fair values of equities decrease as the result of changes in the levels of equity indices and the value of individual equity securities. The Company's equities are designated as available-for-sale and generally do not support actuarial liabilities. The following chart provides the estimated increase (decrease) on the Company's after-tax OCI, assuming all other variables held constant, after an immediate 10% increase or decrease in equity prices as at December 31.

	2012	2011
	After-tax OCI	After-tax OCI
Equity prices +10%	5,179	4,209
-10%	(5,179)	(4,209)

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates, in particular when an asset and liability mismatch exists in a different currency than the currency in which they are measured. As the Company does not hold significant liabilities in foreign currencies, the resulting currency risk is borne by the Company and forms part of its overall investment income. The table below details the effect of a 10% movement of the currency rate against the Canadian dollar as at December 31, with all other variables held constant.

Currency	2012		2011	
	Effect on income before taxes (+/-)	Effect on OCI (+/-)	Effect on income before taxes (+/-)	Effect on OCI (+/-)
US Dollar	49	1,674	8	1,329
Euro	-	987	-	824
Other	-	846	-	671
	49	3,507	8	2,824

The Company also manages possible excessive concentration of risk. Excessive concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political and other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry or geographic location. In order to avoid excessive concentrations of risk, the Company applies specific policies on maintaining a diversified portfolio. Identified risk concentrations are managed accordingly.

NOTES TO FINANCIAL STATEMENTS

For the year ended December 31, 2012
Amounts stated in Canadian dollars (amounts in tables in thousands)

The following tables summarize the carrying amounts of financial instruments by geographical location of the issuer, as at:

December 31, 2012						
	Cash and cash equivalents	Fixed income securities	Equities	Investment income due and accrued	Total	% of total
Canada	\$ 17,888	443,219	22,878	1,721	485,706	87.8%
USA	489	-	19,553	29	20,071	3.6%
France	-	-	6,137	-	6,137	1.1%
Australia	-	4,249	1,437	31	5,717	1.0%
Others	-	14,717	20,985	121	35,823	6.5%
Total	\$ 18,377	462,185	70,990	1,902	553,454	100.0%

December 31, 2011						
	Cash and cash equivalents	Fixed income securities	Equities	Investment income due and accrued	Total	% of total
Canada	\$ 16,869	421,977	19,993	2,944	461,783	88.8%
USA	66	-	14,673	35	14,774	2.8%
France	-	-	5,307	-	5,307	1.0%
Netherlands	-	-	3,278	-	3,278	0.6%
Others	1	19,521	15,925	180	35,627	6.8%
Total	\$ 16,936	441,498	59,176	3,159	520,769	100.0%

20. Contingent Liability

Certain insurance companies providing a separate coverage to the insured in excess of the Company's primary E&O policy have commenced independent but related legal actions against the Company, claiming total damages of \$28,000,000 for alleged breaches of duty in the Company's handling of a claim. The Company believes that the actions lack merit and will vigorously defend its position. Accordingly, the Company has not recorded any related provision in its statement of financial position.

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BOARD OF DIRECTORS



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 Board Chair
 Principal, Susan T. McGrath



Ian D. Croft
 Board Vice-Chair
 Chartered Accountant



Kathleen A. Waters
 President & CEO
 LawPRO



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 Retired President and CEO
 Insurance Bureau of Canada



Clare A. Brunetta
 Principal
 Clare A. Brunetta



Douglas F. Cutbush
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 Chartered Accountant
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* Benchers, Law Society of Upper Canada
 CM denotes Member of the Order of Canada

FCA denotes Fellow Chartered Accountant

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Kathleen A. Waters (A)

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Douglas F. Cutbush
Malcolm L. Heins
Robert G.W. Lapper, Q.C. (A)
Andrew N. Smith
John C. Thompson

Conduct Review Committee

Frederick W. Gorbet*
Douglas F. Cutbush
Malcolm L. Heins
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Governance Committee

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Clare A. Brunetta
Frederick W. Gorbet
Malcolm L. Heins
Rita Hoff

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Alan G. Silverstein
Andrew N. Smith

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George D. Anderson
Frederick W. Gorbet
Rita Hoff
Andrew N. Smith
John C. Thompson

* Committee Chair

(A) Affiliated Director within meaning of *Ontario Insurance Act*

The Board of Directors, either directly or through its committees, bears responsibility for the stewardship of the Company. To discharge that responsibility, the Board supervises the management of the business and the affairs of the Company, including the oversight or monitoring of all significant aspects of the operation, so that the Company effectively and efficiently fulfills its mission, vision and values.

The Company's corporate governance processes, structures and information are designed to strengthen the ability of the Board to oversee management, and to enhance long-term policyholder value. Every director has a duty to guide the Company's affairs in a manner that achieves the Company's objectives.

The corporate governance processes and mandate are derived, in part, from the Ontario *Insurance Act* and regulatory "best practices".

Board independence

Demonstrable evidence of independence is at the heart of effective governance. Independence is normally a matter of a board demonstrating its ability to act independently of management when appropriate. Currently, only the chief executive officers of LAWPRO and the Law Society of Upper Canada are "affiliated" to the Company within the meaning of applicable legislation. A minority of directors are Benchers or employees of the Law Society of Upper Canada.

Board composition

Annually, the Board reviews its composition to determine whether or not the Board is optimally structured to ensure the achievement of the corporate strategy and business plan. Also important is a regular assessment of the skills, experience and independence of those on the Board.

Board responsibilities

The basic oversight responsibilities of the Board include:

- **Corporate performance oversight:** The Board ensures that corporate management continuously and effectively strives to meet the two opposing goals of minimizing premiums and achieving a satisfactory financial result, taking account of risk.
- **Appointment of CEO and related human resources issues:** The Board appoints the CEO and approves the CEO's objectives, assesses his or her performance and determines compensation of the CEO. As well, the Board approves key appointments reporting to the CEO, reviews key executive performance and approves compensation policy and succession plans.
- **Strategic direction and policy:** The Board reviews and approves management's proposed strategic direction and policy matters, and ensures that policies on key issues, including exposure to various risks, are in place, are appropriate and are reviewed to ensure compliance with same.
- **Budgeting and planning:** The Board approves the Company's proposed budgets and other performance goals, reviews performance against goals and recommends corrective actions.
- **Regulatory compliance and financial monitoring:** Through an independent audit committee, the Board requires and monitors regulatory compliance, appoints the auditor, oversees the audit process and reviews and approves financial reports. The Board also ensures that financial systems produce accurate and timely information, and that appropriate controls are in place.
- **Ensuring its own effectiveness:** The Board establishes committee structures that assist the effective operations of the Board, and enable a review and assessment of the Board's own performance.

CORPORATE GOVERNANCE

Board committees

The members of the Board are assisted in fulfilling the responsibilities explained above through the following committees:

Audit Committee

The Audit Committee assists the Board in monitoring:

- the integrity of the Company's financial reporting process;
- financial & solvency risks that the Company is exposed to;
- the controls for managing those risks; and
- the independence and performance of the Company's external auditor and actuary.

Conduct Review Committee

The Conduct Review Committee oversees the Company's compliance with the related party provisions of the Ontario insurance legislation.

Executive Committee

The Executive Committee has the authority of the Board, subject to the limitations of law and those set forth in the Company's bylaws, to consider urgent matters that require action prior to the next Board meeting. Actions taken by the Executive Committee are reported to the full Board at the next meeting.

Governance Committee

The Governance Committee:

- assists the Board in its oversight role with respect to: a) the development of the Company's corporate governance policies, practices and processes; and b) the effectiveness of the Board and its committees;
- identifies individuals qualified and suitable to become Board members and recommends the director nominees to each annual meeting of the shareholder;
- assists the Board in its oversight role with respect to: a) the Company's human resources strategy, policies and programs; and b) all matters relating to proper deployment of human resources within the Company, with special focus on management succession, development and compensation;
- oversees procedures for resolving conflicts of interest, restricting the use of confidential information and dealing with customer complaints; and
- assists the Board in liaising with the shareholder.

Investment Committee

The Investment Committee:

- assists the Board and management in managing the invested assets of the Company;
- develops and monitors investment policies and guidelines;
- provides recommendations to the Board in connection with the hiring of external investment managers; and
- meets with and monitors the performance of external investment managers.

Risk Committee

The Risk Committee assists the Board in monitoring all risks (other than financial & solvency risks) to which the Company is subject and overseeing the development and implementation of appropriate risk management policies and programs.

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