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CUMBERLAND TECHNOLOGIES INC

Form 10-Q

May 22, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

[Mark One]

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended March 31, 2001.

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from to .

Commission File No. 0-19727

CUMBERLAND TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Florida 59-3094503  
-----  
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

4311 West Waters Avenue, Suite 501  
Tampa, Florida 33614  
-----  
(Address of principal executive office) (Zip code)

(813) 885-2112

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

Not applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Applicable Only to Insurers Involved in Bankruptcy Proceedings During the Preceding Five Years

Indicate by a check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

Applicable Only to Corporate Issuers

The number of shares of the Registrant's common stock, \$.001 par value, outstanding as of March 31, 2001 was 5,597,244 shares.

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CUMBERLAND TECHNOLOGIES, INC.

FORM 10-Q

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## PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

### CUMBERLAND TECHNOLOGIES, INC.

#### CONDENSED CONSOLIDATED BALANCE SHEETS

##### ASSETS

	March 31, 2001	December 31, 2000
-----		
(unaudited)		
Investments:		
-----		
Securities available-for-sale at fair value:		
Debt securities .....	\$ 7,945,741	\$ 7,553,010
Equity securities .....	4,197	2,716
Debt securities held-to-maturity at amortized cost (fair value, 2001 - \$1,232,013 2000 - \$1,227,130) .....	1,224,214	1,223,593
Mortgage loans on real estate, at unpaid principal .....	741,747	742,068
Short-term investments .....	433,993	433,993
	-----	-----
Total investments .....	10,349,892	9,955,380
Cash and cash equivalents .....	1,195,347	693,778
Accrued investment income .....	120,628	185,011
Reinsurance recoverable .....	4,208,726	4,910,443
Accounts receivable:		
-----		
Nonaffiliate less allowance for doubtful accounts of \$13,750 .....	4,250,930	3,821,206
Affiliate .....	437,636	436,997
Income tax recoverable .....	186,588	167,588
Deferred income tax asset .....	175,234	175,234
Deferred policy acquisition costs .....	2,073,219	1,955,018
Intangibles, net .....	1,079,163	1,115,316
Other investment .....	595,496	582,532
Other assets .....	360,248	311,082
	-----	-----
	\$25,033,107	\$24,309,585
	=====	=====

See notes to condensed consolidated financial statements.

CUMBERLAND TECHNOLOGIES, INC.

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## CONDENSED CONSOLIDATED BALANCE SHEETS

### LIABILITIES AND STOCKHOLDERS' EQUITY

	March 31, 2001	December 31, 2000
----- (unaudited) -----		
Policy liabilities and accruals:		
-----		
Loss and loss adjustment expenses .....	\$ 4,694,374	\$ 5,185,626
Unearned premiums .....	6,047,266	5,775,524
Ceded reinsurance payable .....	638,631	721,513
Derivative instruments .....	944,034	--
Accounts payable and other liabilities .....	2,726,488	2,637,748
Debt:		
-----		
Nonaffiliate .....	963,885	1,102,683
Affiliate .....	1,000,000	1,000,000
-----		
Total liabilities .....	17,014,678	16,423,094
-----		
Stockholders' equity:		
-----		
Preferred stock, \$.001 par value; 10,000,000 shares authorized, no shares issued .....	--	--
Common stock, \$.001 par value; 10,000,000 shares authorized; 5,915,356 and 5,871,356 shares issued, respectively .....	5,916	5,872
Capital in excess of par value .....	7,270,316	7,264,860
Accumulated other comprehensive income.....	8,906	104,485
Retained earnings.....	997,010	774,993
-----		
	8,282,148	8,150,210
Less treasury stock, at cost, 318,112 shares	(263,719)	(263,719)
-----		
Total stockholders' equity .....	8,018,429	7,886,491
-----		
	\$ 25,033,107	\$24,309,585
=====		

See notes to condensed consolidated financial statements.

CUMBERLAND TECHNOLOGIES, INC.

CONDENSED UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended March 31, 2001	2000
----- ----- -----		
Revenue:		
-----		

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Direct premiums earned .....	\$ 3,385,153	\$ 2,724,631
Reinsurance premiums assumed .....	751,015	702,865
Less reinsurance ceded .....	(1,051,471)	(716,609)
	-----	-----
Net premium income .....	3,084,697	2,710,887
Net investment income .....	155,934	139,570
Net realized investment gains.....	--	213,258
Other income .....	599,438	396,414
	-----	-----
Total revenue .....	3,840,069	3,460,129
Benefits and Expenses:		
-----		
Losses and loss adjustment expenses .....	882,392	750,096
Amortization of deferred policy acquisition costs .....	1,096,621	886,483
Operating expenses .....	1,466,300	1,109,983
Interest expense .....	62,319	52,802
	-----	-----
Total expenses .....	3,507,632	2,799,364
Income before income tax expense .....	332,437	660,765
Income tax expense .....	110,420	222,091
	-----	-----
Net income.....	\$ 222,017	\$ 438,674
	=====	=====
Weighted average number of shares outstanding .....	5,564,488	5,447,966
	=====	=====
Net income per share - basic .....	\$ 0.04	\$ 0.08
	=====	=====

See notes to condensed consolidated financial statements.

CUMBERLAND TECHNOLOGIES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Shares		Capital in Excess of Par Value	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)
	Stock	Amount			
	-----	-----	-----	-----	-----
Balance at January 1, 2000 ..	5,815,356	\$ 5,816	\$ 7,257,916	\$ (40,897)	\$ (266,7
Exercise of 56,000 shares under 1991 stock option plan.....	56,000	56	6,944		
Net increase in unrealized					

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depreciation of available-for-sale securities, net of income tax .....				145,382	
Net income .....					1,041,7
Comprehensive income .....					
Balance at December 31, 2000	5,871,356	5,872	7,264,860	104,485	774,9
Exercise of 44,000 shares under 1991 stock option plan.....	44,000	44	5,456		
Net (decrease) in unrealized depreciation available-for-sale securities .....				(95,579)	
Net income .....					222,0
Comprehensive income .....					
Balance at March 31, 2001 ...	5,915,356	\$ 5,916	\$ 7,270,316	\$ 8,906	\$997,0

See notes to condensed consolidated financial statements.

CUMBERLAND TECHNOLOGIES, INC.

CONDENSED UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	----- Three Months Ended March 31, 2001                                  2000 -----	
Operating activities:		
-----		
Net income.....	\$ 222,017	\$ 438,674
Adjustments to reconcile net income to cash provided by (used in) operating activities:		
(Accretion) amortization of investment discounts and premiums .....	(8,979)	(125)
Policy acquisition costs amortized .....	1,096,621	886,483
Policy acquisition costs deferred .....	(1,214,822)	(1,094,986)
Amortization .....	36,153	40,882
Net realized (gains) losses on sales of investments .....	--	(213,258)
(Increase) decrease in:		
Accrued investment income .....	64,383	(32,920)

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Reinsurance recoverable .....	701,717	102,111
Accounts receivables .....	(430,363)	(795,122)
Income tax recoverable .....	(19,000)	--
Other assets .....	(49,166)	(58,534)
Increase (decrease) in:		
Policy liabilities and accruals .....	724,524	588,553
Ceded reinsurance payable .....	(82,882)	115,716
Accounts payable and other liabilities ..	88,740	
Income tax payable .....	--	70,000
	-----	-----
Net cash provided by (used in) operating activities	1,128,943	47,474
Investing activities:		
-----		
Securities available-for-sale:		
Purchases - fixed maturities .....	(481,433)	(3,795,509)
Proceed from sales - fixed maturities .....	--	1,999,256
Purchases - equities .....	--	354,952
Securities held-to-maturity:		
Purchases- fixed maturities .....	--	1,500,000
Payments on mortgage loan .....	321	298
Other investment .....	(12,964)	(4,781)
	-----	-----
Net cash (used in) provided by investing activities	(494,076)	54,216
Financing activities:		
-----		
Payments on debt, affiliate and non-affiliate .....	(138,798)	(12,994)
Stock options exercised .....	5,500	--
Net change in advances to (from) affiliates .....	--	(28,502)
	-----	-----
Net cash (used in ) provided by financing activities	(133,298)	(41,496)
	-----	-----
Increase in cash and cash equivalents .....	501,569	60,194
Cash and cash equivalents, beginning of period .....	693,778	2,000,147
	-----	-----
Cash and cash equivalents, end of period .....	\$ 1,195,347	\$ 2,060,341
	=====	=====
 Supplemental cash flows disclosure:		
-----		
Cash paid for interest .....	\$ 24,498	\$ 52,802
	-----	-----
Cash paid for income taxes .....	\$ --	\$ 144,650
	=====	=====

See notes to condensed consolidated financial statements.

CUMBERLAND TECHNOLOGIES, INC.

NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2001

1. Ownership and Organization

Cumberland Technologies, Inc. ("CTI" or the "Company") f/k/a Cumberland Holdings, Inc., a Florida corporation, was formed on November 18, 1991,

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to be a Holding company and a wholly-owned subsidiary of Kimmins Corp. ("KC"). Effective October 1, 1992, KC contributed all of the outstanding common stock of two of its other wholly-owned subsidiaries, Cumberland Casualty & Surety Company ("CCS") and Surety Specialists, Inc. ("SSI") to CTI. KC then distributed to its stockholders CTI's common stock on the basis of one share of common stock of CTI for each five shares of KC common stock and Class B common stock owned (the Distribution). Effective January 30, 1997, Cumberland Holdings, Inc. changed its name to Cumberland Technologies, Inc. CTI conducts its business through five subsidiaries. CCS, a Florida corporation formed in May 1988, provides underwriting for specialty surety and performance and payment bonds for contractors. The surety services provided include direct surety and to a lesser extent, assumed reinsurance. SSI, a Florida corporation formed in August 1988, is a general lines agency which operates as an independent agent. The Surety Group ("SG"), a Georgia corporation, and Associates Acquisition Corp. d/b/a Surety Associates ("SA"), a South Carolina corporation, purchased in February and July 1995, respectively, are general lines agencies which operate as independent agencies. Official Notary Service of Texas, Inc. ("ONS"), a Texas corporation formed in February 1994, is an inactive corporation. Qualex Consulting Group, Inc. ("Qualex"), a Florida corporation formed in November 1994, provides claim and contracting consulting services. CTI and its subsidiaries are referred to herein as the "Company."

### 2. Summary of Significant Accounting Policies

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#### Principles of Consolidation

-----

The consolidated financial statements include the accounts of CTI and its wholly owned subsidiaries. All material intercompany transactions and balances have been eliminated in consolidation.

#### Basis of Presentation

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The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America which, as to the subsidiary insurance company, differ from statutory accounting practices prescribed or permitted by regulatory authorities. The significant accounting policies followed by CTI and subsidiaries that materially affect the consolidated financial statements are summarized in this note.

#### Reclassifications

-----

Certain amounts in the 2000 financial statements have been reclassified to conform to the 2001 financial statement presentations.

CUMBERLAND TECHNOLOGIES, INC.

NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### 2. Summary of Significant Accounting Policies (continued)

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### Use of Estimates

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The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known which would affect the amounts reported and disclosed herein.

### 3. Earnings Per Share

-----

Earnings per share for the three months ended March 31, 2001 and 2000 is based on the weighted average number of shares outstanding, adjusted for the dilutive effect of stock options, and is the same on both a basic and fully diluted basis.

### 4. Investments

-----

Change in unrealized appreciation (depreciation): The increase (decrease) in unrealized appreciation of investments recorded in stockholders' equity was as follows:

	Three Months Ended March 31, 2001	Twelve Months Ended December 31, 2000
	-----	-----
Fixed maturities, net of income tax .....	\$ 29,547	\$ 126,607
Equities .....	(20,641)	(22,122)
	-----	-----
Total change in unrealized appreciation, net of taxes .....	\$ 8,906	\$ 104,485
	=====	=====

### 5. Income Taxes

-----

The Company's provision for income taxes for the quarter ended March 31, 2001 has been calculated using an effective rate of 34%.

### 6. Related Party Transactions

-----

In 1988, CCS issued a surplus debenture to KC in exchange for \$3,000,000 which bears interest at 10 percent per annum. Interest and principal payments are subject to approval by the Florida Department of Insurance. On April 1, 1997, CTI forgave \$375,000 of its \$3,000,000 surplus debenture due to CCS. As a result, CCS increased paid in capital by \$375,000. On June 30, 1999, CTI forgave \$576,266 of its \$2,625,000 surplus debenture due from CCS. As a result, CCS increased paid-in capital to \$1,000,000. As of December 31, 2000, no payments could be made under the terms of the debenture.

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### NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

#### 6. Related Party Transactions (continued)

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KC and SSI entered into an agreement with an independent contractor, AEC, on August 16, 1989 on a construction contract with the United States Navy (the Navy). Pursuant to this contract, the Company, as surety, executed and delivered to the Navy certain performance and payment bonds (the Bonds). At the time that the Bonds were issued, KC entered into an indemnification agreement with the Company, whereby KC indemnified the Company from any and all losses, costs, and expenses incurred related to the Bonds. In 1991, the Navy default and terminated AEC on the contract. The contract has been in litigation since the termination in 1991 generating a subrogation receivable in the amount of approximately \$1,851,000 and \$1,768,000 as of December 31, 2000, and 1999, respectively. In the event that the Company is unsuccessful in its litigation activities with the Navy, management of the Company believes that KC will reimburse the Company for the losses and expenses incurred related to the Bonds.

#### 7. Notes Payable

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##### Affiliate

-----

Effective November 10, 1998, CTI entered into a \$1,000,000 convertible term note agreement with TransCor Waste Services, Inc., a subsidiary of KC. The note is due November 10, 2001 and bears interest at 10%. The lender may convert the principal amount of the note or a portion thereof into a common stock at \$3.00 per share subsequent to a six-month anniversary and prior to the maturity date.

##### Nonaffiliate

-----

In connection with the acquisition of certain agencies during 1995, the Company entered into two notes payable with the agencies previous owners. One note is due March 1, 2002 and bears interest at 8% through February 28, 2001 and 10% thereafter. Principal payments of \$150,000 are due annually beginning March 1, 2000. The other is due June 30, 2010 and bears interest at 9%. Principal and interest payments of \$11,104 are due monthly beginning April 1, 1997.

#### 8. Intangibles

-----

Intangible assets are stated at cost and principally represent purchased customer accounts, noncompete agreements, purchased contract agreements, and the excess of costs over the fair value of identifiable net assets acquired ("Goodwill"). Goodwill is amortized on a straight-line basis over 15 years and all other intangible assets are amortized on a straight-line basis over the related estimated lives and contract periods, which range from 3 to 15 years. Purchased customer accounts are records and files obtained from acquired businesses that contain information on insurance policies and the related insured parties that is essential to policy renewals.

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CUMBERLAND TECHNOLOGIES, INC.

## NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### 8. Intangibles (continued)

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The carrying value of Goodwill and other intangible assets are reviewed periodically for impairment. If this review indicates that the intangible assets will not be recoverable, as determined based on the undiscounted cash flows of the entity acquired over the remaining amortization period, the Company's carrying value of the Goodwill and other intangible assets will be reduced by the estimated shortfall of cash flows.

### 9. Loss and Loss Adjustment Expenses

-----

The liability for unpaid claims including incurred but not reported losses is based on the estimated ultimate cost of settling the claim (including the effects of inflation and other societal and economic factors), using past experience adjusted for current trends and any other factors that would modify past experience. These estimates are subject to the effects of trends in loss severity and frequency. Although considerable variability is inherent in such estimates, management believes that the reserves for loss and loss adjustment expenses are adequate. The estimates are continually reviewed and adjusted as necessary as experience develops or new information becomes known. Such adjustments are included in current operations. A liability for all costs expected to be incurred in connection with the settlement of unpaid claims (loss adjustment expense) is accrued when the related liability for unpaid loss is accrued. Loss adjustment expenses include costs associated directly with specific claims paid or in the process of settlement, such as legal and adjusters' fees. Loss adjustment expenses also include other costs that cannot be associated with specific claims but are related to claims paid or in the process of settlement, such as internal costs of the claims function.

The Company does not discount its reserves for losses and loss adjustment expenses. The Company writes primarily surety contracts which are of short duration.

The Company does not consider investment income in determining if a premium deficiency relating to short duration contracts exists.

### 10. Unearned Premiums

-----

Unearned premiums are calculated using the monthly pro rata basis for miscellaneous bonds and contract completion date or anticipated contract completion date for contract bonds.

### 11. Reinsurance

-----

The Company assumes and cedes reinsurance and participates in various pools. The financial statements reflect premiums, benefits and settlement expenses, and deferred policy acquisition costs, net of reinsurance ceded. Amounts recoverable from reinsurers are estimated in a manner consistent with the future policy benefit and claim liability associated with the reinsured policies.

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CUMBERLAND TECHNOLOGIES, INC.

NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

11. Reinsurance (continued)  
-----

Accounts recoverable from reinsurers for unpaid losses are presented as an asset in the accompanying consolidated financial statements.

12. New Accounting Standards  
-----

SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities is effective for all fiscal years beginning after June 15, 2000. SFAS No. 133, as amended, establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. Under SFAS No. 133, certain contracts that were not formerly considered derivatives now meet the definition of a derivative. The Company identified one product that meets the definition of a derivative instrument as defined in SFAS No. 133. The identified derivative was formerly accounted for as an insurance contract within the policy liabilities for loss and loss adjustment expenses account in the consolidated balance sheet. Effective January 1, 2001 the Company adopted SFAS No. 133. The transition adjustment of \$600,000 was reclassified from the policy liabilities for loss and loss adjustment expenses account to a liability for derivative instruments account on the consolidated balance sheet at March 31, 2001. The increase in the derivative instruments account in the amount of \$344,034 is included in losses and loss adjustment expenses on the March 31, 2001 income statement. Estimates and assumptions were used in determining the valuation of derivative instruments. Such estimates and assumptions could change in the future as more information becomes known which would effect the amounts reported and disclosed herein.

In assessing the value of the derivative instruments, the Company estimated the cash flows from the derivative based on the data obtained from its insurance agency regarding the composition of the insured portfolios and discount factors obtained from its actuaries which take into account lapse rates and the probability of claims under the policy. The Company applied these factors to market values of the insured portfolio's as of December 31, 2000, as adjusted for additions to the portfolio during the first quarter of 2001. The Company is in the process of obtaining an independent appraisal of the derivative instruments as of March 31, 2001. The appraisal may indicate that the value of the derivative instruments is greater than the amount recorded in the March 31 financial statements, and require the Company to record an additional loss to reflect that value.

CUMBERLAND TECHNOLOGIES, INC.

NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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13. Statutory Accounting Practices  
-----

CCS is domiciled in Florida and prepares its statutory-basis consolidated financial statements in accordance with accounting practices prescribed or permitted by the Florida Insurance Department. "Prescribed" statutory accounting practices include state laws, regulations, and general administrative rules, as well as a variety of publications of the National Association of Insurance Commissioners ("NAIC"). "Permitted" statutory accounting practices encompass all accounting practices that are not prescribed; such practices may differ from state to state, may differ from company to company within a state, and may change in the future. In 1998, the National Association of Insurance Commissioner adopted the Codification of Statutory Accounting Principles (Codification) for insurance companies. Codification, which is intended to standardize regulatory accounting and reporting for the insurance industry, is effective January 1, 2001. The Company implemented codification at January 1, 2001. On a statutory accounting basis, CCS's underwriting operations reported income net of taxes of (\$191,483) for the three months ended March 31, 2001 and \$511,624 for the year ended December 31, 2000. Statutory surplus (shareholders' equity) of these operations was \$5,586,139 and \$5,441,336 as of March 31, 2001 and December 31, 2000, respectively.

14. Comprehensive Income  
-----

The Company adopted the provisions of the SFAS No. 130, "Reporting Comprehensive Income," in 1998. Comprehensive income is defined as any change in equity from transactions and other events originating from nonowner sources. In the Company's case, those changes are principally comprised of our reported net income and changes in the unrealized appreciation and depreciation of the Company's available-for-sale securities. SFAS No. 130 requires that the Company report all components of comprehensive income. The following summaries present the components of our comprehensive income, other than net income, for the three months ended March 31, 2001 and March 31, 2000, respectively.

	Consolidated Statements of Comprehensive Income	
	Three Months Ended March 31,	
	2001	2000
Net income .....	\$222,017	\$438,674
Other comprehensive income:		
Unrealized (depreciation) appreciation of available-for-sale securities arising during period .....	(95,579)	38,007
Less: reclassification adjustment for gains included in net income .....	--	213,308
Comprehensive income .....	\$126,438	\$263,373

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## NOTES TO CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

### Forward-looking Statement Disclosure

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All statements, other than statements of historical facts, included or incorporated by reference in this Form 10-Q which address activities, events or developments which the Company expects or anticipates will or may occur in the future, including statements regarding the Company's competitive position, changes in business strategy or plans, the availability and price of reinsurance, the Company's ability to pass on price increases, plans to install the Bond-Pro(R) program in independent insurance agencies, the impact of insurance laws and regulation, the availability of financing, reliance on-key management personnel, ability to manage growth, the Company's expectations regarding the adequacy of current financing arrangements, product demand and market growth, and other statements regarding future plans and strategies, anticipated events or trends similar expressions concerning matters that are not historical facts are forward-looking statements. These statements are based on certain assumptions and analysis made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as factors it believes are appropriate in the circumstances. However, whether actual results and developments will conform with the Company's expectations and predictions is subject to a number of risks and uncertainties which could cause actual results to differ significantly and materially from past results and from the Company's expectations. All of the forward-looking statements made in this Form 10-Q are qualified by these cautionary statements and there can be no assurance that the actual results or development anticipated by the Company will be realized or, even if substantially realized that they will have the expected consequences to or effects on the Company or its business or operations.

The Company's independent accountants have not performed an interim review of the financial statements included in this Report. The Company intends to request that the accountants complete such a review once an independent appraisal report is obtained on the derivative instruments. There can be no assurance that the review will not cause the Company to adjust its financial statements as of March 31, 2001, for changes in the value of the derivative, or for other items.

Item 2.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

-----

#### LIQUIDITY AND CAPITAL RESOURCES

-----

The capacity of a surety company to underwrite insurance and reinsurance is based on maintaining liquidity and capital resources sufficient to pay claims and expenses as they become due. Based on standards established by the National Association of Insurance Commissioners (NAIC) and promulgated by the Florida Department of Insurance, the Company is permitted to write net premiums up to an amount equal to three times its statutory surplus, or approximately \$16,300,000 at December 31, 2000. Statutory guidelines impose an additional limitation on increasing net written premiums to no more than 33% of prior year's net written premiums. Under these guidelines, the Company could increase net written premiums by approximately \$4,200,000 in the year 2001 subject to risk-based capital limitations.

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At March 31, 2001, \$25,033,107 of the Company's total assets calculated based on generally accepted accounting principles were comprised as follows: 47 percent in cash and investments (including accrued investment income), 36 percent in receivables and reinsurance recoverables, 13 percent in intangibles and deferred policy acquisition costs and 4 percent in other assets.

The Company follows investment guidelines that are intended to provide an acceptable return on investment while maintaining sufficient liquidity to meet its obligations.

Net cash provided by (used in) operating activities was \$1,128,943 and \$47,474 for the three months ended March 31, 2001 and 2000, respectively. Net cash provided by operating activities is attributed to a decrease in policy liabilities and accruals which is offset by an increase in reinsurance payables and recoverables, accounts receivable and depreciation.

Net cash provided by investing activities was (\$494,076) and \$54,216 for the three months ended March 31, 2001, and 2000, respectively. Investing activities consist of purchases and sales and maturities of investments.

As of March 31, 2001 the Company had sufficient capital resources to fund foreseeable future requirements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
----- FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### RESULTS OF OPERATIONS

#### COMPARISON OF THREE MONTHS ENDED MARCH 31, 2001 AND 2000

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During the three months ended March 31, 2001, net premium income totaled \$3,084,697 representing a net increase of 14 percent from that of the same period in 2000 (\$2,710,887). The increase is attributed to the marketing direction of the Company, which is to penetrate the direct market while decreasing the volume of reinsurance premiums assumed through Pooling Agreements. During the first three months of 2001 as compared to the same period in 2000, direct premiums earned increased \$660,522 (24%); assumed premiums increased \$48,150 (7%) and ceded premiums increased \$334,862 (47%). Ceded premiums increase as the volume of direct and assumed premiums increased based on their relationship under the Company's reinsurance treaties.

Net investment income for the first quarter of 2001 remained consistent when compared to the same period in the first quarter of 2000. Other income increased by \$203,024 during the first three months of 2001 when compared to 2000. The increase is attributable to subsidiary company's earnings.

During the three months ended March 31, 2001 and 2000, loss and loss adjustment expenses increased to \$882,392 from \$750,096, respectively. Incurred loss and loss adjustment expenses represent the net reserve increase after deduction of paid claims and fluctuates based on premiums written and earned as well as claims incurred and paid. The increase of \$132,296 is consistent with the flow of premiums when comparing the first quarter of 2001 to the same period of 2000.

During the three months ended March 31, 2001 and 2000, amortization of deferred policy acquisition costs increased to \$1,096,621 in 2001 from \$886,483

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in 2000. The amortization of deferred policy acquisition costs increase is attributed to the increase in premiums written and earned.

Operating expenses increased by \$356,317 or 32% for the three months ended March 31, 2001 when compared to the same period in 2000. The increase is attributed to salary expenses \$232,300; legal fees \$73,000; travel expenses \$26,100; rent \$11,700; taxes, license and fees \$6,900 and other miscellaneous expenses of \$6,300. The increases are attributed to growth.

Interest expense is attributed to the interest on notes payable to affiliates.

Income taxes in the three months ending March 31, 2001 and 2000 were included based on the effective rate of 34%.

Item 3.                               QUANTITATIVE AND QUALITATIVE DISCLOSURES  
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  ABOUT MARKET RISK  
  -----

The Company had approximately \$10.3 million of investments as of March 31, 2001. These investments largely consisted of state government obligations and had either variable rates of interest or stated interest rates ranging from 4.75% to 8.5%. The Company's investments are exposed to certain market risks inherent with such assets. This risk is mitigated by the Company's policy of investing in securities with high credit ratings and investing through major financial institutions with high credit ratings.

The Company has notes payable of \$2 million at an average interest rate of 8.5%. The terms of the note agreement are such that pre-payment of such debt may not be advantageous to the Company in the event that funds may be available to the Company at a lower rate of interest.

PART II - OTHER INFORMATION  
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Item 1.           Legal proceedings  
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None

Item 2.           Changed in securities  
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None

Item 3.           Defaults upon senior securities  
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None



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Item 4. Submission of matters to a vote of security holders  
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None

Item 5. Other Information  
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None

Item 6. Exhibits and reports on Form 8-K  
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(a) None

(b) No reports on Form 8-K were filed during the quarter for which this report is filed.

SIGNATURES

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

CUMBERLAND TECHNOLOGIES, INC.  
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Date: May 22, 2001

By: /s/ Joseph M. Williams  
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Joseph M. Williams  
President and Chief Executive Officer  
(Principle Executive Officer)

Date: May 22, 2001

By: /s/ Carol S. Black  
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Carol S. Black  
Secretary and Chief Financial Officer  
(Principle Accounting and Financial Officer)