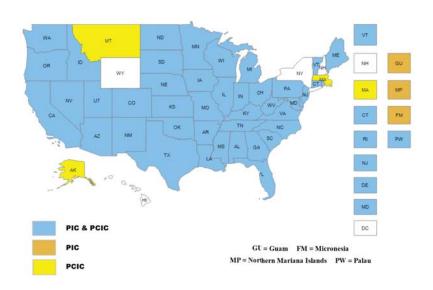


2018 ANNUAL REPORT

# COMPANY PROFILE

Founded in 1981 in Crossville, Tennessee, The Plateau Group, Inc. is an underwriter of payment protection products and a distributor of related financial products and services throughout the United States and South Pacific Islands. Plateau serves clients in the banking, consumer finance, automotive, credit union and retail industries. The company is considered one of the premier providers of products and services to financial institutions. Plateau also holds a national reputation as a provider of reinsurance and reinsurance accounting.

# **AUTHORIZED STATES**



# FINANCIAL PERFORMANCE

# Financial Performance Results for 2018 Include:

- Pretax income of \$2,899,358 compared to \$2,936,431 for 2017; a decrease of 1.26%.
- Net after tax income of \$2,216,478 compared to \$2,743,244 for 2017; a decrease of 19.2%.
- Net income per share of \$1.84 compared to \$2.31 for 2017; a decrease of 20.3%.
- Shareholders' equity at year-end 2018 of \$29,522,292 (\$24.55 per share) compared to \$28,245,086 at year-end 2017 (\$23.69 per share); an increase of 4.5%.
- Return on equity of 7.8% for 2018 compared to 10.3% for 2017.
- Collected insurance premium of \$112,976,355 compared to \$112,180,589 for 2017; an increase of 0.71%.
- Cash and Invested Assets at year-end were \$67,959,550 compared to \$69,583,526 at 2017.
- Investment Income of \$1,209,302 compared to \$1,359,164 for 2017; a decrease of 11.0%.
- Commissions and Fee Income of \$4,939,441 compared to \$4,871,901 for 2017.
- Ratio of Operating Expenses to Operating Revenue decreased to 26.08% in 2018 compared to 26.89% in 2017.

**NOTE:** Total revenues, cash and invested assets and investment income used in this presentation may not coincide with the enclosed balance sheet and income statement because certain components are reclassified for GAAP presentation. The numbers discussed in the Letter to Shareholders and in the Analysis of Premium Section are used consistently for planning and comparison.

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# LETTER TO SHAREHOLDERS



Dick Williams President

To our:

Shareholders, Customers, and Prospective Customers:

Plateau's gain in net worth for 2018 was \$1,277,206 which amount increased the total net worth of the Company by 4.5% to \$29,522,292. Net income for 2018 was \$2,216,478 compared to \$2,743,244 for 2017 a decrease of 19.2%. In comparing 2018 net income to 2017, a more realistic comparison is to compare pre-tax income for each of these years because 2017 after tax earnings were bolstered by a favorable tax adjustment when Congress rewrote the U.S. Tax Code. This adjustment allowed Plateau to reduce its deferred tax liability by \$458,000. Pretax income for 2018 was \$2,899,358 compared to \$2,936,431 for 2017, a decrease of 1.26%. We will now discuss the performance of our main revenue sources for comparisons, as well as reviewing the expense components.

Collected insurance premiums were a record \$112,976,355 although it was a record by the small margin of 0.71%. Three (one million dollar plus) producers discontinued sales of our products for different reasons between 2017 and 2018. However, we attracted enough new production during

2018 to end up ahead for the year by \$795,766. Premiums by Market Segment and the changes for 2018 are illustrated in the chart on page five (5). Underwriting income is the contribution to income from these premiums less claims, commissions and premium taxes. Underwriting income, which was \$12,029,884 in 2017, fell to \$11,071,137 in 2018, a decline of \$958,747. Eighty percent of the decline in underwriting profits was attributable to a spike in disability claims as compared to 2017.

Plateau's second largest source of income is commissions and fee income. Some of our underwritten products such as extended service contracts and debt protection include fees in addition to the insurance premiums designed to generate income to cover administrative costs. A larger portion of this source is commission income recognized from sales of brokered products primarily in the bank and automobile market segments. The total of this income for 2018 was \$4,939,441 compared to \$4,871,901 for 2017. Plateau's marketing team is focused on cross selling these brokered products in existing accounts and marketing them to prospects where we do not have our basic credit insurance products in place.

Investment income, our third source of income, is generated by investing our equity and insurance reserves in marketable security instruments. At year-end 2018 our investment portfolio totaled \$67,959,550 compared to \$69,583,526 at year end 2017. The reduction in invested assets was primarily related to a \$1,090,000 reduction of our notes payable during 2018. Investment income generated by the invested assets for 2018 was \$1,209,302 compared to \$1,359,164 for 2017 where much of the decline was attributable to the debt reduction, which in turn reduced the investment income from those borrowed funds no longer invested. On the expense side, we no longer have the interest expense on those borrowed funds which was greater than the rate at which we could invest those funds. More than ninety-five

percent of our portfolio is invested in short term certificates of deposit and fixed income government bonds. The average yield on our investments for 2018 was 1.8% as we continued our conservative investment portfolio.

Technology investments and regulatory and compliance costs have increased rapidly in the last few years for Plateau. At the forefront of the digital transformation is the safety and security of our customer information. Financial Institutions selling our products are now required to take steps to make sure we meet their regulatory requirements through due diligence reviews, some of which are required to make on-site inspections. Ultimately Plateau is required to engage an outside vendor to perform testing on our data security and provide us a written annual report of findings, referred to as a SOC 2, Type II, which we then provide to our customers. Even considering the rising costs of doing business, Plateau has reduced its ratio of Operating Expenses to Operating Revenue from 26.89% in 2017 to 26.08% for 2018. Many of the costs, as mentioned above, are out of our control but a reduction in the overall ratio indicates we have been successful in managing the costs within our control. Our stated goal for this ratio is 25%. We believe we can achieve this target in the next couple of years. The revenue component of the ratio includes our underwriting margin and the commission and fee income but does not include investment income. The expense component includes all general overhead and interest expense, but does not include commissions paid, claims or premium taxes as they have been included in the calculation of our underwriting margin.

The financial insurance services market is in a challenging environment. Diversification, both geographically and through products, is increasingly important for Plateau. Our product mix has shifted from the majority being life and disability products to the majority being property and casualty insurance products. To illustrate the shift, our life company, Plateau Insurance Company (PIC) produced over \$55.3 million of premium in 2015 compared to property and casualty premiums at Plateau Casualty Insurance Company (PCIC) of \$44.6 million the same year. In 2018 PCIC produced \$64.3 million compared to \$48.7 for PIC.

Credit life and credit disability have experienced the greatest decline for PIC. Automobile dealers, commercial banks and other sales finance outlets (Recreational Vehicles, marine, furniture stores) are selling these products at much lower levels than in prior years. This reduction is industry wide. Banks are making far fewer consumer loans where the credit products are offered and on the loans that are eligible for these products, the products are not offered to the degree they were in the past. Automobile dealers have shifted to other products including extended service contracts, GAP waivers and other vehicle protection products which we also offer. Consumer finance companies continue to sell credit life and disability along with property products just as they have done for many years.

PIC has experienced growth in a couple of "monthly pay" products. When Transamerica exited the payment protection business in 2016 it had several million dollars of Group Mortgage premium on its books. For PIC to obtain that business, the creditors had to agree for PIC to execute a takeover and replace the Transamerica certificates with PIC certificates. We have replaced about \$2 million of that business in the last two years and have identified approximately \$1.5 million more and we are discussing with the creditors to move the business to PIC. The other monthly pay product is accidental death insurance which is offered by one of our vendors on deposit accounts with commercial banks where we have replaced an existing underwriter. During the fourth quarter of 2018 and the first quarter of 2019, we have taken over approximately \$2.5 million in annual premium of this business, the majority of which will be recognized in 2019.

PREMIUM BY MARKET SEGMENT							
<u>Source</u>	2017		2018	:	2017-2018 Change	2018 % of Total	
Consumer Finance Co.	\$40,391,789	\$	41,508,013	\$	1,116,224	36.7%	
Commercial Banks	\$32,059,643	\$	29,775,747	\$	(2,283,896)	26.4%	
Automobile Dealers	\$18,281,484	\$	23,265,454	\$	4,983,970	20.6%	
Credit Unions	\$15,023,955	\$	14,544,849	\$	(479,106)	12.9%	
Other Sales Finance	\$ 6,423,718	\$	3,882,292	\$	(2,541,426)	3.4%	
Totals	\$ 112,180,589	\$	112,976,355	\$	795,766	100.0%	

PCIC's premium grew \$4.5 million in 2018 and \$19.7 million since 2015. The combined growth of premium of PIC and PCIC has been \$13 million since 2015. The majority of the business opportunities our management team has reviewed in the past few years have required property and casualty products with the primary product being a contractual liability insurance policy (CLIP). CLIP's are issued to assume the contractual obligations of debt protection, GAP waivers, and extended service contracts. These entities often seek PCIC, as a company rated A- or better by A.M. Best Company, to issue a CLIP to a third-party administrator (TPA) who provides administration, including adjudicating product We collect premium to ultimately insure the product or the performance of the administrator. These arrangements allow us to recognize income as the ultimate underwriter but with less demand for increased staffing and associated expenses at our home office. In these arrangements we review the actuarial soundness of the product and its rates and perform a due diligence review on the TPA. Both PIC and PCIC have some of these business arrangements in place but the majority we have reviewed have required a CLIP policy from PCIC. A TPA agreement typically produces less income thereby putting downward pressure on our insurance margin, but which should not have an unfavorable impact on our ratio of operating expenses to operating revenue since we are not providing administration.

In 2018, with a need to provide extended service agreements in Florida, we formed a new subsidiary of PCIC called Plateau Warranty Company (PWC). PWC is a Tennessee corporation holding what is called a 634 license in Florida. The requirements to provide service agreements in Florida are unique, and state specific, requiring us to hold this license to compete therein. We expect to report successful production for PWC during 2019.

On a regular basis we witness our associates putting forth extraordinary efforts to provide customer service. We continue to emphasize the critical importance of understanding our customers and their needs, which is the essence of superior customer service. We now have about eighty-five associates at our Crossville headquarters and there are twenty photos on our entry wall of associates who have been with Plateau at least twenty-five years. These photos confirm that our associates believe Plateau is a good place to spend their working hours. I thank them for being committed to our culture.

I would like to recognize and thank Jim England and David Williamson for their years of service to Plateau by serving on our Board of Directors. Jim served two periods of time on our board, from 1988 to 1994 and again from 2009 to 2019, taking a break while he served as Chairman of the Tennessee Bankers Association and having other time commitments. David has served for 14 years (2005-2019). Each has other commitments now and are not up for re-election. Jim and David have been valuable resources for Plateau. I appreciate their contributions.

I offer a sincere thanks for your continued partnership, trust and investment in our Company, our culture and our people. We look forward to working hard in 2019 and in the years to come to deliver the value and service you have come to expect from Plateau.

Dut William

Regards,

President

# MARKETING/SALES DEVELOPMENT



Reed Gass Chief Marketing Officer



Thom Hagan Middle Tennessee



David Greene West Tennessee



Cameron Rogers East Tennessee



Doyle Kelly Southeast



Greg Janssen Indiana



Bob Joyce Northeast



Dave Karr Financial Institutions



Andrea Bower Kansas



Tony Snow Indiana



Melody Williams, PhD Director of Training



Bill Elliott Client Management



John Kelly Southeast Agent



Michael Boozer South Carolina Agent

# MANAGEMENT



David Hardegree, CPA Chief Financial Officer Executive Vice President



Euretha Roberts Sr. VIce President Operations



Mike Graham Sr. Vice President Reinsurance Accounting



Eric Shaver Sr. Vice President Information Technology



Michael Ramsey, CPA Vice President Treasurer



Skip Davis Sr. Vice President Products/Marketing



Steve Douglas Vice President General Counsel



Elaine Pelletier, FSA, MAAA Sr. Vice President Actuary



Sharon Tabor, Vice President Property & Casualty



Shelia Newberry Vice President Title Insurance



Sandy Whitson Vice President Premium Processing



Doris Davis Vice President Credit Claims



Judy Hicks Vice President Accounting



Terri Hammons Vice President Agent Services



Sissie Turner Vice President Group Mortgage/MOB



Deedy Adams Vice President Compliance



Joy Whited Vice President Underwriting

# CONSOLIDATED BALANCE SHEET

### THE PLATEAU GROUP, INC. AND SUBSIDIARIES

### (Unaudited)

		As of December 31,		
		2018		2017
Assets				
Debt securities	\$	46,478,822	\$	49,036,688
Equity securities		1,474,424		1,503,050
Cash and cash equivalents		15,875,470		13,427,345
Certificates of deposit		2,376,237		3,813,256
Notes Receivable		1,447,779		1,474,433
Investment in reinsurance companies		295,600		295,600
Other invested assets	_	11,218	_	33,154
Total cash and invested assets		67,959,550		69,583,526
Accrued interest and dividends		306,975		433,614
Accounts receivable		4,556,651		4,495,372
Reinsurance recoverable on losses and loss adjustment expenses		5,738,649		5,356,837
Prepaid reinsurance premium		63,915,677		62,556,430
Deferred policy acquisition cost		19,653,417		17,581,559
Goodwill		279,562		279,562
Intangible assets		2,581,133		3,031,079
Office property and equipment		3,728,757		3,805,777
Income tax recoverable		735,086		18,198
Other assets		2,160,712		2,086,412
Total Assets	\$	171,616,169	\$	169,228,366
Liabilities and Shareholders' Equity Liabilities:				
Reserve for losses and loss adjustment expenses	\$	13,300,620	\$	13,476,291
Unearned premium		112,511,737		110,134,112
Reinsurance payable		3,933,602		3,848,138
Accounts payable and accrued expenses		8,263,364		8,670,455
Net deferred tax liability		721,810		549,523
Notes payable		3,362,744		4,304,761
Total Liabilities	_	142,093,877	_	140,983,280
Shareholders' Equity: Common stock - \$1 par value, 2,000,000 shares authorized,	_		_	
1,202,509 in 2018 and 1,192,527 in 2017 issued and outstanding		1,202,509		1,192,527
Additional paid-in capital		5,930,617		5,706,253
Retained earnings		23,338,790		21,726,345
Accumulated other comprehensive loss	_	(949,624)	_	(380,039)
Total Shareholders' Equity	_	29,522,292		28,245,086
Total Liabilities and Shareholders' Equity	\$_	171,616,169	\$_	169,228,366

# CONSOLIDATED EARNINGS

### THE PLATEAU GROUP, INC. AND SUBSIDIARIES

### (Unaudited)

		Years ended December 31,		
		<u>2018</u>		<u>2017</u>
Operating Revenues				
Premium earned	\$	45,071,597	\$	45,807,250
Ceding fees on premium reinsured		4,904,674		4,816,390
Net commission income		1,820,006		1,636,719
Other income	_	3,119,435	_	3,235,182
Total operating revenues	_	54,915,712	_	55,495,541
Losses and Expenses				
Death benefits		4,848,206		4,128,502
Accident and health benefits		2,389,601		1,361,903
Losses and loss adjustment expenses		11,758,499		13,556,975
Other underwriting expenses incurred		34,229,350		34,870,894
Total losses and expenses		53,225,656	_	53,918,274
Operating gain before investment activity		1,690,056		1,577,267
Net investment income earned	_	1,209,302	_	1,359,164
Income before income tax expense	_	2,899,358	_	2,936,431
Income Tax Expense (Benefit)				
Current		359,188		845,293
Deferred		323,692		(652,106)
Total income tax expense	_	682,880		193,187
Net income		2,216,478		2,743,244
Other comprehensive income (loss), net of tax:				
Unrealized holding (losses) gains arising during period, net of tax				
benefit (expense) of \$154,015 and \$(87,214), respectively		(579,388)		178,723
Reclassification adjustment for losses realized in net income,		0.002		27.774
net of tax benefit of \$2,606 and \$23,658, respectively	_	9,803	_	37,774
Other comprehensive income, net of tax	_	(569,585)	_	216,497
Total comprehensive income	\$	1,646,893	\$	2,959,741

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

THE PLATEAU GROUP, INC. AND SUBSIDIARIES

# (Unaudited)

Total Shareholders' Equity	25,319,219	2,743,244 216,497 659,451	(301,848) (576,776) 185,299	2,925,867	28,245,086	2,216,478 (569,585) (48,431) (596,264) 275,008	1,277,206
Accumulated Other Comprehensive Income (Loss)	(544,588)	216,497		(51,948)	(380,039)	(569,585)	(569,585)
Retained <u>Earnings</u>	19,560,926	2,743,244	(52,997) (576,776)	51,948	21,726,345	2,216,478 (7,769) (596,264)	1,612,445
Additional Paid-In Capital	5,135,298	628,801	(234,128)	570,955	5,706,253	(38,497)	224,364 \$ 5,930,617
Common Stock	1,167,583	30,650	(14,723)	24,944	1,192,527	(2,165)	9,982
	Balance as of January 1, 2017	Net income Other comprehensive income Stock issued - 30,650 shares	Retirement of stock - 14,723 shares Dividends to stockholders Dividend reinvestment - 9,017 shares	Reclassification of AOCI - Legislative rate change Total	Balance as of December 31, 2017	Net income Other comprehensive income Retirement of stock - 2,165 shares Dividends to stockholders Dividend reinvestment - 12,147 shares	Total Balance as of December 31, 2018

# PLATEAU ASSOCIATES



April Fagan, AVP Credit Claims



Kimberly Vincent Credit Claims



Victoria Stepp Credit Claims



Jessie Walker Credit Claims



Pamela Jones Credit Claims



Mollie Smith Credit Claims



Renee Holbrook Credit Claims



Erin Young, AVP Credit Operations



Jo Reagan Credit Operations



Tonya Iles Credit Operations



Brandy Flynn Credit Operations



Sarah Rary Credit Operations



Joshua VanWinkle Credit Operations



Tasha Higdon Credit Operations



Tiffany Thompson Credit Operations



Cassie Iles Credit Operations



Leanne Landers Credit Operations



Bre Weidner Credit Operations



Jackie Wilbanks Group Mortgage/MOB



Shaina Hardy Group Mortgage/MOB



Kelley Miller Group Mortgage/MOB



Hannah Lau Group Mortgage/MOB



Sandra Bradberry Underwriting



Becky Johnston Underwriting



Meredith Mullen Underwriting



Underwriting



Brandy Adkins Underwriting

# PLATEAU ASSOCIATES



Keli Smith Agent Services



Margaret Mullinax Agent Services



Amanda Dyer Agent Services



Andrew Eller Agent Services



Jessica Hawn Licensing



Megan Sherrill Licensing



Melissa Dyer Title Services



Mary Franc Graham Compliance



Alexis Deibler Compliance



Beverly Jolly Compliance



James Hall Compliance



Eric Shaver II Information Technology Security Officer



Daniel Carey Information Technology



JoAnn Ramsey



Troy Bolen Information Technology Information Technology



Skye Pearson



Greg Baughman



Julie Howard Information Technology Information Technology Information Technology



LeeAnn Roberts, AVP P&C/Auto



Heather Johnson P&C/Auto



Whitney Henry P&C/Auto



Cammie Elmore P&C/Auto



Brandi Wyatt P&C/Auto



Cindy Guerin-Couch P&C/Auto

# PLATEAU ASSOCIATES



Vicki Mason General Services



Vicki Carlson General Services



Stephanie Carey General Services



Brett Suggs General Services



Laura Looney General Services



Glenna Jackson General Services



Tracy Graham, AVP Accounting



Margaret Smith Accounting



Lynette Durant Accounting



Christy Reed Accounting



Michele Standefer Accounting



Scarlett Sapp-Holmes Accounting



Johnnie Whittenburg Reinsurance



Kaye Barnett Reinsurance



Hannah VanWinkle Reinsurance



Crystal Davidson Reinsurance



Nick Donathan Reinsurance



Martha Lindsay Plateau West



Andrea Shumate Plateau West



Natasha Collins Plateau West



Tamara Burton Plateau West

# EXECUTIVE COMMITTEE



Steve Miller, Chairman The Plateau Group, Inc. Crossville, TN



Dick Williams, President The Plateau Group, Inc. Crossville, TN



John Barker, CEO Citizens Tri-County Bank Dunlap, TN



John Bruno Brentwood, TN



Wib Evans, President First Bank Ventures Lexington, TN



John Haile Cleveland, TN

# BOARD OF DIRECTORS

David Barnes, President Bank of Frankewing Frankewing, TN

Bill Bates, CEO Bank of Perry County Lobelville, TN

James England, Chairman Decatur County Bank Decaturville, TN

Craig Fitzhugh, Chairman, CEO Bank of Ripley Ripley, TN Randy Graham, President, CEO First National Bank of Tennessee Livingston, TN

David Hardegree, CFO The Plateau Group, Inc. Crossville, TN 38555

Mark Hayes, Chairman, CEO First National Bank Pulaski, TN

Wright Hickerson, III, Director FCB Corporation Manchester, TN

Andy Nash, EVP The Farmers Bank Portland, TN

David Williamson, President, CEO Bank of Putnam County Cookeville, TN

Chad Wilson, President Foundation Bank/McKenzie Banking Co. Jackson, TN

# ASSOCIATES BY DEPARTMENT

### Corporate

Dick Williams
David Hardegree, CPA
Euretha Roberts
Mike Graham
Eric Shaver
Skip Davis
Elaine Pelletier, FSA, MAAA
Steven Douglas, ATTY
Bill Elliott

### **Marketing Staff**

Reed Gass
Thom Hagan
David Greene
Cameron Rogers
Doyle Kelly
Bob Joyce
Greg Janssen
Tony Snow
Andrea Bower
Dave Karr
Melody Williams, PhD, Trainer

### **Marketing Agents**

Jim Smartt Hank Loveday Donna Brown Michael Boozer John Kelly

### **Information Technology**

Eric Shaver
JoAnn Ramsey
Daniel Carey
Troy Bolen
Eric Shaver II
Skye Pearson
Greg Baughman
Julie Howard
Garrett Davis

### **Group Mortgage/MOB**

Sissie Turner Jackie Wilbanks Shaina Hardy Kelley Miller Hannah Lau

### **Agent Services**

Terri Hammons Keli Smith Margaret Mullinax Amanda Dyer Andrew Eller Jessica Hawn Megan Sherrill

### **General Services**

Vicki Mason Vicki Carlson Stephanie Carey Laura Looney Brett Suggs Craig Wyatt Jewell Selby Glenna Jackson

### **Corporate Accounting**

Michael Ramsey, CPA Judy Hicks Margaret Smith Tracy Graham Christy Reed Lynette Durant Scarlet Sapp Michele Standefer

### **Reinsurance Accounting**

Mike Graham Johnnie Whittenburg Kaye Barnett Hannah VanWinkle Crystal Davidson Nick Donathan

### P & C / Auto

Sharon Tabor LeeAnn Roberts Heather Johnson Whitney Henry Cammie Elmore Brandi Wyatt Cindy Guerin-Couch

### **Title Insurance**

Shelia Newberry Melissa Dyer

### **Compliance**

Deedy Adams Beverly Jolly Alexis Deibler Mary Franc Graham, ATTY James Hall

### **Credit Operations**

Sandy Whitson
Erin Young
Jo Reagan
Joshua VanWinkle
Tasha Higdon
Tonya Iles
Bre Weidner
Sarah Rary
Tiffany Thompson
Brandy Flynn
Cassie Iles
Leanne Landers
Henri Calahan

### **Underwriting**

Joy Whited Sandra Bradberry Becky Johnston Meredith Mullen Dana Redwine Brandy Adkins

### **Credit Claims**

Doris Davis
April Fagan
Kimberly Vincent
Victoria Houston
Jessie Walker
Renee Holbrook
Pamela Jones
Mollie Smith

### Plateau West

Martha Lindsay Natasha Collins Tamara Burton Andrea Shumate

# PLATEAU CUSTOMERS



# PLATEAU CORPORATE OFFICE



Crossville, Tennessee

# The Plateau Group

2701 North Main Street Crossville, TN 38555

P.O. Box 7001 Crossville, TN 38557-7001

www.800plateau.com 1-800-PLATEAU