

**QUARTERLY STATEMENT**

**OF THE**

**DEALERS ASSURANCE COMPANY**

of **UPPER ARLINGTON**

in the state of **OHIO**

**TO THE**

**Insurance Department**

**OF THE**

**STATE OF**

**FOR THE QUARTER ENDED**

**March 31, 2013**

**PROPERTY AND CASUALTY**

**2013**



16705201320100101

# QUARTERLY STATEMENT

**AS OF MARCH 31, 2013**  
OF THE CONDITION AND AFFAIRS OF THE

## Dealers Assurance Company

NAIC Group Code	0000 (Current Period)	0000 (Prior Period)	NAIC Company Code	16705	Employer's ID Number	34-6513705
Organized under the Laws of Country of Domicile				State of Domicile or Port of Entry Ohio		
Incorporated/Organized Statutory Home Office	August 2, 1935			Commenced Business August 2, 1935		
	3518 Riverside Drive (Street and Number)			Upper Arlington, OH US 43221 (City or Town, State, Country and Zip Code)		
Main Administrative Office	3518 Riverside Drive			(Street and Number)		
	Upper Arlington, OH US 43221 (City or Town, State, Country and Zip Code)			800-282-8913 (Area Code) (Telephone Number)		
Mail Address	3518 Riverside Drive (Street and Number or P.O. Box)			Upper Arlington, OH US 43221 (City or Town, State, Country and Zip Code)		
Primary Location of Books and Records	3518 Riverside Drive (Street and Number)			Upper Arlington, OH US 43221 (City or Town, State, Country and Zip Code) 800-282-8913 (Area Code) (Telephone Number)		
Internet Website Address	www.dealersassurance.com					
Statutory Statement Contact	Daniel E George (Name) dgeorge@dealersassurance.com (E-Mail Address)			800-282-8913-208 (Area Code) (Telephone Number) (Extension) 614-459-2665 (Fax Number)		

## OFFICERS

	Name	Title
1.	Kirk Alan Borchardt	CEO/President
2.	Daniel Eric George	CFO/Secretary
3.	Sharon Mae Spohn	Treasurer

## VICE-PRESIDENTS

## **DIRECTORS OR TRUSTEES**

State of Ohio

County of Franklin ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)  
Kirk Alan Borchardt  
(Printed Name)  
1.  
CEO/President  
(Title)

---

(Signature)  
Daniel Eric George  
(Printed Name)  
2.  
CFO/Secretary  
(Title)

---

this an original filing? [ X ] Yes [ ] No  
no: 1. State the amendment number  
2. Date filed  
3. Number of pages attached

Subscribed and sworn to before me this  
10th day of May \_\_\_\_\_, 2013

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	56,850,239		56,850,239	56,585,130
2. Stocks:				
2.1 Preferred stocks	4,438,099		4,438,099	4,019,168
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 4,853,884), cash equivalents (\$ 0), and short-term investments (\$ 6,536,225)	11,390,109		11,390,109	9,693,157
6. Contract loans (including \$ 0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	72,678,447		72,678,447	70,297,455
13. Title plants less \$ 0 charged off (for Title insurers only)	420,679		420,679	545,576
14. Investment income due and accrued				
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,894,680		1,894,680	2,204,472
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	342,596		342,596	400,178
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$ 0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	1,140,147	1,140,147		
24. Health care (\$ 0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	544,186	14,747	529,439	632,276
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	77,020,735	1,154,894	75,865,841	74,079,957
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	77,020,735	1,154,894	75,865,841	74,079,957

DETAILS OF WRITE-IN LINES				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Accounts Receivable	520,388		520,388	626,969
2502. Prepaid Expenses	14,747	14,747		
2503. Dividends Receivable	9,051		9,051	5,307
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	544,186	14,747	529,439	632,276

## LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 0)	32,115	31,417
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	2,011	1,981
4. Commissions payable, contingent commissions and other similar charges	458,236	436,000
5. Other expenses (excluding taxes, licenses and fees)	386,097	512,578
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	359,302	523,572
7.1. Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))	641,548	771,917
7.2. Net deferred tax liability		
8. Borrowed money \$ 0 and interest thereon \$ 0		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 161,958,734 and including warranty reserves of \$ 13,374,785 and accrued accident and health experience rating refunds including \$ 0 for medical loss ratio rebate per the Public Health Service Act)	14,982,897	14,273,531
10. Advance premium		
11. Dividends declared and unpaid:		
11.1. Stockholders		
11.2. Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	241,144	457,160
13. Funds held by company under reinsurance treaties	5,479,755	5,146,496
14. Amounts withheld or retained by company for account of others	5,680,438	5,922,971
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$ 0 certified)		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates		
20. Derivatives		
21. Payable for securities	234,336	49,676
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ 0 and interest thereon \$ 0		
25. Aggregate write-ins for liabilities		
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	28,497,879	28,127,299
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	28,497,879	28,127,299
29. Aggregate write-ins for special surplus funds		
30. Common capital stock	4,200,990	4,200,990
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes	3,000,000	3,000,000
34. Gross paid in and contributed surplus	9,232,810	9,232,810
35. Unassigned funds (surplus)	30,934,162	29,518,858
36. Less treasury stock, at cost:		
36.1. 0 shares common (value included in Line 30 \$ 0)		
36.2. 0 shares preferred (value included in Line 31 \$ 0)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	47,367,962	45,952,658
38. Totals (Page 2, Line 28, Col. 3)	75,865,841	74,079,957

DETAILS OF WRITE-IN LINES			
2501.			
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page			
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)			
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)			
3201.			
3202.			
3203.			
3298. Summary of remaining write-ins for Line 32 from overflow page			
3299. Totals (Lines 3201 through 3203 plus 3298) (Line 32 above)			

**STATEMENT OF INCOME**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 32,644,353)	25,215,525	21,019,487	11,023,512
1.2 Assumed (written \$ (33,078))	482,852	540,723	
1.3 Ceded (written \$ 29,390,048)	23,192,906	19,110,729	
1.4 Net (written \$ 3,221,227)	2,505,471	2,449,481	11,023,512
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 0):			
2.1 Direct	14,823,270	13,874,820	518,340
2.2 Assumed	122,852	203,361	
2.3 Ceded	14,818,793	13,962,769	
2.4 Net	127,329	115,412	518,340
3. Loss adjustment expenses incurred	101,030	70,108	407,261
4. Other underwriting expenses incurred	872,709	1,264,746	3,996,146
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	1,101,068	1,450,266	4,921,747
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	1,404,403	999,215	6,101,765
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	286,200	294,422	1,236,556
10. Net realized capital gains (losses) less capital gains tax of \$ 0	18,986	(82,682)	424,907
11. Net investment gain (loss) (Lines 9 + 10)	305,186	211,740	1,661,463
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 0 amount charged off \$ 0)			
13. Finance and service charges not included in premiums	50,237	2,789	62,875
14. Aggregate write-ins for miscellaneous income	50,237	2,789	62,875
15. Total other income (Lines 12 through 14)	1,759,826	1,213,744	7,826,103
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)			
17. Dividends to policyholders	1,759,826	1,213,744	7,826,103
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	641,549	325,076	2,602,434
19. Federal and foreign income taxes incurred	1,118,277	888,668	5,223,669
20. Net income (Line 18 minus Line 19) (to Line 22)			
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	45,952,659	44,155,680	44,155,680
22. Net income (from Line 20)	1,118,277	888,668	5,223,669
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ 0	362,251	373,959	180,570
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(57,582)	(124,207)	(207,175)
27. Change in nonadmitted assets	(7,643)	(7,193)	99,915
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			(3,500,000)
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus			
38. Change in surplus as regards policyholders (Lines 22 through 37)	1,415,303	1,131,227	1,796,979
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	47,367,962	45,286,907	45,952,659

DETAILS OF WRITE-IN LINES			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 05 from overflow page	<b>NONE</b>		
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 05 above)			
1401. Misc Income	48,078	62	52,692
1402. Roadside Commission	2,109	2,627	9,983
1403. Transfer fee Income	50	100	200
1498. Summary of remaining write-ins for Line 14 from overflow page	<b>NONE</b>		
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	50,237	2,789	62,875
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	<b>NONE</b>		
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)			

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance	3,308,613	4,425,058	11,611,175
2. Net investment income	523,624	560,443	1,817,781
3. Miscellaneous income	50,232	2,789	62,875
4. Total (Lines 1 to 3)	3,882,469	4,988,290	13,491,831
5. Benefit and loss related payments	126,629	789,400	916,906
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	1,249,493	1,900,532	4,502,123
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	771,917		1,652,964
10. Total (Lines 5 through 9)	2,148,039	2,689,932	7,071,993
11. Net cash from operations (Line 4 minus Line 10)	1,734,430	2,298,358	6,419,838
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	9,089,221	1,863,296	17,337,930
12.2 Stocks	9,174,265	406,045	4,040,170
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments	362,251		180,570
12.7 Miscellaneous proceeds	184,660		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	18,810,397	2,269,341	21,558,670
13. Cost of investments acquired (long-term only):			
13.1 Bonds	9,514,454	5,157,492	16,824,560
13.2 Stocks	9,155,768	412,308	4,178,628
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	725,824	4,128,142	4,329,344
13.7 Total investments acquired (Lines 13.1 to 13.6)	19,396,046	9,697,942	25,332,532
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(585,649)	(7,428,601)	(3,773,862)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	548,171	452,530	3,500,000
16.6 Other cash provided (applied)			(44,402)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	548,171	452,530	(3,544,402)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,696,952	(4,677,713)	(898,426)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	9,693,157	10,591,583	10,591,583
19.2 End of period (Line 18 plus Line 19.1)	11,390,109	5,913,870	9,693,157

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
20.0002			
20.0003			

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### a. Accounting Practices

The accompanying financial statements of Dealers Assurance Company have been prepared in conformity with accounting practices prescribed or permitted by the National Association of Insurance Commissioners and the State of Ohio. The company adopted codification as of 01/01/01.

#### 1b. – 5c. No changes to note

#### 5d. Loan-Backed Securities

1. Bloomberg is used as a source for the prepayment factors.
2. – 4. Not applicable, no permanently impaired bonds.
5. No impairments exist other than interest rate related declines classified as temporary.

#### 5e.-8. No changes to note

### 9. Income Taxes

#### A. The components of the net deferred tax assets/(liability) at March 31, 2013 and December 31, 2012 are as follows:

1.

	3/31/2013			12/31/2012			Change		
	(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 – 4) Ordinary	(8) (Col 2 – 5) Capital	(9) (Col 7 + 8) Total
a Gross Deferred Tax Assets	1,056,874	64,753	1,121,627	1,008,568	71,209	1,079,777	48,306	(6,456)	41,850
b Statutory Valuation allowance adjustment									
c Adjusted Gross Deferred Tax Asset (1a -1d)	1,056,874	64,753	1,121,627	1,008,568	71,209	1,079,777	48,306	(6,456)	41,850
d Deferred Tax Assets Nonadmitted	662,244	-	662,244	630,890	-	630,890	31,354	-	31,354
e Subtotal Net Admitted Deferred Tax Assets (1c-1f)	394,630	64,753	459,383	377,678	71,209	448,887	16,952	(6,456)	10,496
f Deferred Tax Liabilities	116,787	-	116,787	48,709	-	48,709	68,078	-	68,078
g Net Admitted Deferred Tax Asset (Net Deferred Tax Liability)	277,843	64,753	342,596	328,969	71,209	400,178	(51,126)	(6,456)	(57,582)

2.

	3/31/2013			12/31/2012			Change		
	(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 – 4) Ordinary	(8) (Col 2 – 5) Capital	(9) (Col 7 + 8) Total

#### Admission Calculation Components SSAP No. 101

a Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	-	-	-	-	-	-	-	-	-
b Adjusted Gross Deferred Tax Asset Expected To Be Realized (Excluding the Amount of Deferred Tax Assets From 2(a) above). After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 Below)	277,843	64,753	342,596	328,969	71,209	400,178	(51,126)	(6,456)	(57,582)
1 Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	277,843	64,753	342,596	328,969	71,209	400,178	(51,126)	(6,456)	(57,582)
2. Adjusted Gross Deferred Tax Assets (Excluding the Amount of Deferred Tax Allowed per Limitation Threshold)	xxxxxx	xxxxx	7,053,805	xxxxxx	xxxxxx	6,832,872	xxxxxxxx	xxxxxxxxx	220.933
c Adjusted Gross Deferred Tax Assets (Excluding the Amount of Deferred Tax Assets from 2(a) and 2 (b) above) Offset by Gross Deferred Tax Liabilities	-	-	-	-	-	-	-	-	-
d Deferred Tax Assets Admitted as the result of application of SSAP 101.	277,843	64,753	342,596	328,969	71,209	400,178	(51,126)	(6,456)	(57,582)
Total )2(a) + 2(b) + 2 (c))									

**NOTES TO FINANCIAL STATEMENTS**

	2013	2012
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(a)	Ratio Percentage Used to Determine Recovery Period and Threshold Limitation Amount	566%	566%
(b)	Amount of Adjusted Capital and Surplus Used to Determine Recovery Period and Threshold Limitation in 1(b) above	47,367,962	45,952,658

4.

	3/31/2013			12/31/2012			Change		
	(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 – 4) Ordinary	(8) (Col 2 – 5) Capital	(9) (Col 7 + 8) Total

## Impact of Tax Planning Strategies

a	Adjusted Gross DTA's (% of Total Adjusted Gross DTA's)	0%	6%	6%	0%	7%	7%	0%	-1%	-1%
b	Net Admitted Adjusted Gross DTA's (% of Total Net Admitted Adjusted Gross DTA's)	0%	19%	19%	0%	18%	18%	0%	1%	1%

c Does the Company's tax-planning strategies include the use of Reinsurance? Yes  No \_\_\_\_\_

B Deferred tax liabilities are not recognized at March 3, 2013 and December 31, 2012 are as follows:

N/A-All Deferred Tax Liabilities have been recognized

C Current income taxes incurred consist of the following major components

(1)	(2)	(3)
3/31/2013	12/31/2012	(Col 1 + 2) Change

## 1. Current Income Tax

(a)	Federal	641,548	2,602,434	(1,960,886)
(b)	Foreign	-	-	-
(c)	Subtotal	641,548	2,602,434	(1,960,886)
(d)	Federal Income tax on net capital gains	6,455	144,468	(138,013)
(e)	Utilization of capital loss carry-forwards	(6,455)	(144,468)	138,013
(f)	Other	-	-	-
(g)	Federal and foreign income taxes incurred	641,548	2,602,434	(1,960,886)

## 2. Deferred Tax Assets

## (a) Ordinary

(1)	Discounting of Unpaid Losses	8,079	8,011	68
(2)	Unearned Premium Reserve	1,018,837	970,600	48,237
(3)	Policyholder Reserves	-	-	-
(4)	Investments	-	-	-
(5)	Deferred Acquisition Costs	-	-	-
(6)	Policyholder Dividends Accrual	-	-	-
(7)	Fixed Assets	-	-	-
(8)	Compensation and Benefits Accrual	29,957	29,957	-
(9)	Pension Accrual	-	-	-
(10)	Receivables-Nonadmitted	-	-	-
(11)	Net Operating Loss Carry-forward	-	-	-
(12)	Tax Credit Carry-forward	-	-	-
(13)	Other (including items <5% of total Capital Assets)	-	-	-
(99)	Subtotal	1,056,873	1,008,568	48,305

## (b) Statutory Valuation Allowance Adjustment

(c)	Nonadmitted	662,244	630,890	31,354
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## (d) Admitted Ordinary Deferred tax Asset (2a99 – 2f – 2g)

(e)	Capital:	394,629	377,678	16,951
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## (1) Investments

(2)	Net Capital less Carry-forward	64,753	71,209	(6,456)
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## (3) Real Estate

(4)	Other (including items <5% of total Capital Assets)	-	-	-
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## (99) Subtotal

(f)	Statutory Valuation Allowance Adjustment	-	-	-
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## (g) Nonadmitted

(h)	Admitted Capital Deferred Tax Assets (2a99 – 2f -2g)	64,753	71,209	(6,456)
-----	--	--------	--------	---------

## (i) Admitted Deferred Tax Asset (2d + 22h)

(i)	Admitted Deferred Tax Asset (2d + 22h)	459,382	448,887	10,495
-----	--	---------	---------	--------

**NOTES TO FINANCIAL STATEMENTS**

(1)	(2)	(3)
3/31/2013	12/31/2012	(Col 1 + 2) Change

## 3. Deferred Tax Liabilities

## (a) Ordinary

(1) Investments	-	-	-
(2) Fixed Assets	-	-	-
(3) Deferred and Uncollected premium	-	-	-
(4) Policyholder Reserves	-	-	-
(5) Other (including items <5% of ordinary Tax Liabilities)	917	6,268	(5,351)
(99) Subtotal	917	6,268	(5,351)

## (b) Capital

(1) Investments	115,870	42,441	73,429
(2) Real Estate	-	-	-
(3) Other (including items <5% of ordinary Tax Liabilities)	-	-	-
(99) Subtotal	115,870	42,441	73,429

## (c) Deferred Tax Liabilities (3a99 + 3b99)

## 4. Net Deferred Tax Assets/Liabilities (2i – 3c)

342,595      400,178      (57,583)

D Among the more significant book to tax adjustments were the following:

	Amount	Tax Effect	%
Income before taxes	1,759,871	598,356	34%
Unearned Premium Adjustment	141,873	48,237	3%
Compensation and Benefits Accrual	-	-	0%
Loss Reserve Discounting	201	68	0%
Dividends Received Deduction	(11,791)	(4,009)	0%
Capital Loss Carry-Forward	(18,986)	(6,455)	0%
Other, net	15,739	5,351	0%
Total	1,886,907	641,548	36%

E At December 31, 2012, the Company has a net capital carry-loss forward of \$209,000 which are available for recoupment against future capital gains

F. The Company is included in a consolidated federal income tax return with its parent company, DAC Financial Holdings, Inc. The Company has a written agreement, approved by the Company's Board of Directors, which sets forth the manner in which the total combined federal income tax is allocated to each entity which is party to the consolidation. Pursuant to this agreement, the Company has the enforceable right to recoup federal income taxes paid in prior years in the event of future net losses, which it may incur, or recoup its net losses carried forward as an offset to future net income subject to federal income taxes.

**10. Information Concerning Parent, Subsidiaries and Affiliates and Other Related Parties**

A.- F. No changes to Note

G. The parent company, Dealers Alliance Corporation, is a non-insurance entity. The Company had no transactions other than cost allocation with its parent company. Through 09/30/10 (and prior years) Dealers Assurance Company provided funds for federal income tax deposits (on a consolidated basis). In prior years other companies included in consolidated tax return reimbursed their portion of federal income tax deposits on a quarterly basis. However, at March 31, 2013, there was approximately \$1.1M receivable that had not been reimbursed by Dealers Alliance Corporation. Dealers Assurance Company has reflected that receivable on Asset line 23 – Receivables from parent, subsidiaries and affiliates. The Company has listed this receivable as a non admitted asset.

H-L Dealers Assurance Company holds no investments in its parent company or affiliates.

**11. – 16.**

No changes to note.

**17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

The Company does not have any sales or transfers to report.

**18. – 19.**

No changes to note.

## NOTES TO FINANCIAL STATEMENTS

### **20. Fair Value Measurements**

A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Preferred Stock				
Bonds				
Common Stock (Ind & Misc)	\$ 4,438,099			\$ 4,438,099
Derivative assets				
Separate account assets				
Total assets at fair value	<u>\$ 4,438,099</u>	\$ -	\$ -	<u>\$ 4,438,099</u>
b. Liabilities at fair value	\$			\$
Total liabilities at fair value	<u>\$</u>			<u>\$</u>

(2) There have been no significant transfers between level 1 and 2.

(3-4) Assets measured at Fair Value on a recurring basis with significant unobservable inputs (level 3)

NONE

**21. – 24.**

No changes to note.

**25. Change in Incurred Losses and Loss Adjustment Expenses**

Reserves as of December 31, 2012 were \$33,398. As of March 31, 2013, \$35,726 (net of reinsured prior year claims) were paid for incurred losses and loss adjustment expenses attributable to insured events of prior years.

However, Part 3 of March 31, 2013 quarterly statement reflects favorable development of \$34,000 as a result of the Company adopting the NAIC Schedule P instructions for Line 30 (Warrant) which specified that data should be reported prospectively (i.e., prior-year amounts need not be restated) starting with the 2008 reporting year. \$35,726 paid for incurred losses and loss adjustment expenses attributable to insured events of prior years was Line 30 (Warranty) claims.

Reserves for prior year are now \$0. There was no re-estimation of unpaid claims and claim adjustment expenses.

Business written by DAC is related to service contracts issued on an assortment of consumer goods, but primarily, automobile service contracts. Historically, losses on this coverage are settled within 90 days of incurred date (98.7%); and the balance is settled within 180 days of incurred date

**26. – 35.** No changes to note.

**36. Financial Guaranty Insurance**

The company does not write financial guaranty insurance.

# GENERAL INTERROGATORIES

## PART 1 – COMMON INTERROGATORIES

### GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state?

Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [X]

2.2 If yes, date of change:

---

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [ ] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

---

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....	.....	.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [ ] No [X] N/A [ ]

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009

---

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009

---

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

02/15/2011

---

6.4 By what department or departments?

Ohio Department of Insurance

.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes [ ] No [ ] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [X]

7.2 If yes, give full information

.....

## GENERAL INTERROGATORIES

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
.....	.....	.....	.....	.....	.....

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules, and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

Yes [X] No [ ]

9.11 If the response to 9.1 is No, please explain:

.....

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

## FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ \_\_\_\_\_

## INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto:

.....

## GENERAL INTERROGATORIES

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:	\$ _____																		
13. Amount of real estate and mortgages held in short-term investments:	\$ _____																		
14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? <span style="float: right;">Yes [ ] No [X]</span>																			
14.2 If yes, please complete the following:																			
1	2																		
Prior Year-End	Current Quarter																		
Book/Adjusted	Book/Adjusted																		
Carrying Value	Carrying Value																		
14.21 Bonds .....	\$ _____																		
14.22 Preferred Stock .....	\$ _____																		
14.23 Common Stock .....	\$ _____																		
14.24 Short-Term Investments .....	\$ _____																		
14.25 Mortgage Loans on Real Estate .....	\$ _____																		
14.26 All Other .....	\$ _____																		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ _____																		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ _____																		
15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? <span style="float: right;">Yes [ ] No [X]</span>																			
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? <span style="float: right;">Yes [ ] No [ ]</span> If no, attach a description with this statement.																			
16. For the reporting entity's security lending program, state the amount of the following as current statement date:																			
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$ _____																		
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$ _____																		
16.3 Total payable for securities lending reported on the liability page	\$ _____																		
17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? <span style="float: right;">Yes [ ] No [X]</span>																			
17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center; padding: 5px;">1 Name of Custodian(s)</th> <th style="width: 50%; text-align: center; padding: 5px;">2 Custodian Address</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Fifth Third Bank .....</td> <td style="padding: 5px;">Cincinnati, OH .....</td> </tr> <tr> <td style="padding: 5px;">US Bank .....</td> <td style="padding: 5px;">Winston Salem, NC .....</td> </tr> <tr> <td style="padding: 5px;">Sun Trust .....</td> <td style="padding: 5px;">Richmond, VA .....</td> </tr> <tr> <td style="padding: 5px;">First National bankers Bank .....</td> <td style="padding: 5px;">Little Rock, AR .....</td> </tr> <tr> <td style="padding: 5px;">Citibank, NA .....</td> <td style="padding: 5px;">NY, NY .....</td> </tr> <tr> <td style="padding: 5px;">Century Bank .....</td> <td style="padding: 5px;">Sante Fe, NM .....</td> </tr> <tr> <td style="padding: 5px;">RBS Citizens, NA .....</td> <td style="padding: 5px;">Providence, RI .....</td> </tr> <tr> <td style="padding: 5px;">Xerox State &amp; Local Solutions, Inc .....</td> <td style="padding: 5px;">Quincy, MA .....</td> </tr> </tbody> </table>		1 Name of Custodian(s)	2 Custodian Address	Fifth Third Bank .....	Cincinnati, OH .....	US Bank .....	Winston Salem, NC .....	Sun Trust .....	Richmond, VA .....	First National bankers Bank .....	Little Rock, AR .....	Citibank, NA .....	NY, NY .....	Century Bank .....	Sante Fe, NM .....	RBS Citizens, NA .....	Providence, RI .....	Xerox State & Local Solutions, Inc .....	Quincy, MA .....
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RBS Citizens, NA .....	Providence, RI .....																		
Xerox State & Local Solutions, Inc .....	Quincy, MA .....																		
17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 33%; text-align: center; padding: 5px;">1 Name(s)</th> <th style="width: 33%; text-align: center; padding: 5px;">2 Location(s)</th> <th style="width: 33%; text-align: center; padding: 5px;">3 Complete Explanation(s)</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">.....</td> <td style="padding: 5px;">.....</td> <td style="padding: 5px;">.....</td> </tr> </tbody> </table>		1 Name(s)	2 Location(s)	3 Complete Explanation(s)	.....	.....	.....												
1 Name(s)	2 Location(s)	3 Complete Explanation(s)																	
.....	.....	.....																	
17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? <span style="float: right;">Yes [ ] No [X]</span>																			

## GENERAL INTERROGATORIES

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....
.....	.....	.....	.....

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104650	Fifth Third Bank	Cincinnatti, OH
.....	.....	.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes  No

18.2 If no, list exceptions:

.....  
.....

## GENERAL INTERROGATORIES

### PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?  Yes  No  N/A

If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?  Yes  No  X

If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled?  Yes  No  X

3.2 If yes, give full and complete information thereto:

.....  
.....  
.....

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero?  Yes  No  X

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
TOTAL										

5. Operating Percentages:

5.1. A&H loss percent  %

5.2. A&H cost containment percent  %

5.3. A&H expense percent excluding cost containment expenses  %

6.1 Do you act as a custodian for health savings accounts?  Yes  No  X

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$

6.3 Do you act as an administrator for health savings accounts?  Yes  No  X

6.4 If yes, please provide the balance of the funds administered as of the reporting date. \$

## **SCHEDULE F - CEDED REINSURANCE**

## Showing All New Reinsurers - Current Year to Date

**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year To Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama	AL	L	648,683	1,008,195	293,806	399,091	47,451
2. Alaska	AK	L					68,530
3. Arizona	AZ	L	253,211	316,365	162,409	56,289	14,178
4. Arkansas	AR	L	770,304	734,631	321,621	277,085	40,610
5. California	CA	L	3,161,839	3,697,074	1,241,602	1,197,797	281,629
6. Colorado	CO	L	859,627	5,646,193	1,220,144	1,213,557	253,176
7. Connecticut	CT	L	452,223	472,815	335,518	266,807	43,111
8. Delaware	DE	L	265,135	98,732	78,810	59,952	11,218
9. District of Columbia	DC	L					14,466
10. Florida	FL	L	777,088	800,239	555,467	627,341	121,166
11. Georgia	GA	L	1,394,150	999,967	720,723	548,826	164,166
12. Hawaii	HI	N					121,769
13. Idaho	ID	L	7,905	397	3,895		296
14. Illinois	IL	L	349,998	251,329	141,914	104,355	35,124
15. Indiana	IN	L	215,331	108,640	85,475	50,803	7,176
16. Iowa	IA	L	96,603	65,699	42,518	16,903	3,669
17. Kansas	KS	L	30,261	71,104	20,022	19,141	4,615
18. Kentucky	KY	L	87,007	123,351	35,595	29,511	6,896
19. Louisiana	LA	L	519,274	590,271	267,799	306,721	41,250
20. Maine	ME	L	114,272	110,386	72,102	74,041	7,700
21. Maryland	MD	L	450,932	425,749	217,252	196,386	34,429
22. Massachusetts	MA	L	411,557	299,983	235,167	111,272	28,678
23. Michigan	MI	L	1,882,916	2,003,476	1,774,000	1,793,528	281,146
24. Minnesota	MN	L	202,506	160,449	117,204	108,154	13,697
25. Mississippi	MS	L	732,448	958,719	246,947	326,983	44,709
26. Missouri	MO	L	312,502	501,547	207,207	248,780	37,669
27. Montana	MT	L	74,223	123,835	40,957	21,413	3,395
28. Nebraska	NE	L	92,364	35,652	64,303	78,217	20,668
29. Nevada	NV	L	83,392	122,221	78,827	87,362	11,113
30. New Hampshire	NH	L	170,431	106,229	42,614	42,023	6,116
31. New Jersey	NJ	L	498,849	267,627	175,734	125,693	22,747
32. New Mexico	NM	L	913,037	913,504	41,880	60,229	10,639
33. New York	NY	L	1,504,712	1,030,988	1,038,976	910,139	175,258
34. North Carolina	NC	L	1,137,610	1,016,699	426,619	227,778	69,621
35. North Dakota	ND	L	52,925	23,755	18,973	15,683	2,081
36. Ohio	OH	L	932,825	761,363	355,999	741,933	69,252
37. Oklahoma	OK	L	145,063	121,076	57,664	62,127	7,301
38. Oregon	OR	L	13,471	40,568	7,254	8,501	4,293
39. Pennsylvania	PA	L	1,430,857	1,083,183	495,911	287,297	70,450
40. Rhode Island	RI	L	36,182	655	9,103	2,456	129
41. South Carolina	SC	L	130,644	78,376	21,556	8,654	7,582
42. South Dakota	SD	L	16,680	5,563	7,684	3,135	416
43. Tennessee	TN	L	782,529	849,917	211,861	246,564	40,615
44. Texas	TX	L	8,040,658	4,989,180	1,866,850	1,888,908	449,317
45. Utah	UT	L	513	2,643	252	898	123
46. Vermont	VT	L	110,031	76,533	57,445	57,268	8,044
47. Virginia	VA	L	451,935	344,483	180,124	188,566	21,540
48. Washington	WA	L	1,725,608	3,072,118	1,081,542	1,048,438	220,639
49. West Virginia	WV	L	138,807	128,265	63,731	39,305	8,534
50. Wisconsin	WI	L	137,740	163,143	66,084	60,357	9,838
51. Wyoming	WY	L	27,495	56,475	11,896	28,554	2,327
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CAN	N					
58. Aggregate Other Alien	OT	XXX					
59. Totals	(a) 50		32,644,353	34,859,362	14,821,036	14,274,821	2,765,797
							2,477,957

DETAILS OF WRITE-INS							
58001.		XXX					
58002.		XXX					
58003.		XXX					
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX					
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)		XXX					

**NONE**

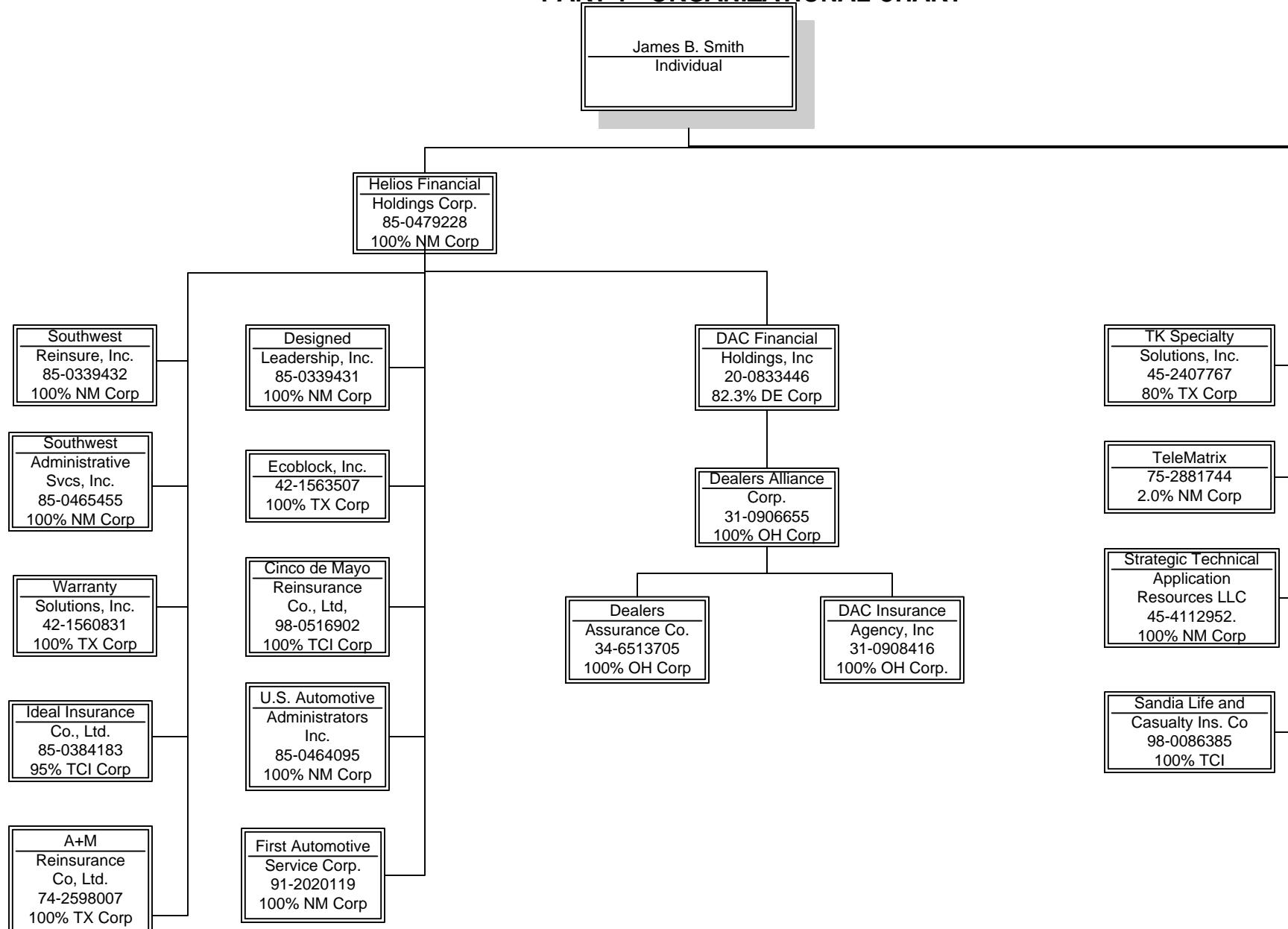
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG: (R) Registered - Non-domiciled RRGs: (Q) Qualified - Qualified or Accredited Reinsurer:

(E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state: (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

### PART 1 - ORGANIZATIONAL CHART



**SCHEDULE Y****PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
00000		85-0479228	0	0		Helios Financial Holdings, Inc		NM	UIP	James B. Smith	Ownership	100.0	James B. Smith	0
00000		20-0833446	0	0		DAC Financial Holdings, Inc		DE	UIP	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		31-0906655	0	0		Dealers Alliance Corp		OH	UDP	DAC Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		16705	34-6513705	0	0	Dealers Assurance Company		OH		Dealers Alliance Corp.	Ownership	100.0	James B. Smith	0
00000		00000	31-0908416	0	0	DAC Insurance Agency, Inc		OH	IA	Dealers Alliance Corp.	Ownership	100.0	James B. Smith	0
00000		00000	85-0339432	0	0	Southwest Reinsure, Inc		NM	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	85-0465455	0	0	Southwest Administrative Svcs, Inc		NM	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	42-1560831	0	0	Warranty Solutions, Inc		TX	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	85-0384183	0	0	Ideal Insurance Co., LTD		TCI	IA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	74-2598007	0	0	A+M Reinsurance Co., LTD		TX	IA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	85-0339431	0	0	Design Leadership, Inc		NM	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	42-1563507	0	0	Ecoblock, Inc		TX	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	98-0516902	0	0	Cinco de Mayo Reinsurance Co., LTD		TCI	IA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	850464095	0	0	US Automotive Administrators Inc		NM	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	91-2020119	0	0	First Automotive Service Corp		NM	NIA	Helios Financial Holdings, Inc	Ownership	100.0	James B. Smith	0
00000		00000	98-0086385	0	0	Sandia Life and Casualty Co		TCI	IA	James B. Smith	Ownership	100.0	James B. Smith	0
00000		00000	45-2407767	0	0	TK Specialty Solutions, Inc		TX	NIA	James B. Smith	Ownership	80.0	James B. Smith	0
00000		00000	75-2881744	0	0	TeleMatrix		TX	NIA	James B. Smith	Ownership	2.0	James B. Smith	0
00000		00000	45-4112952	0	0	Strategic Technical Application Resources, LLC		NM	NIA	James B. Smith	Ownership	100.0	James B. Smith	0

## **SCHEDULE Y**

### **PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

Asterik	Explanation
12.1	<b>NONE</b>

**PART 1 – LOSS EXPERIENCE**

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire				
2. Allied lines				
3. Farmowners multiple peril				
4. Homeowners multiple peril				
5. Commercial multiple peril				
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine				
10. Financial guaranty				
11.1 Medical professional liability-occurrence				
11.2 Medical professional liability-claims made				
12. Earthquake				
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation				
17.1 Other liability-occurrence	182,335	4,081	2.2	0.3
17.2 Other liability-claims made				
17.3 Excess Workers' Compensation				
18.1 Products liability-occurrence				
18.2 Products liability-claims made				
19.1. 19.2 Private passenger auto liability				
19.3. 19.4 Commercial auto liability				
21. Auto physical damage				
22. Aircraft (all perils)				
23. Fidelity				
24. Surety				
26. Burglary and theft				
27. Boiler and machinery				
28. Credit	138,315	194,458	140.6	52.7
29. International				
30. Warranty	24,894,875	14,624,731	58.7	66.6
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. TOTALS	25,215,525	14,823,270	58.8	66.0

DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)				

**PART 2 – DIRECT PREMIUMS WRITTEN**

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty			
11.1 Medical professional liability-occurrence			
11.2 Medical professional liability-claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	122,217	122,217	236,267
17.2 Other liability-claims made			
17.3 Excess Workers' Compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1. 19.2 Private passenger auto liability			
19.3. 19.4 Commercial auto liability			
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit	368,322	368,322	524,643
29. International			
30. Warranty	32,153,814	32,153,814	34,098,453
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business			
35. TOTALS	32,644,353	32,644,353	34,859,363

DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

**NONE**

**PART 3 (000 omitted)****LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE**

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Unreported Claims as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss & LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 - 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 - 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + prior													
2. 2011													
3. Subtotals 2011 + prior													
4. 2012	10	24	34								(10)	(24)	(34)
5. Subtotals 2012 + prior	10	24	34								(10)	(24)	(34)
6. 2013	XXX	XXX	XXX	XXX	228	228	XXX	9	25	34	XXX	XXX	XXX
7. Totals	10	24	34		228	228		9	25	34	(10)	(24)	(34)

## 8. Prior Year-End Surplus As

Regards Policyholders	45,953	Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
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1. \_\_\_\_\_ -100.000 2. \_\_\_\_\_ -100.000 3. \_\_\_\_\_ -100.000

Col. 13, Line 7

Line 8

4. \_\_\_\_\_ -0.074

## **SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	<u>Response</u>
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	NO

### Explanation:

Question 1: Not Applicable

Question 2: Not Applicable

Question 3: Not Applicable

Question 4: Not Applicable

**Bar Code:**



16705201349000010



16705201345500010



16705201336500010



16705201350500010

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**OVERFLOW PAGE FOR WRITE-INS**

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**SCHEDULE A - VERIFICATION**

## Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

**NONE****SCHEDULE B - VERIFICATION**

## Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

**NONE****SCHEDULE BA - VERIFICATION**

## Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

**NONE****SCHEDULE D - VERIFICATION**

## Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	60,604,293	61,022,847
2. Cost of bonds and stocks acquired	18,670,226	21,003,183
3. Accrual of discount	2,697	18,436
4. Unrealized valuation increase (decrease)	362,251	180,570
5. Total gain (loss) on disposals	20,310	424,907
6. Deduct consideration for bonds and stocks disposed of	18,263,483	21,378,099
7. Deduct amortization of premium	107,956	667,551
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 + 8 - 9)	61,288,338	60,604,293
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	61,288,338	60,604,293

**SCHEDULE D - PART 1B**

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a)	55,159,135	20,852,206	18,610,317	301,349	57,702,373			55,159,135
2. Class 2 (a)	7,093,111		1,002,410	(406,611)	5,684,090			7,093,111
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	62,252,246	20,852,206	19,612,727	(105,262)	63,386,463			62,252,246
<b>PREFERRED STOCK</b>								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	62,252,246	20,852,206	19,612,727	(105,262)	63,386,463			62,252,246

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated, short-term and cash-equivalent bonds by NAIC designation:

NAIC 1 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0

**SCHEDULE DA - PART 1**

## Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	6,536,224	XXX	6,536,224	21	

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,667,115	8,137,459
2. Cost of short-term investments acquired	11,337,753	18,260,727
3. Accrual of discount		59
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	10,468,643	20,731,130
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	6,536,225	5,667,115
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	6,536,225	5,667,115

- NONE    Schedule DB - Part A and B Verification**
- NONE    Schedule DB - Part C - Section 1**
- NONE    Schedule DB - Part C - Section 2**
- NONE    Schedule DB - Verification**
- NONE    Schedule E Verification**
- NONE    Schedule A - Part 2 and 3**
- NONE    Schedule B - Part 2 and 3**
- NONE    Schedule BA - Part 2 and 3**

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
3135G0-BA-0	FANNIE MAE		02/08/2013	BANC / AMERICA SECUR. LLC, MONT.		529,455	500,000.00	3,958	1
3135G0-UY-7	FANNIE MAE		03/08/2013	NOMURA SECURITIES INTL INC.		578,634	575,000.00	224	1
31398A-4M-1	FANNIE MAE		01/01/2013	Unknown		205,767	200,000.00	587	1
31398A-VD-1	FANNIE MAE		01/14/2013	Unknown		285,801	280,000.00	3,401	1
3134G3-RK-8	FREDDIE MAC		01/28/2013	Advisors Asset Management		503,700	500,000.00	1,875	1
3199999	U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations				XXX	2,103,357	2,055,000.00	10,045	XXX
09247X-AK-7	BLACKROCK INC		03/14/2013	US BANCORP INVESTMENTS INC.		508,840	500,000.00	2,063	1FE
05567L-G6-8	BNP PARIBAS	F	03/05/2013	CITIGROUP GLOBAL MARKETS INC.		338,592	325,000.00	5,193	1FE
136069-E1-4	CANADIAN IMPERIAL BANK	A	01/08/2013	MORGAN STANLEY CO		503,190	500,000.00	1,250	1FE
22160K-AD-7	COSTCO WHOLESALE CORP		03/25/2013	BONY CAPITAL MARKETS INC.		501,680	500,000.00	1,002	1FE
354613-AH-4	FRANKLIN RESOURCES INC		03/14/2013	PERSHING LLC		300,222	300,000.00	46	1FE
373334-JV-4	GEORGIA POWER COMPANY		02/22/2013	Unknown		318,807	300,000.00	3,175	1FE
427866-AM-0	HERSHEY COMPANY		01/04/2013	RAYMOND JAMES & ASSOCIATES		220,614	200,000.00	3,880	1FE
459200-GU-9	IBM CORP		01/11/2013	Merrill Lynch		259,605	250,000.00	153	1FE
458140-AL-4	INTEL CORP		01/02/2013	Credit Suisse First Boston		500,500	500,000.00	488	1FE
24422E-RZ-4	JOHN DEERE CAPITAL CORP		01/17/2013	CHASE SECURITIES		499,470	500,000.00		1FE
594918-AK-0	MICROSOFT CORP		02/07/2013	Wachovia Capital Markets		526,865	500,000.00	139	1FE
637432-ML-6	NATIONAL RURAL UTIL COOP		03/28/2013	CITIGROUP GLOBAL MARKETS INC.		231,687	225,000.00	1,805	1FE
637432-MN-2	NATIONAL RURAL UTIL COOP		02/12/2013	Unknown		291,888	275,000.00	3,821	1FE
674599-BX-2	OCCIDENTAL PETROLEUM COR		03/06/2013	Unknown		552,440	500,000.00	5,729	1FE
69349L-AH-1	PNC BANK NA		01/23/2013	CITIGROUP GLOBAL MARKETS INC.		299,937	300,000.00		1FE
857477-AH-6	STATE STREET CORP		03/05/2013	Stifel Nicolaus & Co.		533,370	500,000.00	40	1FE
89114Q-AE-8	TORONTO-DOMINION BANK	A	02/08/2013	JEFFERIES & COMPANY, INC.		523,870	500,000.00	3,760	1FE
89153U-AE-1	TOTAL CAPITAL CANADA LTD	A	01/10/2013	BARCLAYS CAPITAL INC FIXED INC		499,520	500,000.00		1FE
3899999	Total Bonds Industrial and Miscellaneous (Unaffiliated)				XXX	7,411,097	7,175,000.00	32,544	XXX
8399997	Total Bonds Part 3				XXX	9,514,454	9,230,000	42,589	XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	9,514,454	9,230,000.00	42,589	XXX
G1151C-10-1	ACCENTURE PLC-CL A	R	02/05/2013	BONY BROKERAGE		314,000	23,084		L
H0023R-10-5	ACE LTD	R	02/13/2013	BONY BROKERAGE		234,000	20,254		L
037833-10-0	APPLE INC		02/27/2013	BONY BROKERAGE		49,000	21,912		L
071813-10-9	BAXTER INTERNATIONAL INC		01/04/2013	BONY BROKERAGE		297,000	20,178		L
166764-10-0	CHEVRON CORP		03/15/2013	CONVERGEX EXECUTION SOLUTIONS LLC		372,000	44,513		L
17275R-10-2	CISCO SYSTEMS INC		03/08/2013	VARIOUS		5,596,000	117,910		L

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues . . . . . 0.

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
172967-42-4	CITIGROUP INC		03/15/2013	CONVERGEX EXECUTION SOLUTIONS LLC	473,000	22,441			L
G29183-10-3	EATON CORP PLC	R	01/04/2013	BONY BROKERAGE	364,000	20,591			L
343412-10-2	FLUOR CORP		02/05/2013	BONY BROKERAGE	514,000	31,991			L
364760-10-8	GAP INC/THE		03/08/2013	VARIOUS	1,241,000	44,886			L
38259P-50-8	GOOGLE INC-CL A		03/05/2013	BONY BROKERAGE	46,000	38,381			L
478160-10-4	JOHNSON & JOHNSON		03/15/2013	VARIOUS	1,123,000	86,754			L
46625H-10-0	JPMORGAN CHASE & CO		02/05/2013	BONY BROKERAGE	901,000	42,073			L
487836-10-8	KELLOGG CO		03/15/2013	VARIOUS	1,443,000	87,414			L
59156R-10-8	METLIFE INC		03/15/2013	VARIOUS	1,758,000	68,923			L
674559-10-5	OCCIDENTAL PETROLEUM CORP		03/15/2013	CONVERGEX EXECUTION SOLUTIONS LLC	266,000	22,265			L
742718-10-9	PROCTER & GAMBLE CO/THE		02/22/2013	VARIOUS	1,078,000	82,661			L
747525-10-3	QUALCOMM INC		02/05/2013	BONY BROKERAGE	323,000	21,689			L
783549-10-8	RYDER SYSTEM INC		02/05/2013	BONY BROKERAGE	542,000	29,662			L
80105N-10-5	SANOFI-ADR	R	01/04/2013	BONY BROKERAGE	441,000	21,236			L
887317-30-3	TIME WARNER INC		01/14/2013	VARIOUS	757,000	36,711			L
9099999	Total Common Stock Industrial and Miscellaneous (Unaffiliated)				XXX	905,529	XXX		XXX
60934N-80-7	FEDERATED GOVT OBLI FUND-SS		01/30/2013	VARIOUS	8,250,239,000	8,250,239			L
9399999	Total Common Stock Money Market Mutual Funds				XXX	8,250,239	XXX		XXX
9799997	Total Common Stock Part 3				XXX	9,155,768	XXX		XXX
9799998	Summary Item from Part 5 for Common Stocks				XXX	XXX	XXX	XXX	XXX
9799999	Total Common Stock				XXX	9,155,768	XXX		XXX
9899999	Total Preferred and Common Stock				XXX	9,155,768	XXX		XXX
9999999	Totals				XXX	18,670,222	XXX	42,589	XXX

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues . . . . . 0.

**SCHEDULE D - PART 4**

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of  
During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.									
912828-HQ-6	US TREASURY N/B		01/31/2013	Maturity			780,000	780,000.00	795,648		780,405		(405)		(405)		780,000				11,213	01/31/2013	1
912828-MG-2	US TREASURY N/B		01/15/2013	Maturity			295,000	295,000.00	294,722		294,996		4		4		295,000				2,028	01/15/2013	1
912828-MT-4	US TREASURY N/B		03/15/2013	Maturity			500,000	500,000.00	502,365		500,171		(171)		(171)		500,000				3,438	03/15/2013	1
0599999	Total - Bonds - U.S. Governments				XXX	1,575,000	1,575,000.00	1,592,735		1,575,572		(572)		(572)		1,575,000				16,679	XXX	XXX	
31359M-RG-0	FANNIE MAE		03/15/2013	Maturity			500,000	500,000.00	517,297		500,799		(799)		(799)		500,000				10,938	03/15/2013	1
31398A-4M-1	FANNIE MAE		01/10/2013	Unknown			205,719	200,000.00	206,856		205,770		(51)		(51)		205,719				668	10/26/2015	1
31398A-VD-1	FANNIE MAE		02/05/2013	VARIOUS			282,499	280,000.00	288,585		282,580		(81)		(81)		282,499				3,401	02/05/2014	1
3133XW-7L-7	FEDERAL HOME LOAN BANK		01/16/2013	Maturity			200,000	200,000.00	201,402		200,022		(22)		(22)		200,000				1,500	01/16/2013	1
3137EA-CU-1	FREDDIE MAC		01/23/2013	Unknown			105,992	105,000.00	106,463		106,032		(41)		(41)		105,552				505	07/30/2014	1
312945-ZD-3	RMBS - FG A97040		03/15/2013	Direct			120,135	120,134.79	126,664		126,718		(25)		(25)		126,693	(6,558)	(6,558)	785	02/01/2041	1	
3128M7-4G-8	RMBS - FG G05923		03/15/2013	Direct			51,163	51,163.18	55,689		55,636		(2)		(2)		55,634	(4,471)	(4,471)	466	02/01/2040	1	
31368H-MY-6	RMBS - FN 190375		03/25/2013	Direct			49,804	49,803.76	54,488		54,441		(2)		(2)		54,439	(4,635)	(4,635)	442	11/01/2036	1	
31368H-M4-2	RMBS - FN 190379		03/25/2013	Direct			8,150	8,150.08	8,728		8,725						8,725	(575)	(575)	73	05/01/2037	1	
31385W-SB-6	RMBS - FN 555014		03/25/2013	Direct			27,300	27,300.42	29,766		29,338		(28)		(28)		29,310	(2,009)	(2,009)	240	11/01/2017	1	
31402C-PL-0	RMBS - FN 725027		03/25/2013	Direct			56,513	56,512.73	60,898		60,851		(3)		(3)		60,848	(4,335)	(4,335)	459	11/01/2033	1	
31403C-6L-0	RMBS - FN 745275		03/25/2013	Direct			49,684	49,683.71	53,829		53,782		(2)		(2)		53,780	(4,097)	(4,097)	402	02/01/2036	1	
31403D-DX-4	RMBS - FN 745418		03/25/2013	Direct			75,922	75,921.66	82,676		82,611		(4)		(4)		82,608	(6,686)	(6,686)	672	04/01/2036	1	
31410F-VW-2	RMBS - FN 888129		03/25/2013	Direct			7,842	7,842.24	8,399		8,394						8,394	(552)	(552)	69	02/01/2037	1	
31410K-JY-1	RMBS - FN 889579		03/25/2013	Direct			49,801	49,800.75	54,676		54,637		(2)		(2)		54,635	(4,834)	(4,834)	475	05/01/2038	1	
31412P-RQ-6	RMBS - FN 931195		03/25/2013	Direct			4,777	4,777.41	5,063		5,054		(1)		(1)		5,053	(276)	(276)	34	05/01/2024	1	
31416B-QD-3	RMBS - FN 995152		03/25/2013	Direct			38,441	38,440.75	42,045		41,816		(37)		(37)		41,778	(3,338)	(3,338)	341	01/01/2021	1	
31416B-TW-8	RMBS - FN 995265		03/25/2013	Direct			4,112	4,112.19	4,466		4,441		(1)		(1)		4,440	(328)	(328)	39	01/01/2024	1	
31417V-N6-6	RMBS - FN AC8512		03/25/2013	Direct			5,957	5,956.52	6,314		6,315						6,315	(358)	(358)	43	12/01/2039	1	
31418N-YK-0	RMBS - FN AD1613		03/25/2013	Direct			44,496	44,495.61	47,666		47,497		(8)		(8)		47,489	(2,994)	(2,994)	325	02/01/2025	1	
31418R-GS-4	RMBS - FN AD3808		03/25/2013	Direct			20,226	20,225.51	21,193		21,183						21,182	(957)	(957)	149	04/01/2040	1	
3138A4-Y5-8	RMBS - FN AH3431		03/25/2013	Direct			34,463	34,463.36	36,100		36,016		(9)		(9)		36,006	(1,543)	(1,543)	194	01/01/2026	1	
3138AM-UJ-2	RMBS - FN AI7784		03/25/2013	Direct			82,983	82,983.49	88,429		88,373		(48)		(48)		88,325	(5,341)	(5,341)	595	07/01/2041	1	
3138EG-FA-7	RMBS - FN AL0160		03/25/2013	Direct			37,712	37,711.78	40,269		40,252		(2)		(2)		40,250	(2,538)	(2,538)	276	05/01/2041	1	
3199999	U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Obl			XXX		2,063,691	2,054,479.94	2,147,961		2,121,283		(1,168)		(1,168)		2,119,674	(55,985)	(55,985)	23,091	XXX	XXX		
084670-AU-2	BERKSHIRE HATHAWAY INC		02/11/2013	Maturity			500,000	500,000.00	506,345		500,000						500,000				5,313	02/11/2013	1FE
263534-BS-7	E.I. DU PONT DE NEMOURS		01/15/2013	Maturity			167,000	167,000.00	169,049		167,020		(20)		(20)		167,000				4,175	01/15/2013	1FE
26353L-JB-8	E.I. DU PONT DE NEMOURS		03/06/2013	Maturity			500,000	500,000.00	495,755		499,823		177		177		500,000				10,313	03/06/2013	1FE
428236-AQ-6	HEWLETT-PACKARD CO		03/01/2013	Maturity			500,000	500,000.00	483,185		500,000						500,000				11,250	03/01/2013	2FE

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

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## SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of  
During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
428236-BN-2	HEWLETT-PACKARD CO		01/04/2013	Advisors Asset Manage		503,530	500,000.00	503,765	502,433		(24)		(24)		502,410		1,120	1,120	3,721	03/15/2015	2FE	
438516-AW-6	HONEYWELL INTERNATIONAL		03/01/2013	Maturity		350,000	350,000.00	367,263	352,156		(2,156)		(2,156)		350,000				7,438	03/01/2013	1FE	
244217-BK-0	JOHN DEERE CAPITAL CORP		01/15/2013	Maturity		500,000	500,000.00	496,745	499,976		24		24		500,000				12,750	01/15/2013	1FE	
617446-HR-3	MORGAN STANLEY		03/01/2013	Maturity		910,000	910,000.00	917,664	909,985		15		15		910,000				24,115	03/01/2013	1FE	
713448-BG-2	PEPSICO INC		02/15/2013	Maturity		360,000	360,000.00	379,527	361,810		(1,810)		(1,810)		360,000				8,370	02/15/2013	1FE	
822582-AL-6	SHELL INTERNATIONAL FIN	F	03/25/2013	Maturity		800,000	800,000.00	819,976	800,000		(567)		(567)		800,000				7,500	03/25/2013	1FE	
911312-AG-1	UNITED PARCEL SERVICE		01/15/2013	Maturity		360,000	360,000.00	377,990	360,567						360,000				8,100	01/15/2013	1FE	
3899999	Total - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	5,450,530	5,447,000.00	5,517,264	5,453,770		(4,361)		(4,361)		5,449,410		1,120	1,120	103,045	XXX	XXX
8399997	Total - Bonds - Part 4					XXX	9,089,221	9,076,480	9,257,960	9,150,625		(6,101)		(6,101)		9,144,084		(54,865)	(54,865)	142,815	XXX	XXX
8399998	Summary Item from Part 5 for Bonds					XXX	XXX	XXX	XXX	XXX										XXX	XXX	XXX
8399999	Total Bonds					XXX	9,089,221	9,076,479.94	9,257,960	9,150,625		(6,101)		(6,101)		9,144,084		(54,865)	(54,865)	142,815	XXX	XXX
031162-10-0	AMGEN INC		03/07/2013	VARIOUS		512.00	43,765		33,401	44,134	(10,733)			(10,733)		33,401		10,364	10,364	122	L	
037833-10-0	APPLE INC		01/14/2013	BONY BROKERAGE		41.00	20,638		15,590	21,819	(6,229)			(6,229)		15,590		5,048	5,048		L	
191216-10-0	COCA-COLA CO THE		02/25/2013	Unknown		2,802.00	104,114		100,798	101,573	(775)			(775)		100,798		3,316	3,316		L	
126650-10-0	CVS CAREMARK CORP		03/08/2013	VARIOUS		428.00	22,222		16,139	20,694	(4,555)			(4,555)		16,139		6,083	6,083	96	L	
25243Q-20-5	DIAGEO PLC-SPONSORED ADR	R	01/14/2013	BONY BROKERAGE		722.00	83,741		83,909	84,171	(262)			(262)		83,909		(168)	(168)		L	
30231G-10-2	EXXON MOBIL CORP		03/15/2013	CONVERGEX EXECUT		530.00	47,385		45,285	45,872	(586)			(586)		45,285		2,100	2,100	302	L	
369604-10-3	GENERAL ELECTRIC CO		03/15/2013	CONVERGEX EXECUT		976.00	22,841		20,125	20,486	(361)			(361)		20,125		2,715	2,715		L	
423074-10-3	HJ HEINZ CO		02/14/2013	BONY BROKERAGE		604.00	43,708		34,837	34,839	(2)			(2)		34,837		8,871	8,871		L	
437076-10-2	HOME DEPOT INC		03/28/2013	VARIOUS		638.00	44,513		38,667	39,460	(793)			(793)		38,667		5,846	5,846	124	L	
459200-10-1	INTL BUSINESS MACHINES CORP		01/04/2013	BONY BROKERAGE		164.00	31,701		30,281	31,414	(1,133)			(1,133)		30,281		1,420	1,420		L	
46625H-10-0	JPMORGAN CHASE & CO		03/15/2013	CONVERGEX EXECUT		874.00	43,766		37,843	38,429	(586)			(586)		37,843		5,924	5,924	262	L	
594918-10-4	MICROSOFT CORP		02/05/2013	BONY BROKERAGE		2,306.00	62,958		62,783	61,591	1,192			1,192		62,783		175	175		L	
716768-10-6	PETSMART INC		03/15/2013	CONVERGEX EXECUT		372.00	23,225		25,272	25,422	(151)			(151)		25,272		(2,047)	(2,047)		L	
828806-10-9	SIMON PROPERTY GROUP INC		03/08/2013	VARIOUS		261.00	41,507		40,974	41,261	(288)			(288)		40,974		533	533	300	L	
833034-10-1	SNAP-ON INC		03/11/2013	VARIOUS		738.00	59,320		57,640	58,295	(654)			(654)		57,640		1,679	1,679	179	L	
88732J-20-7	TIME WARNER CABLE		01/01/2013	Unknown		332.00	20,874		20,874	15,880	4,994			4,994		20,874					L	
872540-10-9	TJX COMPANIES INC		03/08/2013	VARIOUS		965.00	43,161		40,243	40,964	(721)			(721)		40,243		2,917	2,917	111	L	
91324P-10-2	UNITEDHEALTH GROUP INC		01/04/2013	BONY BROKERAGE		823.00	42,896		41,056	44,640	(3,583)			(3,583)		41,056		1,840	1,840		L	
902973-30-4	US BANCORP		02/05/2013	BONY BROKERAGE		631.00	20,910		20,071	20,154	(83)			(83)		20,071		839	839		L	

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

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## **SCHEDULE D - PART 4**

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- na- tion or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Other Than Temporary Impairment Recognized	13 Current Year's Amort- ization)/ Accretion	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.									
931142-10-3	WAL-MART STORES INC		02/19/2013	BONY BROKERAGE	822.00	56,311		55,838	56,085	(247)				(247)		55,838		473	473			L	
969457-10-0	WILLIAMS COS INC		03/05/2013	VARIOUS	1,321.00	44,470		27,225	43,250	(16,024)				(16,024)		27,225		17,245	17,245			L	
9099999	Total - Common Stock - Industrial and Miscellaneous (Unaffiliated)				XXX	924,026		848,851	890,433	(41,580)				(41,580)		848,851		75,173	75,173	1,496	XXX	XXX	
60934N-80-7	FEDERATED GOVT OBLI FUND-SS		01/31/2013	VARIOUS	8,250,239.0	8,250,239		8,250,239								8,250,239					46	L	
9399999	Total - Common Stock - Money Market Mutual Funds				XXX	8,250,239	XXX	8,250,239								8,250,239					46	XXX	XXX
9799997	Total - Common Stock - Part 4				XXX	9,174,265	XXX	9,099,090	890,433	(41,580)				(41,580)		9,099,090		75,173	75,173	1,542	XXX	XXX	
9799998	Summary Item from Part 5 for Common Stocks				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
9799999	Total Common Stocks				XXX	9,174,265	XXX	9,099,090	890,433	(41,580)				(41,580)		9,099,090		75,173	75,173	1,542	XXX	XXX	
9899999	Total Preferred and Common Stocks				XXX	9,174,265	XXX	9,099,090	890,433	(41,580)				(41,580)		9,099,090		75,173	75,173	1,542	XXX	XXX	
9999999	Totals					18,263,486	XXX	18,357,050	10,041,058	(41,580)	(6,101)			(47,681)		18,243,174		20,308	20,308	144,357	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues

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**NONE Schedule DB - Part A - Section 1**

**NONE Schedule DB - Part B - Section 1**

**NONE Schedule DB - Part D - Section 1**

**NONE Schedule DB - Part D - Section 2**

**NONE Schedule DL - Part 1**

**NONE Schedule DL - Part 2**

**SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
<b>Open Depositories</b>								
Bank of Oklahoma	Tulsa, OK	0.090	23		112,040	91,623	99,957	
Fifth Third	Cincinnati, OH				3,092,483	4,763,824	3,817,409	
Fifth Third	Cincinnati, OH				7,254	15,439	14,582	
Fifth Third	Cincinnati, OH	0.050	18		7,542	7,542	7,542	
Fifth Third	Cincinnati, OH				142,563	142,569	142,575	
Fifth Third	Cincinnati, OH				100,000	100,000	100,000	
Fifth Third	Cincinnati, OH	0.050	55		449,595	449,612	449,631	
Fifth Third	Cincinnati, OH	0.050	27		221,870	221,879	221,888	
Century Trust	Sante Fe, NM				200,000			
0199998 Deposits in ( 0 ) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total - Open Depositories	XXX	XXX	123		4,333,347	5,792,488	4,853,584	XXX
<b>Suspended Depositories</b>								
0299998 Deposits in ( 0 ) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						XXX
0299999 Total Suspended Depositories	XXX	XXX						XXX
0399999 Total Cash on Deposit	XXX	XXX	123		4,333,347	5,792,488	4,853,584	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	300	300	300	XXX
0599999 Total	XXX	XXX	123		4,333,647	5,792,788	4,853,884	XXX

**NONE      Schedule E - Part 2**