* 1 2 2 0 3 2 0 1 3 2 0 1 0 0 1 0 2 *

QUARTERLY STATEMENT

As of June 30, 2013

of the Condition and Affairs of the

JAMES RIVER INSURANCE COMPANY

NAIC Group Code.....3494, 3494 (Current Period) (Prior Period) NAIC Company Code..... 12203 Employer's ID Number..... 22-2824607

Organized under the Laws of OHIO State of Domicile or Port of Entry OHIO Country of Domicile US

Incorporated/Organized..... June 30, 1987 Commenced Business..... September 11, 1987

Statutory Home Office 52 EAST GAY STREET….. COLUMBUS ..... OH ..... US 43215
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 6641 WEST BROAD STREET, SUITE 300….. RICHMOND ..... VA ..... US ..... (804) 289-2700
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address P.O. BOX 27648….. RICHMOND ..... VA ..... US .....
(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 6641 WEST BROAD STREET, SUITE 300….. RICHMOND ..... VA ..... US ..... (804) 289-2700
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address

Statutory Statement Contact BRUCE EDWARD SHORT (804) 289-2150
(Name) (Area Code) (Telephone Number) (Extension)
Bruce.Short@jamesriverins.com (804) 420-1059
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. RICHARD JOHN SCHMITZER	President	2. DEBORAH PACE THORSVIK	Treasurer & Controller
3. PAMELA LLULL KNOWLES	Secretary	4.	

OTHER

GREGG THOMAS DAVIS	Chairman of the Board	BRUCE EDWARD SHORT	Vice President, Chief Financial Officer

DIRECTORS OR TRUSTEES

BRUCE EDWARD SHORT	RICHARD JOHN SCHMITZER	JOHN GORDON CLARKE	GREGG THOMAS DAVIS
RICHARD HAMILTON SEWARD			

State of........
County of.....

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)	(Signature)	(Signature)
RICHARD JOHN SCHMITZER	DEBORAH PACE THORSVIK	PAMELA LLULL KNOWLES
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Treasurer & Controller	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This ________ day of ____________________

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	191,115,721		191,115,721	248,587,153
2. Stocks:				
2.1 Preferred stocks	36,533,876		36,533,876	33,428,791
2.2 Common stocks	29,016,138		29,016,138	23,982,623
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)			0	
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....(1,175,526)), cash equivalents ($.....16,515,000) and short-term investments ($.....21,752,216)	37,091,690		37,091,690	20,992,654
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	293,757,425	0	293,757,425	326,991,221
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	1,900,027		1,900,027	2,763,059
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	96,625,104	1,298,581	95,326,523	104,133,174
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	4,368,051		4,368,051	36,326,098
16.2 Funds held by or deposited with reinsured companies	153,297,510		153,297,510	3,407,705
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon	1,946,254		1,946,254	240,584
18.2 Net deferred tax asset	8,651,393	2,148,241	6,503,152	6,458,738
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	22,442,190		22,442,190	91,882
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	0	0	0	39,195
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	582,987,954	3,446,822	579,541,132	480,451,656
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	582,987,954	3,446,822	579,541,132	480,451,656

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Excise tax receivable			0	39,195
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	0	0	0	39,195

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....7,920,660)	89,589,515	87,442,895
2.	Reinsurance payable on paid losses and loss adjustment expenses	18,967,250	
3.	Loss adjustment expenses	45,362,745	54,883,102
4.	Commissions payable, contingent commissions and other similar charges	618,993	
5.	Other expenses (excluding taxes, licenses and fees)		
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)		
7.1	Current federal and foreign income taxes (including $..........0 on realized capital gains (losses))		
7.2	Net deferred tax liability		
8.	Borrowed money $..........0 and interest thereon $..........0		12,503,819
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....83,883,600 and including warranty reserves of $..........0 and accrued accident and health experience rating refunds including $..........0 for medical loss ratio rebate per the Public Health Service Act	17,554,585	17,379,226
10.	Advance premium		
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	71,505,020	86,644,682
13.	Funds held by company under reinsurance treaties	174,949,034	
14.	Amounts withheld or retained by company for account of others		
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $..........0 certified)	2,059,000	2,059,000
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding		
19.	Payable to parent, subsidiaries and affiliates	2,855,188	2,375,479
20.	Derivatives		
21.	Payable for securities		
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	4,403,677	3,825,433
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	427,865,007	267,113,636
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	427,865,007	267,113,636
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,547,500	3,547,500
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	134,601,871	134,601,871
35.	Unassigned funds (surplus)	13,526,754	75,188,649
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $..........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $..........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	151,676,125	213,338,020
38.	Totals (Page 2, Line 28, Col. 3)	579,541,132	480,451,656

DETAILS OF WRITE-INS

2501.	Other liabilities	29,543	6,440
2502.	Deferred ceding commission	3,840,341	3,271,993
2503.	Excise tax payable	533,793	547,000
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	4,403,677	3,825,433
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....92,794,675)	82,535,007	68,490,262	144,840,763
1.2 Assumed (written $.....34,673,988)	17,543,405	42,862,492	95,780,577
1.3 Ceded (written $.....109,998,498)	82,783,605	91,729,472	199,101,232
1.4 Net (written $.....17,470,166)	17,294,807	19,623,282	41,520,108
DEDUCTIONS:			
2. Losses incurred (current accident year $.....8,238,115):			
2.1 Direct	31,180,450	20,510,192	41,918,892
2.2 Assumed	10,373,949	44,853,975	107,498,293
2.3 Ceded	35,078,474	58,201,112	135,454,995
2.4 Net	6,475,925	7,163,055	13,962,190
3. Loss adjustment expenses incurred	5,117,521	5,831,398	11,589,236
4. Other underwriting expenses incurred	7,731,133	6,062,792	10,525,180
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	19,324,579	19,057,245	36,076,606
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(2,029,772)	566,037	5,443,502
INVESTMENT INCOME			
9. Net investment income earned	7,877,233	9,143,162	18,036,566
10. Net realized capital gains (losses) less capital gains tax of $.....3,038,437	5,642,812	2,423,424	4,751,023
11. Net investment gain (loss) (Lines 9 + 10)	13,520,045	11,566,586	22,787,589
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $..........0 amount charged off $.....299,712)	(299,712)	(70,482)	(149,749)
13. Finance and service charges not included in premiums			
14. Aggregate write-ins for miscellaneous income	(30,877)	(14,058)	(16,794)
15. Total other income (Lines 12 through 14)	(330,589)	(84,540)	(166,543)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	11,159,684	12,048,083	28,064,548
17. Dividends to policyholders			
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)	11,159,684	12,048,083	28,064,548
19. Federal and foreign income taxes incurred	1,022,090	3,353,342	5,574,875
20. Net income (Line 18 minus Line 19) (to Line 22)	10,137,594	8,694,741	22,489,673
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	213,338,020	216,013,691	216,013,691
22. Net income (from Line 20)	10,137,594	8,694,741	22,489,673
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....(801,544)	(1,644,014)	875,513	2,587,138
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	37,564	853,018	(706,092)
27. Change in nonadmitted assets	(193,039)	(224,682)	1,704,609
28. Change in provision for reinsurance			249,000
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			
35. Dividends to stockholders	(70,000,000)		(29,000,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	(61,661,895)	10,198,590	(2,675,671)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	151,676,125	226,212,281	213,338,020

DETAILS OF WRITE-INS

0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. Miscellaneous	(30,877)	(14,058)	(16,794)
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	(30,877)	(14,058)	(16,794)
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	11,738,810	16,973,867	60,318,726
2.	Net investment income	7,814,269	7,924,137	16,679,404
3.	Miscellaneous income	(330,589)	(84,540)	(166,543)
4.	Total (Lines 1 through 3)	19,222,490	24,813,464	76,831,587
5.	Benefit and loss related payments	103,293,812	13,855,950	65,367,344
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	21,750,018	12,701,598	24,197,031
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....3,038,437 tax on capital gains (losses)	5,766,197	6,694,539	8,651,613
10.	Total (Lines 5 through 9)	130,810,027	33,252,087	98,215,988
11.	Net cash from operations (Line 4 minus Line 10)	(111,587,537)	(8,438,623)	(21,384,400)
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	145,668,992	59,791,876	143,819,364
	12.2 Stocks	2,236,973	28,591,942	28,591,942
	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			96
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	147,905,965	88,383,818	172,411,402
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	79,048,830	69,385,849	129,662,523
	13.2 Stocks	12,396,598	8,341,334	9,455,670
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)	91,445,428	77,727,183	139,118,193
14.	Net increase (decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	56,460,537	10,656,635	33,293,209
	CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds	(12,500,000)		12,500,000
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	70,000,000		29,000,000
	16.6 Other cash provided (applied)	153,726,037	(3,191,131)	1,510,798
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	71,226,037	(3,191,131)	(14,989,202)
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	16,099,037	(973,119)	(3,080,393)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	20,992,654	24,073,047	24,073,047
	19.2 End of period (Line 18 plus Line 19.1)	37,091,690	23,099,928	20,992,654

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of James River Insurance Company ("the Company") are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for purposes of determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed or permitted practices by the state of Ohio.

The accompanying financial statements contain no differences as a result of practices prescribed or permitted by Ohio that differ from the NAIC's *Accounting Practices and Procedures Manual.*

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

D. Loan-Backed Securities

(1) Prepayment assumptions for Mortgage-Backed Securities, Collateralized Mortgage Obligations and Other Structured Securities were generated using a purchased prepayment model. The prepayment model uses a number of factors to estimate prepayment activity including the time of year (seasonality), current levels of interest rates (refinancing incentive), economic activity (including housing turnover) and term and age of the underlying collateral (burnout, seasoning). On an ongoing basis, the rate of prepayment is monitored and the model is calibrated to reflect actual experience, market factors and viewpoint.

(2-3) At June 30, 2013, the Company held no securities with a recognized other-than-temporary impairment.

(4) All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months	$ 70,106
2. 12 months or longer	$ 0

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months	$2,453,419
2. 12 months or longer	$ 0

(5) Impairments are based on periodic analytical reviews. Analysis relies on actual collateral performance measurements including, but not limited to prepayment rates, default rates, delinquencies, and loss severity sourced through third party data providers.

E. Repurchase Agreements

The Company invests in repurchase agreements with term limits of no more than 30 days. The Company's investment policy requires that the collateral securing the repurchase agreement have a market value of no less than 102% of the repurchase amount. Repurchase agreements are classified as Cash Equivalents.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

The Company terminated the quota share reinsurance agreement with its wholly owned subsidiary, James River Casualty Company ("JRCC"), effective January 1, 2013. See note 23 for details.

The Company entered into an intercompany reinsurance pooling arrangement (the pooling) with its Unites States affiliated insurance carriers, effective January 1, 2013. See note 26 for details.

Note 11 - Debt

Not applicable.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

Not applicable.

Note 13 - Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

Not applicable.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not applicable.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

Not applicable.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

Note 20 - Fair Value

A. Inputs Used for Assets and Liabilities Measured at Fair Value

(1) Fair Values for Items Measured and Reported at Fair Value by Levels 1, 2 and 3

For statutory accounting, certain investments are carried at fair value, while others may periodically be carried at fair value based on certain factors such as the NAIC's lower of cost or market rule or an impairment. Assets recorded at fair value are categorized based on an evaluation of the various inputs used to measure the fair value.

Three levels of inputs are used to measure fair value:

(a) Level 1: Quoted prices in active markets for identical assets,

(b) Level 2: Indirect observable inputs, including prices for similar assets and market corroborated inputs, and

(c) Level 3: Unobservable inputs reflecting assumptions that market participants would use, including assumptions about risk.

Supporting documentation received from pricing vendors detailing the inputs, models and processes used in the vendor's evaluation process is used to determine the appropriate fair value hierarchy. Documentation from each pricing vendor is reviewed and monitored periodically to ensure they are consistent with pricing policy procedures. Market information obtained from brokers with respect to security valuations is also considered in the pricing hierarchy.

	Level 1	Level 2	Level 3	Total
Bonds – Industrial & Misc.	$ 5,366,970	$ 20,662,221	$ 12,256,009	$ 38,285,200
Perpetual Preferred Stock – Industrial & Misc.	0	24,449,556	0	24,449,556
Common Stock – Industrial & Misc.	7,230,644	734,100	0	7,964,744
Common Stock – Mutual Funds	5,936,000	0	0	5,936,000
Total Common Stocks	13,166,644	734,100	0	13,900,744
Total Assets at Fair Value	$ 18,533,614	$ 45,845,877	$ 12,256,009	$ 76,635,500

The Company held no liabilities measured at fair value as of June 30, 2013. There were no transfers between Level 1 and Level 2 for assets held at June 30, 2013.

(2) Rollforward of Level 3 Fair Value Measurements Above:

	Bond – Industrial & Misc.	Total Level 3
Beginning Balance at January 1, 2013	$ 6,083,034	$ 6,083,034
Transfers into Level 3 (a)	2,818,502	2,818,502
Transfers into Level 3 (b)	0	0
Transfers out of Level 3 (a)	(265,862)	(265,862)
Transfers out of Level 3 (b)	0	0
Total Gains and (Losses) included in Net Income	(4,556)	(4,556)
Total Gains and (Losses) included in Surplus	40,929	40,929
Purchases	7,274,990	7,274,990
Sales	(3,691,028)	(3,691,028)
Ending Balance at June 30, 2013	$ 12,256,009	$ 12,256,009

(a) Measurement basis changed from amortized cost to fair value based on NAIC designation.
(b) Transfers due to a change in observability of inputs used to determine fair value.

(3) Policy on Transfers Into and Out of Level 3

Transfers in and out of Level 3 are recognized based on the beginning of the reporting period.

(4) Input and Techniques Used for Level 2 and Level 3 Fair Values

Fair value measurements for fixed income and equity securities are based on values either published by the NAIC's Securities Valuation Office (SVO) or from an external pricing source. Under certain circumstances, if neither an SVO price nor vendor price is available, a price may be obtained from a broker. Short-term securities and cash equivalents are valued at amortized cost.

When published prices from the SVO are not available, the Company relies predominately on external pricing sources that have been evaluated and approved by the investment manager's pricing policy committee. Generally, external pricing service vendors use a pricing methodology involving the market approach, including pricing models, which use prices and relevant market information regarding a particular security or securities with similar characteristics to establish a valuation.

Investments for which external sources are not available or are determined by the investment manager not to be representative of fair value are recorded at fair value as determined by the investment manager. In determining the fair value of such investments, the investment manager considers one or more of the following factors: type of security held, convertibility or exchangeability of the security, redeemability of the security (including timing of such redemptions), application of industry accepted valuation models, recent trading activity, liquidity, estimates of liquidation value, purchase cost, and prices received for securities with similar terms of the same issuer or similar issuers. At June 30, 2013, there were no investments for which external sources were unavailable to determine fair value.

(5) Derivative Fair Values

Not applicable.

B. Other Fair Value Disclosures

Not applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2, and 3

The table below reflects the fair values and admitted values of all admitted assets and liabilities that are financial instruments excluding those accounted for under the equity method (subsidiaries). The fair values are also categorized into the three-level fair value hierarchy as described above in Note 20A.

	Fair Value	Admitted Value	Level 1	Level 2	Level 3	Not Practical (Carrying Value)
Bonds	$196,902,238	$191,115,721	$29,329,249	$123,822,073	$43,750,916	$0
Preferred Stocks	37,291,236	36,533,876	0	37,291,236	0	0
Common Stocks	13,900,744	13,900,744	13,166,644	734,100	0	0
Cash Equivalents & Short-Term Investments	38,267,216	38,267,216	16,837,881	21,429,335	0	0
Total Assets	$286,361,434	$279,817,557	$59,333,774	$183,276,744	$43,750,916	$0

D. Financial Instruments for which Not Practical to Determine Fair Values

Not applicable.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

Not applicable.

Note 23 - Reinsurance

The quota share reinsurance agreement with JRCC was terminated effective January 1, 2013. A cash settlement of $1,879,360 was paid and JRCC agreed to release the Company from any further liability. No earned premiums or incurred losses were recorded as a result of the termination. A decrease in underwriting expenses incurred of $148,401 was recorded relating to ceding commissions.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

The following table provides an analysis of the change in loss and loss adjustment expense (LAE) reserves net of reinsurance recoverables for the indicated periods (in thousands):

	June 30, 2013	December 31, 2012
Balance at beginning of period	$ 142,326	$ 151,417
Loss and loss adjustment expense incurred:		
Current accident year	14,494	33,857
Prior accident years	(2,901)	(8,306)
	11,593	25,551
Loss and loss adjustment expense payments made for:		
Current accident year	898	2,471
Prior accident years	18,069	32,171
	18,967	34,642
Balance at end of period	$ 134,952	$ 142,326

Reserves for incurred losses and LAE attributable to insured events of prior years, decreased by approximately $2.9 million in 2013, resulting primarily from products liability and other liability lines of business. This change is the result of an ongoing analysis of recent development trends and additional information regarding individual claims.

Note 26 - Intercompany Pooling Arrangements

James River Insurance Company entered into an intercompany reinsurance pooling arrangement (the pooling) with its Unites States affiliated insurance carriers (see below), effective January 1, 2013. All lines of business are subject to the pooling net of any outside reinsurance coverage carried by the participants. Net business includes business in force on January 1, 2013 and all business written subsequent to that date. The pooling provides for proportionate sharing of premiums earned, losses and loss adjustment expenses incurred, and underwriting expenses incurred.

The participation percentages are as follows:

Stonewood National Insurance Company (lead company)	NAIC #31925	13%
James River Insurance Company	NAIC #12203	75%
Stonewood Insurance Company	NAIC #11828	6%
James River Casualty Company	NAIC #13685	5%
Stonewood General Insurance Company	NAIC #35211	1%

As a result of the pooling, the amount due to Stonewood National Insurance Company is $2,512,029 as of June 30, 2013.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - High Deductibles

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 32 - Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

Not applicable.

Note 33 - Asbestos/Environmental Reserves

No significant change.

Note 34 - Subscriber Savings Accounts

Not applicable.

Note 35 - Multiple Peril Crop Insurance

No significant change.

Note 36 - Financial Guaranty Insurance

Not applicable.

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 [X] No [ ]

1.2 If yes, has the report been filed with the domiciliary state? Yes [X] 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 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). 8/6/2010..........................

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:

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 the 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? Yes [X] No [ ]
(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.

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).

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $..................................0

PART 1 - 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:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $..................................0

13. Amount of real estate and mortgages held in short-term investments: $..................................0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 15,270,827	$ 15,115,394
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 15,270,827	$ 15,115,394
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
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: $..................................0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $..................................0
16.3 Total payable for securities lending reporting on the liability page: $..................................0

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? Yes [X] No [ ]

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
U. S. Bank, N.A.	1025 Connecticut Avenue, N.W., Suite 517, Washington, DC 20036
U. S. Bank, N.A.	One Federal St., Third Floor, Boston, Massachusetts 02110

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.

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? Yes [ ] No [X]

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
N/A	General Re - New England Asset Management	76 Batterson Park Road, Farmington, CT 06032
N/A	Angelo, Gordon & Co.	245 Park Ave., New York, NY 10167

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

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 [X] No [ ] N/A [ ]
   If yes, attach an explanation.
   The Company entered into an intercompany pooling arragengement effective Jan 1, 2013 with a 75% partipciation.

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	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
	....	....	....	....	....	0	....	....	....	0
Total....................................	........XXX...	........XXX........	0	0	0	0	0	0	0	0

5. Operating Percentages:
   5.1 A&H loss percent 0.0 %
   5.2 A&H cost containment percent 0.0 %
   5.3 A&H expense percent excluding cost containment expenses 0.0 %

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. 0
6.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]
6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)
Affiliates				
31925	4-1019055	Stonewood National Insurance Company	OH	NO
All Other Insurers				
00000	AA-1129000	Lloyd's Syndicate Number 3000	UK	YES
00000	AA-1120116	Lloyd's Syndicate Number 3902	UK	YES

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2	3	4	5	6	7
	States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1.	Alabama AL	E	1,423,638	949,376	99,625	(375)	3,348,094	2,662,032
2.	Alaska AK	E	100,154	137,884	55,000		535,553	448,606
3.	Arizona AZ	E	2,216,491	1,703,497	19,449	727,600	5,925,696	5,147,378
4.	Arkansas AR	E	911,249	754,238	97,779	35,199	1,584,959	1,756,600
5.	California CA	E	29,820,335	22,469,983	3,645,656	3,043,226	88,137,767	77,124,726
6.	Colorado CO	E	1,486,761	1,137,469	3,157,332	73,432	3,633,155	5,596,133
7.	Connecticut CT	E	679,571	405,718	86,930	(155,307)	5,299,894	2,234,064
8.	Delaware DE	E	167,323	115,880		271,731	610,340	476,984
9.	District of Columbia DC	E	62,676	56,556			406,679	446,983
10.	Florida FL	E	5,996,703	5,351,808	696,892	1,059,203	15,389,286	16,146,476
11.	Georgia GA	E	1,538,684	1,364,248	953,376	514,052	5,240,323	3,970,078
12.	Hawaii HI	E	286,185	264,576			1,065,409	1,018,402
13.	Idaho ID	E	285,927	264,366		313,018	964,576	1,081,259
14.	Illinois IL	E	3,847,881	2,890,688	102,500	109,903	11,404,880	8,332,739
15.	Indiana IN	E	836,675	872,035	374,066	(5,550)	2,610,396	2,941,169
16.	Iowa IA	E	396,906	361,185			728,111	768,500
17.	Kansas KS	E	391,421	262,312	225,000		1,040,913	942,721
18.	Kentucky KY	E	584,150	407,948	(351)	(66)	1,191,739	1,285,282
19.	Louisiana LA	E	2,456,296	2,001,262	2,259,346	213,413	7,309,320	9,904,909
20.	Maine ME	E	52,664	63,420			320,901	329,486
21.	Maryland MD	E	1,249,931	695,235	108,000	8,502	3,040,482	3,060,055
22.	Massachusetts MA	E	1,626,967	1,224,118	66,028	521,108	3,874,446	3,986,270
23.	Michigan MI	E	677,600	530,488			2,758,507	2,486,177
24.	Minnesota MN	E	774,090	519,065		115,000	2,054,727	1,947,810
25.	Mississippi MS	E	271,903	714,980		7,916	1,175,474	1,880,489
26.	Missouri MO	E	948,484	2,279,205	49,500	295,700	5,957,918	8,115,144
27.	Montana MT	E	326,252	210,225			767,298	540,953
28.	Nebraska NE	E	70,898	81,599	450,000	85,500	1,296,837	1,934,223
29.	Nevada NV	E	1,296,499	1,254,512	136,261	1,679,853	4,454,725	4,140,260
30.	New Hampshire NH	E	443,129	184,273	(5,000)	10,722	860,043	502,178
31.	New Jersey NJ	E	3,807,095	2,176,701	181,022	195,824	8,406,427	8,222,267
32.	New Mexico NM	E	184,268	222,413		453,095	758,939	1,144,310
33.	New York NY	E	7,054,059	7,146,329	595,246	983,618	23,396,864	19,318,605
34.	North Carolina NC	E	957,272	965,823	20,000	218,000	5,559,938	5,422,933
35.	North Dakota ND	E	135,903	66,452			1,076,398	614,516
36.	Ohio OH	L						
37.	Oklahoma OK	E	1,113,759	614,225	13,492	339,864	2,677,496	3,240,417
38.	Oregon OR	E	468,761	616,363	(4,293)	149,616	1,772,314	2,068,244
39.	Pennsylvania PA	E	2,594,935	2,476,802	196,746	136,831	7,626,162	10,315,941
40.	Rhode Island RI	E	187,974	248,051		995,000	900,041	857,415
41.	South Carolina SC	E	605,735	509,861	63,950	42,975	1,915,987	2,004,496
42.	South Dakota SD	E	100,142	82,316			203,528	201,996
43.	Tennessee TN	E	824,338	1,108,274	(2,291)	179,750	3,699,236	3,229,586
44.	Texas TX	E	7,745,295	6,811,755	2,188,448	2,405,740	22,205,959	23,602,515
45.	Utah UT	E	726,369	508,717	16,162		1,719,976	1,541,256
46.	Vermont VT	E	29,778	34,145			78,245	76,668
47.	Virginia VA	E	1,380,854	1,169,139	13,620	170,000	3,664,602	3,205,048
48.	Washington WA	E	1,863,094	1,596,885	257,900	231,933	7,838,881	5,536,684
49.	West Virginia WV	E	673,394	1,000,867			1,039,517	1,452,510
50.	Wisconsin WI	E	528,738	547,751	2,600,000		1,473,397	2,797,480
51.	Wyoming WY	E	568,791	141,353			964,116	426,772
52.	American Samoa AS	N						
53.	Guam GU	N						
54.	Puerto Rico PR	E						
55.	US Virgin Islands VI	E	16,678	23,099			145,924	182,851
56.	Northern Mariana Islands MP	N						
57.	Canada CAN	N						
58.	Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59.	Totals	(a) 1	92,794,675	77,595,470	18,717,391	15,426,026	280,112,395	266,670,596

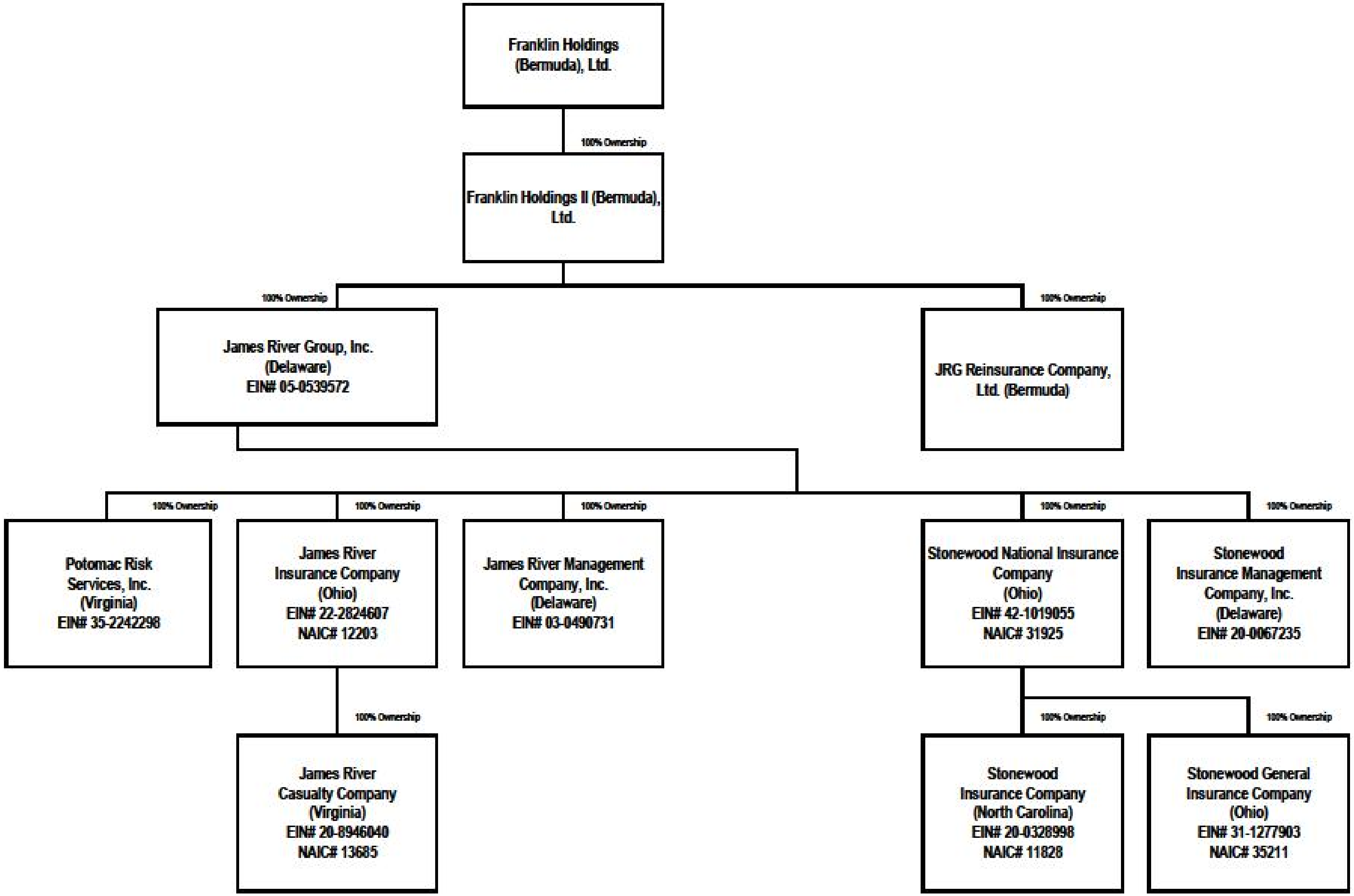
DETAILS OF WRITE-INS

58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ Line 58998) (Line 58 above)	XXX	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied 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 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
							Franklin Holdings, Ltd.	BMU	UIP					
							Franklin Holdings II, Ltd.	BMU	UIP	Franklin Holdings, Ltd.	Ownership	100.000	Franklin Holdings, Ltd.	
			05-0539572				James River Group, Inc.	DE	UDP	Franklin Holdings II, Ltd.	Ownership	100.000	Franklin Holdings, Ltd.	
			AA-3190958				JRG Reinsurance Company, Ltd.	BMU	IA	Franklin Holdings II, Ltd.	Ownership	100.000	Franklin Holdings, Ltd.	
			35-2242298				Potomac Risk Services, Inc.	VA	NIA	James River Group, Inc.	Ownership	100.000	Franklin Holdings, Ltd.	
3494	James River Insurance Group	12203	22-2824607				James River Insurance Company	OH		James River Group, Inc.	Ownership	100.000	Franklin Holdings, Ltd.	
			03-0490731				James River Management Company	DE	NIA	James River Group, Inc.	Ownership	100.000	Franklin Holdings, Ltd.	
3494	James River Insurance Group	13685	20-8946040				James River Casualty Company	VA	DS	James River Insurance Company	Ownership	100.000	Franklin Holdings, Ltd.	
3494	James River Insurance Group	31925	42-1019055				Stonewood National Insurance Company	OH	IA	James River Group, Inc.	Ownership	100.000	Franklin Holdings, Ltd.	
			20-0067235				Stonewood Insurance Management Co.	DE	NIA	James River Group, Inc.	Ownership	100.000	Franklin Holdings, Ltd.	
3494	James River Insurance Group	11828	20-0328998				Stonewood Insurance Company	NC	IA	Stonewood National Iinsurance Co.	Ownership	100.000	Franklin Holdings, Ltd.	
3494	James River Insurance Group	35211	31-1277903				Stonewood General Insurance Company	OH	IA	Stonewood National Iinsurance Co.	Ownership	100.000	Franklin Holdings, Ltd.	

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire	455,025	1,307,879	287.4	(24.8)
2. Allied lines	3,451,883	78,831	2.3	(6.1)
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	31,736	(10,935)	(34.5)	(0.6)
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence	49,671	(72,163)	(145.3)	114.4
11.2. Medical professional liability - claims-made	3,949,794	2,436,867	61.7	44.6
12. Earthquake	818,839	54,628	6.7	(0.1)
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	43,754,182	19,383,067	44.3	42.9
17.2 Other liability-claims made	9,939,393	1,582,647	15.9	(5.6)
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence	15,098,717	5,506,357	36.5	34.9
18.2 Products liability-claims made	4,883,341	860,267	17.6	12.0
19.1, 19.2 Private passenger auto liability			0.0	
19.3, 19.4 Commercial auto liability	102,425	53,005	51.8	
21. Auto physical damage			0.0	
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
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	0	0	0.0	
35. Totals	82,535,006	31,180,450	37.8	29.9

DETAILS OF WRITE-INS

3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	427,154	741,901	601,209
2. Allied lines	3,627,360	5,683,770	5,023,539
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	41,998	59,494	52,219
10. Financial guaranty			
11.1 Medical professional liability - occurrence	35,433	57,346	100,425
11.2 Medical professional liability - claims made	2,102,513	4,168,783	4,360,858
12. Earthquake	398,639	740,917	655,895
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	23,414,978	47,555,194	38,323,689
17.2 Other liability-claims made	4,757,248	9,645,306	9,175,848
17.3 Excess workers' compensation			
18.1 Products liability-occurrence	8,835,698	18,792,482	15,108,326
18.2 Products liability-claims made	2,655,161	4,957,260	4,193,462
19.1 19.2 Private passenger auto liability			
19.3 19.4 Commercial auto liability	272,375	392,222	
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty			
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	0	0	0
35. Totals	46,568,557	92,794,675	77,595,470

DETAILS OF WRITE-INS

3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

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 Claims Unreported 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 and 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 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior	14,563	60,425	74,988	6,082	808	6,890	11,307	161	52,606	64,074	2,826	(6,850)	(4,024)
2. 2011	7,106	14,894	22,000	3,701	234	3,935	4,686	198	12,897	17,781	1,281	(1,565)	(284)
3. Subtotals 2011 + Prior	21,669	75,319	96,988	9,783	1,042	10,825	15,993	359	65,503	81,855	4,107	(8,415)	(4,308)
4. 2012	9,177	20,425	29,602	(8,950)	457	(8,493)	20,863	478	18,162	39,503	2,736	(1,328)	1,408
5. Subtotals 2012 + Prior	30,846	95,744	126,590	833	1,499	2,332	36,856	837	83,665	121,358	6,843	(9,743)	(2,900)
6. 2013	XXX	XXX	XXX	XXX	898	898	XXX	1,995	11,601	13,596	XXX	XXX	XXX
7. Totals	30,846	95,744	126,590	833	2,397	3,230	36,856	2,832	95,266	134,954	6,843	(9,743)	(2,900)
8. Prior Year-End's Surplus As Regards Policyholders	213,338												

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
1. 22.2 %	2. (10.2)%	3. (2.3)%

Col. 13, Line 7 Line 8
4. (1.4)%

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.

	Response
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?	YES
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:

1.
2.
3.
4.

Bar Code:

* 1 2 2 0 3 2 0 1 3 4 9 0 0 0 0 0 2 *

* 1 2 2 0 3 2 0 1 3 3 6 5 0 0 0 0 2 *

* 1 2 2 0 3 2 0 1 3 5 0 5 0 0 0 0 2 *

Overflow Page for Write-Ins

NONE

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	0	
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 end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

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	0	
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)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

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	0	
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)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	305,998,567	326,729,168
2. Cost of bonds and stocks acquired	91,445,423	139,118,193
3. Accrual of discount	1,171,831	2,345,737
4. Unrealized valuation increase (decrease)	(2,447,602)	3,834,379
5. Total gain (loss) on disposals	8,681,249	7,728,683
6. Deduct consideration for bonds and stocks disposed of	147,905,954	172,411,306
7. Deduct amortization of premium	277,779	926,773
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		419,514
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	256,665,735	305,998,567
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	256,665,735	305,998,567

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
BONDS								
1. Class 1 (a)	155,359,461	779,140,790	824,713,576	35,719	155,359,461	109,822,394		130,601,492
2. Class 2 (a)	19,873,173			(10,182)	19,873,173	19,862,991		47,231,051
3. Class 3 (a)	27,807,266	647,859	4,478,924	837,128	27,807,266	24,813,329		28,265,629
4. Class 4 (a)	64,831,608	29,178,015	26,666,681	(1,139,526)	64,831,608	66,203,416		60,167,606
5. Class 5 (a)	5,868,942	3,830,036	1,011,626	(6,545)	5,868,942	8,680,807		5,187,974
6. Class 6 (a)								
7. Total Bonds	273,740,450	812,796,700	856,870,807	(283,406)	273,740,450	229,382,937	0	271,453,752
PREFERRED STOCK								
8. Class 1	15,142,813			(15,142,813)	15,142,813			14,393,750
9. Class 2	9,266,088	5,028,400	1,096,760	13,276,628	9,266,088	26,474,356		8,975,521
10. Class 3	10,059,520				10,059,520	10,059,520		10,059,520
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	34,468,421	5,028,400	1,096,760	(1,866,185)	34,468,421	36,533,876	0	33,428,791
15. Total Bonds and Preferred Stock	308,208,871	817,825,100	857,967,567	(2,149,591)	308,208,871	265,916,813	0	304,882,543

(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 $.....16,515,000; 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	21,752,216	XXX	21,752,185	1,178	

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	12,149,099	16,062,603
2. Cost of short-term investments acquired	127,417,825	44,571,933
3. Accrual of discount	31	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	117,814,739	48,485,437
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)	21,752,216	12,149,099
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	21,752,216	12,149,099

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	10,717,500	10,106,747
2. Cost of cash equivalents acquired	1,550,977,000	2,080,439,332
3. Accrual of discount		720
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		96
6. Deduct consideration received on disposals	1,545,179,500	2,079,829,395
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)	16,515,000	10,717,500
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	16,515,000	10,717,500

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	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)
Bonds - U.S. Government									
912828 UW 8	UNITED STATES TREASURY NOTE		05/02/2013	RBC CAPITAL MARKETS		499,377	500,000	61	1
912828 VC 1	UNITED STATES TREASURY NOTE		06/14/2013	BARCLAYS CAPITAL		6,459,905	6,500,000	1,457	1
912828 VD 9	UNITED STATES TREASURY NOTE		06/14/2013	BARCLAYS CAPITAL		6,497,737	6,500,000	755	1
0599999.	Total - Bonds - U.S. Government					13,457,019	13,500,000	2,273	XXX
Bonds - Industrial and Miscellaneous									
00828C AF 0	AFFINIA GROUP INC TL B2		04/11/2013	JP MORGAN SECURITIES INC.		566,454	569,300		4FE
00828K AF 2	AFFINION GROUP INC TL B		05/10/2013	VARIOUS		919,981	944,053		4FE
02922X AG 3	AMERICAN RENAL HOLDINGS TL B		04/04/2013	BANK OF AMERICA		1,363,372	1,359,448		4FE
05542U AB 3	BBTS BORROWER TL B		05/31/2013	UBS WARBURG		1,331,550	1,345,000		5FE
08511L AH 1	BERLIN PACKAGING TL B		03/28/2013	BANK OF AMERICA		515,211	517,800		4FE
139742 AC 4	CAPITAL AUTO RECEIVABLES ASSET 13-2 A3		06/20/2013	BARCLAYS CAPITAL		1,499,737	1,500,000		1FE
14076C AB 9	CARAUSTAR INDUSTRIES TL		04/29/2013	CREDIT SUISSE FIRST BOSTON		767,779	766,125		4FE
21075B AG 6	CONTAINER STORE		03/20/2013	JP MORGAN SECURITIES INC.		329,175	330,000		4FE
26869E AB 0	EMG UTICA LLC TL B		03/26/2013	CREDIT SUISSE FIRST BOSTON		349,444	351,200		4FE
32007U AL 3	FIRST DATA CORP TL 2018		03/25/2013	VARIOUS		71,730	72,000		4FE
32007U BD 0	FIRST DATA CORP 2018 B		04/10/2013	CREDIT SUISSE FIRST BOSTON		464,081	467,000		4FE
38113G AC 2	GOLDEN NUGGET TL B		05/08/2013	JEFFERIES & COMPANY INC.		862,523	884,638		5FE
38113G AF 5	GOLDEN NUGGET INC TL DD		05/08/2013	JEFFERIES & COMPANY INC.		481,027	493,362		5FE
49387T AJ 5	KIK CUSTOM PRODUCTS TL		05/17/2013	CREDIT SUISSE FIRST BOSTON		1,715,670	1,733,000		4FE
50217K AE 9	LTS BUYER LLC TL B		04/01/2013	JP MORGAN SECURITIES INC.		482,774	485,200		4FE
50307M AB 2	LA FRONTERA GENERATION TL B		05/21/2013	BANK OF AMERICA		1,219,679	1,224,283		4FE
67073E AP 5	NUVEEN INVESTMENTS TL B 2LIEN		04/25/2013	DEUTSCHE BANK		776,200	776,200		5FE
75321E AF 0	RANPAK CORP TL		04/10/2013	GOLDMAN SACHS		490,373	492,837		
75734H AC 1	REDDY ICE CORP TL B		04/01/2013	JP MORGAN SECURITIES INC.		657,708	660,751		4FE
78659Q AA 0	SAFWAY GROUP HOLDING/FIN		05/07/2013	GOLDMAN SACHS		512,000	512,000		4FE
84850X AB 8	SPIN HOLDCO INC TL B		05/08/2013	DEUTSCHE BANK		648,740	652,000		4FE
85208B AB 2	SPRINT INDUSTRIAL TL		05/10/2013	GOLDMAN SACHS		654,192	660,800		4FE
85208D AE 2	SPROUTS FARMERS MARKET TL B		04/12/2013	CREDIT SUISSE FIRST BOSTON		620,880	624,000		4FE
86183H AE 0	STONERIVER HOLDINGS INC TL		05/29/2013	BANK OF AMERICA		836,795	841,000		4FE
86880N AH 6	SURGERY CENTER TL		04/10/2013	JP MORGAN SECURITIES INC.		870,210	879,000		4FE
87262C AL 7	TPF GENERATION HOLDINGS TL B		05/06/2013	UBS WARBURG		307,455	309,000		4FE
88354V AB 4	THERMASYS CORP TL B		05/14/2013	VARIOUS		1,447,939	1,455,600		4FE
89054F AF 1	TOPAZ POWER HOLDINGS LLC TL		03/05/2013	GOLDMAN SACHS		456,773	454,500		4FE
89421H AG 1	TRAVELPORT LLC TL B		04/23/2013	VARIOUS		348,845	350,269		4FE
914908 AU 2	UNIVISION COMMUNICATIONS 2013 TL		05/23/2013	DEUTSCHE BANK		1,313,000	1,313,000		4FE
91759U AF 2	UTEX INDUSTRIES INC TL		04/10/2013	BANK OF AMERICA		586,354	589,300		4FE
92208A AA 2	VANTAGE ONCOLOGY LLC		05/22/2013	JEFFERIES & COMPANY INC.		1,071,000	1,071,000		4FE
92553J AL 0	VEYANCE TECHNOLOGIES TL		03/06/2013	CREDIT SUISSE FIRST BOSTON		163,180	164,413		4FE
93316U AD 9	WALTER ENERGY INC TL B		06/14/2013	VARIOUS		882,425	880,746		4FE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
96758D AR 4	WIDEOPENWEST TL B		03/26/2013	JP MORGAN SECURITIES INC.		1,620,200	1,620,200		4FE
96811W AD 8	WILDHORSE RESOURCES TL 2ND LIEN		06/07/2013	WELLS FARGO FINANCIAL		456,390	461,000		4FE
	TRANSFIRST HOLDINGS TL B		04/30/2013	GENERAL ELECTRIC CAPITAL		560,595	560,595		4FE
	NFR ENERGY (SABINE) 2ND LIEN		02/12/2013	GOLDMAN SACHS		46,936	46,242		5FE
88156L AA 8	TERVITA CORP	I	03/28/2013	RBC CAPITAL MARKETS		331,800	336,000	14,469	5FE
88156L AC 4	TERVITA CORP	I	06/13/2013	RBC CAPITAL MARKETS		713,550	710,000	5,207	4FE
C5186F AF 5	LIVINGSTON INTL TL B	I	04/16/2013	RBC CAPITAL MARKETS		582,417	588,300		4FE
C8739V AB 5	TEINE ENERGY LTD TL 2LEIN	I	05/17/2013	BARCLAYS CAPITAL		1,181,015	1,199,000		4Z
C8843Q AB 9	TERVITA CORP TL B	I	05/15/2013	VARIOUS		944,435	934,903		4FE
L0001U AB 5	AI CHEM & CY SCA(MONARCH TL B1)	R	03/12/2013	DEUTSCHE BANK		310,190	311,749		4FE
L0001U AC 3	AI CHEM & CY SCA(MONARCH TL B2)	R	03/12/2013	DEUTSCHE BANK		160,943	161,751		4FE
L0001U AG 4	AI CHEM & CY SCA (MONARCH 2L)	R	03/12/2013	DEUTSCHE BANK		408,746	410,800		4FE
N2109E AE 0	CLONDALKIN ACQUISITION BV TL B	R	05/28/2013	DEUTSCHE BANK		2,096,691	2,101,945		4FE
N8879V AB 3	TRONOX PIGMENTS TL B	R	03/13/2013	GOLDMAN SACHS		647,859	651,114		3FE
3899999.	Total - Bonds - Industrial & Miscellaneous					35,646,023	35,822,424	19,676	XXX
8399997.	Total - Bonds - Part 3					49,103,042	49,322,424	21,949	XXX
8399999.	Total - Bonds					49,103,042	49,322,424	21,949	XXX
Preferred Stocks - Industrial and Miscellaneous									
054937 80 0	BB&T CORPORATION 5.200000%		05/07/2013	JANNEY MONTGOMERY SCOTT	120,000.000	3,003,600			P2LFE
084423 40 9	BERKLEY (WR) CORPORATION 5.625000% 04/30		05/07/2013	JANNEY MONTGOMERY SCOTT	80,000.000	2,024,800			RP2LFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					5,028,400	XXX	0	XXX
8999997.	Total - Preferred Stocks - Part 3					5,028,400	XXX	0	XXX
8999999.	Total - Preferred Stocks					5,028,400	XXX	0	XXX
Common Stocks - Industrial and Miscellaneous									
092533 10 8	BLACKROCK KELSO CAPITAL CORP		04/01/2013	CLSA	20,500.000	205,861	XXX		L
38173M 10 2	GOLUB CAPITAL BDC INC		04/10/2013	MORGAN STANLEY & CO	97,600.000	1,634,863	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					1,840,724	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					1,840,724	XXX	0	XXX
9799999.	Total - Common Stocks					1,840,724	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					6,869,124	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					55,972,166	XXX	21,949	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	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912828 HY 9	UNITED STATES TREASURY NOTES		04/30/2013	MATURITY		1,900,000	1,900,000	1,895,719	1,899,697		303		303		1,900,000			0	29,688	04/30/2013	1
0599999.	Total - Bonds - U.S. Government					1,900,000	1,900,000	1,895,719	1,899,697	0	303	0	303	0	1,900,000	0	0	0	29,688	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
31294K ZF 5	FEDERAL HOME LOAN MTG CORP #E01642		06/01/2013	PAYDOWN		26,969	26,969	26,838	26,955		14		14		26,969			0	551	05/01/2019	1FE
31294K ZT 5	FEDERAL HOME LOAN MTG CORP #E01654		06/01/2013	PAYDOWN		12,392	12,392	12,334	12,386		6		6		12,392			0	254	06/01/2019	1FE
3138MK 5J 1	FEDERAL NATIONAL MTG ASSOC #AQ4448		06/01/2013	PAYDOWN		22,467	22,467	23,653	22,526		(59)		(59)		22,467			0	293	11/01/2042	1FE
31393A PQ 4	FEDERAL NATIONAL MTG ASSOC 03 22 UC		06/01/2013	PAYDOWN		31,867	31,867	30,061	31,411		457		457		31,867			0	545	12/25/2032	1FE
31393Q WR 9	FEDERAL HOME LOAN MTG CORP 2610 DG		06/01/2013	PAYDOWN		4,747	4,747	4,451	4,693		54		54		4,747			0	74	03/15/2033	1FE
31394B HM 9	FEDERAL NATIONAL MTG ASSOC 04 84 CD		06/01/2013	PAYDOWN		21,396	21,396	20,143	21,215		182		182		21,396			0	356	10/25/2018	1FE
31394X YW 0	FEDERAL HM LN MTG CORP 2790 DY		06/01/2013	PAYDOWN		208,116	208,116	193,776	206,900		1,217		1,217		208,116			0	3,880	05/15/2019	1FE
38374C ZR 5	GOVERNMENT NATL MTG ASSOC 03 84 GT		06/01/2013	PAYDOWN		10,940	10,940	11,006	10,940				0		10,940			0	229	07/20/2032	1FE
38374K UT 8	GOVERNMENT NATL MTG ASSOC 2005-13 PA		06/01/2013	PAYDOWN		24,093	24,093	23,314	23,850		243		243		24,093			0	424	11/20/2033	1FE
645916 Z4 2	NEW JERSEY ST ECON DEV AUTH		04/01/2013	GOLDMAN SACHS		6,185,050	5,000,000	5,725,750	5,454,615		(14,632)		(14,632)		5,439,983		745,067	745,067	82,500	12/15/2019	1FE
65821F EQ 5	NORTH CAROLINA ST HSG FIN AGY		06/01/2013	SINK FUND PAYMENT		110,000	110,000	116,736	110,355		(355)		(355)		110,000			0	4,235	07/01/2036	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					6,658,037	5,472,987	6,188,062	5,925,846	0	(12,873)	0	(12,873)	0	5,912,970	0	745,067	745,067	93,341	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00175K AC 8	AMO ESCROW CORP		05/31/2013	BARCLAYS CAPITAL		147,165	149,000	149,000	132,120	16,880			16,880		149,000		(1,835)	(1,835)	6,615	12/15/2017	4FE
00770S AB 2	ADVANCEPIERRE FOODS TL B		03/20/2013	VARIOUS		1,060,088	1,044,383	1,036,550	1,036,679		832		832		1,037,512		22,576	22,576	25,233	07/10/2017	4FE
00828K AF 2	AFFINION GROUP INC TL B		06/28/2013	SINK FUND PAYMENT		3,793	3,793	3,681			4		4		3,793			0	24	10/09/2016	4FE
00912M AB 4	AIR MEDICAL GRP TL B1		06/28/2013	SINK FUND PAYMENT		1,493	1,493	1,500			(1)		(1)		1,493			0	33	05/29/2018	4FE
01862L AM 0	ALLIANCE LAUNDRY TL		06/10/2013	SINK FUND PAYMENT		6,414	6,414	6,414					0		6,414			0	34	12/07/2018	4FE
02922X AG 3	AMERICAN RENAL HOLDINGS TL B		06/28/2013	SINK FUND PAYMENT		3,399	3,399	3,408					0		3,399			0	34	08/20/2019	4FE
03759D AB 4	APEX TOOL GROUP LLC TL B		06/28/2013	SINK FUND PAYMENT		1,443	1,443	1,436					0		1,443			0	17	02/01/2020	4FE
03979V AK 8	ARDENT MEDICAL SERVICES TL B		06/28/2013	SINK FUND PAYMENT		1,025	1,025	1,015	1,023		2		2		1,025			0	33	07/02/2018	4FE
05107B AB 2	AUGUST US HOLDING CO INC TL B		06/28/2013	SINK FUND PAYMENT		545	545	547	545				0		545			0	17	04/27/2018	4FE
05107B AC 0	AUGUST US HOLDING CO TL 2L		05/31/2013	SINK FUND PAYMENT		92,500	92,500	82,478	92,528		(28)		(28)		92,500			0	5,203	04/27/2019	5FE
09179F AM 4	BJS WHOLESALE CLUB INC TL B		04/30/2013	VARIOUS		694,925	688,897	688,897					0		688,897		6,028	6,028	2,485	09/26/2019	4FE
11953U AB 3	BUFFALO GULF COAST TERMINALS TL B		03/12/2013	VARIOUS		352,926	345,988	339,068	339,051		17		17		339,068		13,857	13,857	4,134	10/31/2017	3FE
12667F AH 8	COUNTRYWIDE ALT LN TR 04 2CB 1A2		06/01/2013	PAYDOWN		256,318	256,318	258,320	256,318				0		256,318			0	5,392	03/25/2034	1FM
12669E HY 5	COUNTRYWIDE ALT LN TR 03 9T1 A1		06/01/2013	PAYDOWN		7,727	7,727	7,582	7,662		65		65		7,727			0	120	07/25/2033	1FM
12669G 4U 2	COUNTRYWIDE HOME LOANS 05 J3 2A3		06/01/2013	PAYDOWN		91,596	91,596	90,422	91,366		230		230		91,596			0	1,735	09/25/2035	1FM
12669G V3 2	COUNTRYWIDE HOME LOANS 05 J2 3A4		06/01/2013	PAYDOWN		23,782	23,782	23,675	23,684		98		98		23,782			0	472	08/25/2035	1FM
184502 BJ 0	CLEAR CHANNEL COMMUNICAT		10/25/2012	BARCLAYS CAPITAL		15,458	18,000	18,000	16,470	1,530			1,530		18,000		(2,543)	(2,543)		12/15/2019	5FE
18450J AP 0	CLEAR CHANNEL COMM TL B		10/17/2012	BARCLAYS CAPITAL		51,747	60,258	22,898	36,296		2,219		2,219		38,514		13,232	13,232	595	01/29/2016	5FE
19259B AH 6	COINMACH SERVICE CORP TL B		05/14/2013	SINK FUND PAYMENT		4,913,564	4,913,564	4,398,718	4,734,661	8,835	170,068		178,903		4,913,564			0	60,838	11/21/2014	4FE

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value: 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ 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.	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)
21075B AG 6	CONTAINER STORE		05/17/2013	VARIOUS		334,538	330,000	329,175			35		35		329,210		5,327	5,327	2,067	04/06/2019	4FE
22764Y AH 8	CROSSMARK HOLDINGS TL B		04/02/2013	VARIOUS		346,795	346,362	344,630			108		108		344,738		2,057	2,057	1,629	02/07/2020	4FE
30255F AD 7	FPC HOLDINGS (FLEETPRIDE) TL		04/23/2013	VARIOUS		510,075	512,120	506,999	507,049		459		459		507,508		2,567	2,567	9,848	11/27/2019	4FE
31528D AB 5	CANDY INTERMEDIATE HOLDINGS TL B		01/29/2013	VARIOUS		648,140	635,400	635,993	635,859	22	(134)		(112)		635,747		12,393	12,393	18,980	06/18/2018	4FE
31850F AJ 1	FIRST AMERICAN PAYMENT SYS TL B		06/28/2013	SINK FUND PAYMENT		3,115	3,115	3,113	3,101	12	1		13		3,115			0	104	10/12/2018	4FE
32007U BB 4	FIRST DATA CORP TL		05/29/2013	BANK OF AMERICA		1,103,047	1,093,479	1,005,788	1,062,467		(25,565)		(25,565)		1,036,902		66,145	66,145	13,627	03/24/2017	4FE
35164G AF 9	FOX ACQUISITION SUB LLC TL B		04/03/2013	VARIOUS		264,912	259,848	259,198			9		9		259,206		5,706	5,706	(247)	07/14/2017	4FE
39871H AQ 9	GROCERY OUTLET INC TL B		06/28/2013	SINK FUND PAYMENT		7,918	7,918	7,865	7,919		(1)		(1)		7,918			0	237	12/17/2018	4FE
40420L AC 5	HOUGHTON INTL 1ST LIEN		05/28/2013	VARIOUS		459,997	458,850	454,262	454,250		1,261		1,261		455,512		4,485	4,485	14,062	12/20/2019	4FE
413626 AU 6	CAESARS ENTERTAINMENT OPERA TL B6		04/22/2013	VARIOUS		1,631,273	1,770,715	1,577,616	1,562,856	124,040	(5,264)		118,776		1,681,633		(50,360)	(50,360)	33,527	01/28/2018	4FE
42206J AJ 1	HD SUPPLY INC TL B		04/02/2013	PRIOR PERIOD INCOME									0					0	819	10/12/2017	4FE
42216B AC 1	HEALOGICS INC TL		06/28/2013	SINK FUND PAYMENT		2,358	2,358	2,346					0		2,358			0	46	02/05/2019	4FE
49858H AB 8	KLOECKNER PENTAPLAST GMBH TL B		06/28/2013	SINK FUND PAYMENT		37,575	37,575	36,984	37,521		54		54		37,575			0	552	06/21/2016	4FE
50209R AC 8	LANDMARK AVIATION TL B		06/28/2013	SINK FUND PAYMENT		3,290	3,290	3,274	3,258		1		1		3,290			0	114	10/25/2019	4FE
577743 AA 5	MAXIM CRANE WORKS LP		05/07/2013	MERRILL LYNCH		98	93	92	92				0		93		5	5	6	04/15/2015	5FE
63688R AD 9	NATIONAL MENTOR HOLDINGS		05/22/2013	RBC CAPITAL MARKETS		987,906	900,000	851,625	860,469		2,050		2,050		862,519		125,387	125,387	84,792	02/15/2018	5FE
63689E AC 9	NATIONAL MENTOR HOLDINGS INC TL B		06/28/2013	VARIOUS		5,635	5,635	5,492	5,622		13		13		5,635			0	(495)	02/09/2017	4FE
651714 AU 1	NEWPAGE CORP TL EXIT		06/28/2013	SINK FUND PAYMENT		6,013	6,013	6,063	1,948		(2)		(2)		6,013			0	199	12/21/2018	4FE
65676B AB 7	NORTH AMERICAN BREWERIES TL B		06/28/2013	SINK FUND PAYMENT		509	509	509	509				0		509			0	25	12/28/2018	4FE
67448R AB 5	OBSIDIAN NATURAL GAS TRUST		06/03/2013	SINK FUND PAYMENT		62,362	62,362	61,738	62,248		114		114		62,362			0	1,816	11/30/2015	4FE
68234P AC 3	ONE CALL MEDICAL INC TL B		04/03/2013	SINK FUND PAYMENT		1,784	1,784	1,750	1,783		1		1		1,784			0	49	08/17/2019	4FE
68835E AF 4	OSMOSE HOLDINGS INC TL B		06/28/2013	VARIOUS		286,401	284,633	281,787	281,799		6		6		281,805		4,596	4,596	5,773	11/26/2018	4FE
69353F AJ 3	PQ CORP TL B		06/11/2013	CITIGROUP GLOBAL MARKETS		727,423	727,423	721,967	722,685		(717)		(717)		721,967		5,456	5,456	25,134	08/07/2017	4FE
70583G AL 6	PELICAN PRODUCTS INC TL B		06/28/2013	SINK FUND PAYMENT		2,983	2,983	2,967	1,864	19	1		20		2,983			0	100	06/09/2018	4FE
71944B AF 2	PHYSICIAN ONCOLOGY SVCS TL B		06/06/2013	SINK FUND PAYMENT		1,424,986	1,424,986	1,409,529	1,357,299	59,205	8,482		67,687		1,424,986			0	48,816	02/28/2017	4FE
71944B AG 0	PHYSICIAN ONCOLOGY SVCS TL DD		06/06/2013	SINK FUND PAYMENT		173,119	173,119	171,242	164,896	7,193	1,030		8,223		173,119			0	5,931	02/28/2017	4FE
75049E AF 1	RADNET MANAGEMENT INC TL A		04/03/2013	PRIOR PERIOD INCOME									0					0	5,433	10/10/2018	4FE
75321E AF 0	RANPAK CORP TL		04/18/2013	VARIOUS		496,533	492,837	490,373			16		16		490,388		6,145	6,145	378	04/10/2019	
75605N AJ 9	REALOGY CORP TL B-EXT		06/28/2013	VARIOUS		254,174	252,914	250,385			115		115		250,508		3,666	3,666	2,555	03/05/2020	4FE
75734H AC 1	REDDY ICE CORP TL B		06/28/2013	SINK FUND PAYMENT		1,652	1,652	1,644					0		1,652			0	3	04/01/2019	4FE
75970G AD 4	RENFRO CORP TL B		04/30/2013	SINK FUND PAYMENT		889	889	888					0		889			0	3	01/23/2019	4FE
76110H DB 2	RESIDENTIAL ACCR LOANS INC 03 QS10 A13		06/01/2013	PAYDOWN		2,940	2,940	2,879	2,932		9		9		2,940			0	54	05/25/2033	1FM
78571Y AQ 3	SABRE INC TL B		06/28/2013	SINK FUND PAYMENT		1,513	1,513	1,505					0		1,513			0	26	02/19/2019	4FE
78659Q AA 0	SAFWAY GROUP HOLDING/FIN		05/08/2013	GOLDMAN SACHS		521,600	512,000	512,000					0		512,000		9,600	9,600		05/15/2018	4FE
812141 AP 4	SEALY MATTRESS CO		04/15/2013	CALLED BY ISSUER at 105.438		1,569,972	1,489,000	1,675,125	1,537,690	44,463	(9,273)		35,190		1,572,880		(2,908)	(2,908)	80,964	04/15/2016	3FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
816194 AN 4	SELECT MEDICAL CORP TL B		06/28/2013	SINK FUND PAYMENT		879,221	879,221	863,075	877,895		1,326		1,326		879,221			0	28,825	06/01/2018	3FE
82378G AM 8	SHERIDAN HOLDINGS INC TL B		06/28/2013	SINK FUND PAYMENT		448	448	443	448				0		448			0	15	06/29/2018	4FE
82651L AA 1	SIERRA RECEIVABLES FUNDING COM 10-1A A1		06/20/2013	PAYDOWN		10,579	10,579	10,577	10,557		22		22		10,579			0	197	07/01/2026	1FE
83335J AF 7	STAR TRIBUNE CO LOAN A		06/28/2013	SINK FUND PAYMENT		224,475	224,475	222,045	217,283	6,454	739		7,193		224,475			0	6,718	09/28/2014	4FE
83547U AC 3	SONNEBORN INC TL B		06/28/2013	SINK FUND PAYMENT		1,304	1,304	1,290	1,302		3		3		1,304			0	43	03/30/2018	4FE
84850X AB 8	SPIN HOLDCO INC TL B		05/23/2013	VARIOUS		657,705	652,000	648,740			26		26		648,766		8,939	8,939	406	05/14/2019	4FE
85208D AE 2	SPROUTS FARMERS MARKET TL B		05/28/2013	VARIOUS		627,900	624,000	620,880			51		51		620,931		6,969	6,969	1,872	04/23/2020	4FE
86880N AH 6	SURGERY CENTER TL		06/28/2013	SINK FUND PAYMENT		4,395	4,395	4,351			2		2		4,395			0	48	04/11/2019	4FE
87238D AF 9	TRAVELPORT LLC LC		06/26/2013	SINK FUND PAYMENT		96,527	96,527	91,448	91,218	3,802	1,507		5,309		96,527			0	1,543	08/23/2013	4FE
89054F AF 1	TOPAZ POWER HOLDINGS LLC TL		06/28/2013	SINK FUND PAYMENT		5,316	5,316	5,296					0		5,316			0	65	02/26/2020	4FE
89388X AC 6	TRANSTAR HOLDING CO TL B		06/28/2013	SINK FUND PAYMENT		958	958	948	956		1		1		958			0	26	10/09/2018	4FE
89421H AG 1	TRAVELPORT LLC TL B		06/28/2013	SINK FUND PAYMENT		17,081	17,081	16,897			19		19		17,081			0	301	06/26/2019	4FE
90324L AG 8	US RENAL CARE INC TL B		06/28/2013	SINK FUND PAYMENT		1,172	1,172	1,155	1,170		2		2		1,172			0	36	07/03/2019	4FE
90347B AB 4	US COATINGS ACQ TL B2		06/28/2013	VARIOUS		578,554	567,266	561,593			120		120		561,719		16,834	16,834	591	02/01/2020	4FE
914908 AN 8	UNIVISION COMM TL EXT		05/31/2013	SINK FUND PAYMENT		538,142	538,142	522,388	520,678	1,922	15,541		17,463		538,142			0	8,869	03/31/2017	4FE
914908 AS 7	UNIVISION COMM TL B2		06/21/2013	VARIOUS		757,709	751,138	747,382					0		747,383		10,326	10,326	6,492	03/01/2020	4FE
914908 AU 2	UNIVISION COMMUNICATIONS 2013 TL		06/21/2013	VARIOUS		529,796	527,170	527,170					0		527,170		2,626	2,626		03/01/2020	4FE
92553J AL 0	VEYANCE TECHNOLOGIES TL		06/28/2013	SINK FUND PAYMENT		4,184	4,184	4,124			4		4		4,184			0	53	09/08/2017	4FE
93316U AD 9	WALTER ENERGY INC TL B		05/17/2013	SINK FUND PAYMENT		79,852	79,852	80,051					0		79,852			0	938	04/01/2018	4FE
96169E AC 8	WESTWAY GROUP INC TL B		06/28/2013	SINK FUND PAYMENT		2,907	2,907	2,892					0		2,907			0	42	02/27/2020	3FE
96758D AR 4	WIDEOPENWEST TL B		06/28/2013	VARIOUS		3,788,616	3,787,049	3,690,648	3,440,419		92,454		92,454		3,787,049		1,567	1,567	92,584	04/01/2019	4FE
97246F AB 2	WILSONART INTL TL B		04/10/2013	VARIOUS		761,192	761,192	753,580	753,642		677		677		754,319		6,873	6,873	20,478	10/31/2019	4FE
	HARLAND CLARKE TL B-2-EXT		01/08/2013	VARIOUS		81,890	86,656	82,324	80,201	3,063	(389)		2,674		82,874		(983)	(983)	669	06/30/2017	4FE
	HARLAND CLARKE TL B-2-EXT		01/08/2013	VARIOUS		22,075	23,487	22,313	21,669	830	(38)		792		22,462		(387)	(387)	155	06/30/2017	4FE
	HARLAND CLARKE TL B-2-EXT		01/08/2013	VARIOUS		29,247	30,949	29,401	28,643	1,094	(139)		955		29,598		(351)	(351)	233	06/30/2017	4FE
	HARLAND CLARKE TL B-2-EXT		04/30/2013	VARIOUS		52,514	55,744	52,957	51,498	1,962	(158)		1,804		53,302		(788)	(788)	389	06/30/2017	4FE
	FOXCO ACQUISITION		06/28/2013	PRIOR PERIOD INCOME									0					0	1,429	07/01/2015	
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		145,901	145,901	125,518	129,069		16,833		16,833		145,901			0	6,159	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		160,492	160,492	138,070	141,975		18,516		18,516		160,492			0	6,767	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		175,082	175,082	150,622	154,882		20,199		20,199		175,082			0	7,511	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		189,672	189,672	163,174	167,876		21,796		21,796		189,672			0	4,584	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		72,805	72,805	62,634	64,448		8,357		8,357		72,805			0	2,098	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		218,852	218,852	188,277	193,593		25,259		25,259		218,852			0	11,339	06/01/2016	3FE
	ALLIANCE HEALTHCARE SVCS TL		06/03/2013	SINK FUND PAYMENT		194,681	194,681	167,483	166,420		28,262		28,262		194,681			0	9,906	06/01/2016	3FE
	ISTAR FINANCIAL INC TL MTHLY 6		06/06/2013	SINK FUND PAYMENT		6,371	6,371	6,371					0		6,371			0	58	10/15/2017	3FE
	ISTAR FINANCIAL INC TL MTHLY 21		06/20/2013	SINK FUND PAYMENT		8,339	8,339	8,339					0		8,339			0	87	10/15/2017	3FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
	SMART & FINAL INC.		06/28/2013	SINK FUND PAYMENT		1,625	1,625	1,609	1,624		1		1		1,625			0	66	11/15/2019	4FE
	ENTERCOM RADIO TL B.		05/07/2013	SINK FUND PAYMENT		11,256	11,256	11,256	11,256				0		11,256			0	189	11/23/2018	3FE
	TRANSFIRST HOLDINGS TL B.		05/02/2013	SINK FUND PAYMENT		560,595	560,595	554,989	554,979		5,616		5,616		560,595			0	17,285	11/14/2017	4FE
50209R AF 1	LANDMARK AVIATION CAN TL.	I	06/28/2013	SINK FUND PAYMENT		279	279	277	279				0		279			0	10	10/25/2019	4FE
88156L AC 4	TERVITA CORP.	I	06/14/2013	RBC CAPITAL MARKETS		192,910	191,000	192,069			(100)		(100)		191,969		941	941	5,306	11/15/2018	4FE
C8843Q AB 9	TERVITA CORP TL B.	I	06/06/2013	VARIOUS		1,090,815	1,074,708	1,067,983			159		159		1,068,113		22,702	22,702	2,685	05/15/2018	4FE
83547U AE 9	SONNEBORN OEP PEARL DUTCH.	R	06/28/2013	SINK FUND PAYMENT		3,228	3,228	3,192	3,225		2		2		3,228			0	66	03/30/2018	4FE
	AES PUERTO RICO.	R	05/28/2013	SINK FUND PAYMENT		250,397	250,397	227,986	250,342		55		55		250,397			0	2,221	12/31/2017	3
L0001U AB 5	AI CHEM & CY SCA(MONARCH TL B1).	R	06/11/2013	DEUTSCHE BANK		312,918	311,749	310,190			58		58		310,248		2,670	2,670	1,684	10/03/2019	4FE
L0001U AC 3	AI CHEM & CY SCA(MONARCH TL B2).	R	06/11/2013	DEUTSCHE BANK		162,358	161,751	160,943			30		30		160,973		1,385	1,385	874	10/03/2019	4FE
L0433M AB 1	AUGUST LUXUK HOLDING CO TL B.	R	06/28/2013	SINK FUND PAYMENT		709	709	712	709				0		709			0	22	04/27/2018	4FE
N8879V AB 3	TRONOX PIGMENTS TL B.	R	06/11/2013	CITIGROUP GLOBAL MARKETS		254,412	252,205	250,944			55		55		250,999		3,412	3,412	(12)	02/08/2018	3FE
3899999.	Total - Bonds - Industrial & Miscellaneous					33,374,889	33,239,349	32,107,018	23,982,775	281,326	403,183	0	684,509	0	33,040,567	0	334,317	334,317	721,863	XXX	XXX
Bonds - Hybrid Securities																					
743315 AM 5	PROGRESSIVE CORP.		06/24/2013	BARCLAYS CAPITAL		2,140,000	2,000,000	1,917,500	1,942,033		5,474		5,474		1,947,507		192,493	192,493	71,467	06/15/2067	1FE
4899999.	Total - Bonds - Hybrid Securities					2,140,000	2,000,000	1,917,500	1,942,033	0	5,474	0	5,474	0	1,947,507	0	192,493	192,493	71,467	XXX	XXX
8399997.	Total - Bonds - Part 4					44,072,926	42,612,336	42,108,299	33,750,351	281,326	396,087	0	677,413	0	42,801,044	0	1,271,877	1,271,877	916,359	XXX	XXX
8399999.	Total - Bonds					44,072,926	42,612,336	42,108,299	33,750,351	281,326	396,087	0	677,413	0	42,801,044	0	1,271,877	1,271,877	916,359	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
08449Q 20 3	BERKLEY (WR) CORP 6.750% 7/26/45.		05/26/2013	SECURITY CALLED BY ISSUER at 25.000	44,400.000	1,110,000	25.00	1,096,760	1,096,760				0		1,096,760		13,240	13,240	42,874	XXX	RP2LFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					1,110,000	XXX	1,096,760	1,096,760	0	0	0	0	0	1,096,760	0	13,240	13,240	42,874	XXX	XXX
8999997.	Total - Preferred Stocks - Part 4					1,110,000	XXX	1,096,760	1,096,760	0	0	0	0	0	1,096,760	0	13,240	13,240	42,874	XXX	XXX
8999999.	Total - Preferred Stocks					1,110,000	XXX	1,096,760	1,096,760	0	0	0	0	0	1,096,760	0	13,240	13,240	42,874	XXX	XXX
9899999.	Total - Preferred and Common Stocks					1,110,000	XXX	1,096,760	1,096,760	0	0	0	0	0	1,096,760	0	13,240	13,240	42,874	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					45,182,926	XXX	43,205,059	34,847,111	281,326	396,087	0	677,413	0	43,897,804	0	1,285,117	1,285,117	959,233	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
KeyBank, N.A.	Cleveland, OH					(5,617,646)	(2,298,831)	(3,287,995)	XXX
Wells Fargo, N.A.	Richmond, VA					1,662,600	1,662,600	1,742,670	XXX
U.S. Bank	Boston, MA					726,248	17,884	219,147	XXX
Federal Home Loan Bank	Cinncinati, OH					142,958	142,959	150,652	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	(3,085,840)	(475,388)	(1,175,526)	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	(3,085,840)	(475,388)	(1,175,526)	XXX
0599999. Total Cash		XXX	XXX	0	0	(3,085,840)	(475,388)	(1,175,526)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
KEYBANK NATIONAL ASSOCIATION REPO		06/28/2013	0.020	07/01/2013	16,515,000	28	2,360
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					16,515,000	28	2,360
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					16,515,000	28	2,360
Total Bonds							
7799999. Subtotals - Issuer Obligations					16,515,000	28	2,360
8399999. Subtotals - Bonds					16,515,000	28	2,360
8699999. Total - Cash Equivalents					16,515,000	28	2,360

* 1 2 2 0 3 2 0 1 3 4 5 5 0 0 1 0 2 *

Designate the type of health care providers reported on this page.

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Physicians - Including Surgeons and Osteopaths

		1	2	Direct Losses Paid		5	Direct Losses Unpaid		8
				3	4		6	7	
	States, Etc.	Direct Premiums Written	Direct Premiums Earned	Amount	Number of Claims	Direct Losses Incurred	Amount Reported	Number of Claims	Direct Losses Incurred But Not Reported
1.	Alabama AL	94,100	74,386			5,739	120,000	2	156,438
2.	Alaska AK								
3.	Arizona AZ	302,819	276,269			89,481	50,000	1	581,009
4.	Arkansas AR	47,906	70,058			(11,003)	5,001	2	147,335
5.	California CA	839,517	584,678	9,999	1	172,751	305,001	9	1,229,614
6.	Colorado CO	56,415	64,882			57,704	1	1	136,451
7.	Connecticut CT	10,325	57,303			13,704			120,511
8.	Delaware DE	31,895	31,003			4,911			65,201
9.	District of Columbia DC								
10.	Florida FL	6,250	16,945			9,736			35,637
11.	Georgia GA	203,326	190,372	650,000	1	715,937	35,100	3	400,364
12.	Hawaii HI								
13.	Idaho ID	(1,958)	4,768			(2,476)			10,027
14.	Illinois IL	(28,975)	32,592			(1,989)			68,542
15.	Indiana IN					(456)			
16.	Iowa IA					(13,068)			
17.	Kansas KS								
18.	Kentucky KY	76,313	42,582			39,347	12,500	2	89,552
19.	Louisiana LA	8,312	4,139			2,156			8,704
20.	Maine ME								
21.	Maryland MD	210,226	158,089			111,716	55,000	2	332,471
22.	Massachusetts MA		3,722			4,541			7,827
23.	Michigan MI	11,568	68,127			53,321			162,535
24.	Minnesota MN	6,798	3,404			(4,213)			7,160
25.	Mississippi MS	35,433	53,852			2,103	15,000	2	117,880
26.	Missouri MO	29,336	9,399			12,350			19,766
27.	Montana MT		981			(6,149)			2,064
28.	Nebraska NE		1,488			820			3,129
29.	Nevada NV		1,477			(29,422)			3,105
30.	New Hampshire NH								
31.	New Jersey NJ	50,264	40,403			32,966	52,500	2	109,727
32.	New Mexico NM	18,449	12,166			(22,527)			34,178
33.	New York NY		35,872			59,996	42,500	4	75,440
34.	North Carolina NC	60,069	92,894			56,200	75,000	1	195,363
35.	North Dakota ND		2,061			2,741			4,335
36.	Ohio OH								
37.	Oklahoma OK	274,845	99,197			147,313	35,001	3	208,618
38.	Oregon OR	13,670	9,530			8,497	10,000	1	20,043
39.	Pennsylvania PA								
40.	Rhode Island RI								
41.	South Carolina SC	11,726	16,700			11,356			35,121
42.	South Dakota SD								
43.	Tennessee TN	120,292	187,172			(25,531)	111,000	4	393,633
44.	Texas TX	57,475	61,057			33,770			133,836
45.	Utah UT	10,230	3,707			2,113			7,795
46.	Vermont VT								
47.	Virginia VA	57,361	139,828			96,191	108,001	5	294,066
48.	Washington WA	5,144	5,370	5,000	1	(69,990)			11,294
49.	West Virginia WV								
50.	Wisconsin WI								
51.	Wyoming WY	48,289	25,080			13,747			52,745
52.	American Samoa AS								
53.	Guam GU								
54.	Puerto Rico PR								
55.	US Virgin Islands VI								
56.	Northern Mariana Islands MP								
57.	Canada CAN								
58.	Aggregate Other Alien OT	0	0	0	0	0	0	0	0
59.	Totals	2,667,420	2,481,553	664,999	3	1,574,383	1,031,605	44	5,281,516

DETAILS OF WRITE-INS

		1	2	3	4	5	6	7	8
58001.									
58002.									
58003.									
58998.	Summary of remaining write-ins for Line 58 from overflow page	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 thru 58003+ 58998) (Line 58 above)	0	0	0	0	0	0	0	0

Supplement A to Sch. T
NONE

Supplement A to Sch. T
NONE

* 1 2 2 0 3 2 0 1 3 4 5 5 0 0 1 0 2 *

Designate the type of health care providers reported on this page.

SUPPLEMENT "A" TO SCHEDULE T

EXHIBIT OF MEDICAL PROFESSIONAL LIABILITY PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Other Health Care Facilities

	1	2	Direct Losses Paid		5	Direct Losses Unpaid		8
			3	4		6	7	
States, Etc.	Direct Premiums Written	Direct Premiums Earned	Amount	Number of Claims	Direct Losses Incurred	Amount Reported	Number of Claims	Direct Losses Incurred But Not Reported
1. Alabama ... AL	71,902	32,768			31,982			123,792
2. Alaska ... AK		1,265			183			4,733
3. Arizona ... AZ	51,313	39,525			(51,757)			148,698
4. Arkansas ... AR	9,714	8,064			10,902			30,636
5. California ... CA	429,050	390,668	405,000	1	553,849	105,000	8	1,470,101
6. Colorado ... CO	3,183	19,284			3,561			72,889
7. Connecticut ... CT	35,299	26,224			48,981	50,000	1	99,646
8. Delaware ... DE		2,479			4,233			9,280
9. District of Columbia ... DC		3,767			570			14,099
10. Florida ... FL	91,538	60,931			(33,602)	10,005	4	229,439
11. Georgia ... GA	6,782	40,111	170,775	2	188,768	91,725	4	156,106
12. Hawaii ... HI		1,524			(1,892)			5,703
13. Idaho ... ID	12,574	13,863			(13,794)			51,885
14. Illinois ... IL	78,644	55,224			111,984	225,001	4	213,380
15. Indiana ... IN	7,050	7,062			(29,036)			26,794
16. Iowa ... IA								
17. Kansas ... KS	12,144	8,472			(2,551)			31,708
18. Kentucky ... KY	8,610	6,726			1,741			25,175
19. Louisiana ... LA	8,445	13,270			7,713	10,000	1	49,664
20. Maine ... ME	10,350	12,685			(201)			47,806
21. Maryland ... MD	17,673	18,268			(34,644)			68,838
22. Massachusetts ... MA	23,967	29,459	4,000	1	24,994			110,584
23. Michigan ... MI	12,791	11,216			(14,867)			41,976
24. Minnesota ... MN	67,640	66,701			(69,758)			249,942
25. Mississippi ... MS	31,368	22,649			(6,905)			84,769
26. Missouri ... MO	13,101	20,182			24,363	1	1	76,696
27. Montana ... MT	4,605	3,018			435			11,669
28. Nebraska ... NE		744			1,752			2,784
29. Nevada ... NV	10,424	18,386			(4,031)	5,000	1	68,812
30. New Hampshire ... NH	945	915			(2,736)			3,753
31. New Jersey ... NJ	40,422	40,926	11,850	2	56,750	6,001	3	156,193
32. New Mexico ... NM	45,524	22,915			13,760			85,762
33. New York ... NY	8,427	33,430	145,000	1	(49,268)	25,000	2	128,963
34. North Carolina ... NC	30,053	33,614			(54,350)	25,000	1	125,808
35. North Dakota ... ND		356			(2,196)			1,332
36. Ohio ... OH								
37. Oklahoma ... OK	27,034	102,741			16,475	65,000	2	384,529
38. Oregon ... OR	473	11,965			(50,950)			44,781
39. Pennsylvania ... PA	14,377	49,224			1,065	216,001	6	185,358
40. Rhode Island ... RI		372			(1,367)			1,392
41. South Carolina ... SC					(27,245)			
42. South Dakota ... SD	5,564	7,823			(6,520)			29,278
43. Tennessee ... TN	41,407	20,311			43,286			76,018
44. Texas ... TX	52,111	56,420			(3,060)			211,164
45. Utah ... UT	42,199	24,648			29,772	10,000	1	93,035
46. Vermont ... VT	1,328	1,821			(2,400)			6,817
47. Virginia ... VA	65,587	44,070			10,776			164,940
48. Washington ... WA	51,350	52,781			46,725			203,792
49. West Virginia ... WV	2,050	1,652			(1,335)			6,182
50. Wisconsin ... WI	111,691	75,094			41,099	50,000	2	282,624
51. Wyoming ... WY		2,303			(20,940)	10,000	1	8,621
52. American Samoa ... AS								
53. Guam ... GU								
54. Puerto Rico ... PR								
55. US Virgin Islands ... VI								
56. Northern Mariana Islands ... MP								
57. Canada ... CAN								
58. Aggregate Other Alien ... OT	0	0	0	0	0	0	0	0
59. Totals ...	1,558,709	1,517,916	736,625	7	790,314	903,734	42	5,727,946

DETAILS OF WRITE-INS

58001.								
58002.								
58003.								
58998. Summary of remaining write-ins for Line 58 from overflow page	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 thru 58003+ 58998) (Line 58 above)	0	0	0	0	0	0	0	0

Overflow Page for Write-Ins

NONE