



QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Old Guard Insurance Company

NAIC Group Code 0228, 0228 NAIC Company Code 17558 Employer's ID Number 23-0929640
(Current Period) (Prior Period)

(Current Period)

(Prior Period)

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio

Country of Domicile US

Incorporated/Organized December 9, 1896 Commenced Business December 9, 1896

Statutory Home Office One Park Circle, Westfield Center, Ohio 44251-5001
(Street and Number, City or Town, State, Country and Zip Code)

(Street and Number, City or Town, State, Country and Zip Code)

Main Administrative Office	One Park Circle, Westfield Center, Ohio 44251-5001	330-887-0101
	(Street and Number, City or Town, State, Country and Zip Code)	(Area Code) (Telephone Number)

(Street and Number, City or Town, State, Country and Zip Code)

(Area Code) (Telephone Number)

Mail Address P.O. Box 5001, Westfield Center, Ohio 44251-5001
(Street and Number or P.O. Box, City or Town, State, Country and Zip Code)

(Street and Number or P.O. Box, City or Town, State, Country and Zip Code)

Primary Location of Books and Records One Park Circle, Westfield Center, Ohio, US 44251-5001
(Street and Number, City or Town, State, Country and Zip Code)

(Street and Number, City or Town, State, Country and Zip Code)

330-887-0101

(Area Code) (Telephone Number)

(Area Code) (Telephone Number)

Internet Website Address www.westfieldgrp.com

Statutory Statement Contact	Bambi Ann Beshire	330-887-0101
	(Name)	(Area Code) (Telephone Number) (Extension)

(Name)

(Area Code) (Telephone Number) (Extension)

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(E-Mail Address)	(Fax Number)

(E-Mail Address)

(Fax Number)

OFFICERS

Edward James Largent (Westfield Insurance Leader & President)
Joseph Christian Kohmann (Group Finance Leader & Treasurer)
Frank Anthony Carrino (Group Legal Leader & Secretary)

OTHER OFFICERS

James Robert Clay (Chairman & CEO)
Dennis Paul Baus (National Surety Leader)
Bambi Ann Beshire (Group Finance & Accounting Leader)
Stephen Edward Lehecka (Group Actuarial Leader)
Heidi Storch Mack (National UW & Product Leader)
Martha Haskins Oakes (National Middle Market Leader)
Marianne Colette Parkinson (Group Customer & Marketing Leader)
Christopher Michael Paterakis (Group HR Leader)
David Campbell Peterson (National PL & SBA Leader)
Michael Joseph Prandi (National Claims Leader)
Stuart Wayne Rosenberg (Group Administration Leader)
Peter Robert Schwanke (Group Risk Management Leader)
Stephen John Tien (Group IT Leader)
Craig David Welsh# (National Distribution Leader)
George Krieg Wiswesser (Group Investment Leader)

DIRECTORS OR TRUSTEES

Michael John Bernaski
Cheryl Lila Carlisle
James Robert Clay
Fariborz Ghadar
Gary Dean Hallman
Susan Jane Insley
Edward James Largent
Deborah Denine Pryce
John Lewis Watson
Thomas Eldon Workman

State of Ohio }
County of Medina } SS

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

Edward James Largent
Westfield Insurance Leader & President

Joseph Christian Kohmann
Group Finance Leader & Treasurer

Frank Anthony Carrino
Group Legal Leader & Secretary

Subscribed and sworn to before me this
15th day of July, 2013

a. Is this an original filing? Yes (X) No ()

b. If no:

1. State the amendment number 0

2. Date filed

3. Number of pages attached 0

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	202,280,701	0	202,280,701	198,026,077
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	103,476,404	0	103,476,404	96,116,806
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$ 0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$ 0 encumbrances)	0	0	0	0
5. Cash (\$ 0), cash equivalents (\$ 0) and short-term investments (\$ 7,979,093)	7,979,093	0	7,979,093	716,009
6. Contract loans (including \$ 0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	3,685,440	0	3,685,440	3,283,594
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Line 1 to Line 11)	317,421,638	0	317,421,638	298,142,486
13. Title plants less \$ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,951,368	0	2,951,368	2,979,442
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,838,844	771,919	8,066,925	7,078,909
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 56,417 earned but unbilled premiums)	49,649,161	5,642	49,643,519	43,694,223
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	1,638,716	0	1,638,716	3,483,812
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ 0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	590,775	0	590,775	791,832
24. Health care (\$ 0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	381,090,502	777,561	380,312,941	356,170,704
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Totals (Line 26 and Line 27)	381,090,502	777,561	380,312,941	356,170,704
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above)	0	0	0	0
2501.	0	0	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	0	0	0	0

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 25,967,969)	100,550,022	102,078,093
2. Reinsurance payable on paid losses and loss adjustment expenses	0	0
3. Loss adjustment expenses	32,349,399	31,126,407
4. Commissions payable, contingent commissions and other similar charges	9,591,012	9,079,991
5. Other expenses (excluding taxes, licenses and fees)	3,968,093	4,861,160
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	1,707,257	2,122,417
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))	998,907	775,055
7.2 Net deferred tax liability	0	0
8. Borrowed money \$ 0 and interest thereon \$ 0	0	0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 0 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)	75,197,874	68,779,159
10. Advance premium	0	0
11. Dividends declared and unpaid:		
11.1 Stockholders	0	0
11.2 Policyholders	0	0
12. Ceded reinsurance premiums payable (net of ceding commissions)	(284,680)	513,069
13. Funds held by company under reinsurance treaties	0	0
14. Amounts withheld or retained by company for account of others	0	0
15. Remittances and items not allocated	0	0
16. Provision for reinsurance (including \$ 0 certified)	0	0
17. Net adjustments in assets and liabilities due to foreign exchange rates	0	0
18. Drafts outstanding	0	0
19. Payable to parent, subsidiaries and affiliates	0	0
20. Derivatives	0	0
21. Payable for securities	6,211,850	0
22. Payable for securities lending	0	0
23. Liability for amounts held under uninsured plans	0	0
24. Capital notes \$ 0 and interest thereon \$ 0	0	0
25. Aggregate write-ins for liabilities	0	0
26. Total liabilities excluding protected cell liabilities (Line 1 through Line 25)	230,289,734	219,335,351
27. Protected cell liabilities	0	0
28. Total liabilities (Line 26 and Line 27)	230,289,734	219,335,351
29. Aggregate write-ins for special surplus funds	26,119,098	20,878,355
30. Common capital stock	2,500,000	2,500,000
31. Preferred capital stock	0	0
32. Aggregate write-ins for other than special surplus funds	0	0
33. Surplus notes	0	0
34. Gross paid in and contributed surplus	31,870,941	31,870,941
35. Unassigned funds (surplus)	89,533,168	81,586,057
36. Less treasury stock, at cost:		
36.1 0 shares common (value included in Line 30 \$ 0)	0	0
36.2 0 shares preferred (value included in Line 31 \$ 0)	0	0
37. Surplus as regards policyholders (Line 29 through Line 35, less Line 36)	150,023,207	136,835,353
38. Totals (Page 2, Line 28, Column 3)	380,312,941	356,170,704
DETAILS OF WRITE-INS		
2501.	0	0
2502.	0	0
2503.	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	0	0
2901. General voluntary reserve	26,119,098	20,878,355
2902.	0	0
2903.	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)	26,119,098	20,878,355
3201.	0	0
3202.	0	0
3203.	0	0
3298. Summary of remaining write-ins for Line 32 from overflow page	0	0
3299. Totals (Line 3201 through Line 3203 plus Line 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 \$ 0)	0	(2,002)	(2,002)
1.2 Assumed (written \$ 78,605,693)	72,186,978	70,029,496	142,499,999
1.3 Ceded (written \$ 0)	0	(2,003)	(2,002)
1.4 Net (written \$ 78,605,693)	72,186,978	70,029,497	142,499,999
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 40,610,331):			
2.1 Direct	(877,474)	(548,000)	(663,329)
2.2 Assumed	32,693,919	34,866,470	75,917,364
2.3 Ceded	(873,281)	(545,523)	(661,625)
2.4 Net	32,689,726	34,863,993	75,915,660
3. Loss adjustment expenses incurred	9,068,023	8,004,501	16,512,101
4. Other underwriting expenses incurred	26,649,718	25,475,143	49,629,846
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Line 2 through Line 5)	68,407,467	68,343,637	142,057,607
7. Net income of protected cells	0	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7)	3,779,511	1,685,860	442,392
INVESTMENT INCOME			
9. Net investment income earned	5,132,795	5,814,415	11,364,030
10. Net realized capital gains (losses) less capital gains tax of \$ 1,894,655	3,520,494	1,561,552	7,687,322
11. Net investment gain (loss) (Line 9 plus Line 10)	8,653,289	7,375,967	19,051,352
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 307,312 amount charged off \$ 413,013)	(105,701)	(117,831)	(172,768)
13. Finance and service charges not included in premiums	0	0	0
14. Aggregate write-ins for miscellaneous income	11	0	7,000
15. Total other income (Line 12 through Line 14)	(105,690)	(117,831)	(165,768)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 8 plus Line 11 plus Line 15)	12,327,110	8,943,996	19,327,976
17. Dividends to policyholders	0	0	0
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)	12,327,110	8,943,996	19,327,976
19. Federal and foreign income taxes incurred	2,633,595	2,283,091	3,269,620
20. Net income (Line 18 minus Line 19) (to Line 22)	9,693,515	6,660,905	16,058,356
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	136,835,353	118,163,050	118,163,050
22. Net income (from Line 20)	9,693,515	6,660,905	16,058,356
23. Net transfers (to) from Protected Cell accounts	0	0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ 1,834,907	3,405,836	1,717,054	813,532
25. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
26. Change in net deferred income tax	(10,189)	160,997	27,592
27. Change in nonadmitted assets	98,692	1,641,648	1,772,823
28. Change in provision for reinsurance	0	0	0
29. Change in surplus notes	0	0	0
30. Surplus (contributed to) withdrawn from protected cells	0	0	0
31. Cumulative effect of changes in accounting principles	0	0	0
32. Capital changes:			
32.1 Paid in	0	0	0
32.2 Transferred from surplus (Stock Dividend)	0	0	0
32.3 Transferred to surplus	0	0	0
33. Surplus adjustments:			
33.1 Paid in	0	0	0
33.2 Transferred to capital (Stock Dividend)	0	0	0
33.3 Transferred from capital	0	0	0
34. Net remittances from or (to) Home Office	0	0	0
35. Dividends to stockholders	0	0	0
36. Change in treasury stock	0	0	0
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Line 22 through Line 37)	13,187,854	10,180,604	18,672,303
39. Surplus as regards policyholders, as of statement date (Line 21 plus Line 38)	150,023,207	128,343,654	136,835,353
DETAILS OF WRITE-INS			
0501.	0	0	0
0502.	0	0	0
0503.	0	0	0
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. TOTALS (Line 0501 through Line 0503 plus Line 0598) (Line 5 above)	0	0	0
1401. Net other interest income	11	0	7,000
1402.	0	0	0
1403.	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. TOTALS (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)	11	0	7,000
3701.	0	0	0
3702.	0	0	0
3703.	0	0	0
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. TOTALS (Line 3701 through Line 3703 plus Line 3798) (Line 37 above)	0	0	0

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	70,969,326	70,772,604	142,311,167
2. Net investment income	6,747,655	6,731,866	13,823,127
3. Miscellaneous income	(105,690)	(117,831)	(165,768)
4. Total (Line 1 through Line 3)	77,611,291	77,386,639	155,968,526
5. Benefit and loss related payments	34,217,797	38,068,280	80,655,106
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	35,327,894	32,416,389	62,777,714
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 1,894,655 tax on capital gains (losses)	4,304,397	2,709,003	6,796,866
10. Total (Line 5 through Line9)	73,850,088	73,193,672	150,229,686
11. Net cash from operations (Line 4 minus Line 10)	3,761,203	4,192,967	5,738,840
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	7,598,367	21,012,810	44,799,676
12.2 Stocks	14,026,745	8,490,151	19,342,389
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalants and short-term investments	0	0	0
12.7 Miscellaneous proceeds	6,211,850	4,119,436	3,315
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	27,836,962	33,622,397	64,145,380
13. Cost of investments acquired (long-term only):			
13.1 Bonds	13,403,841	22,039,960	31,955,741
13.2 Stocks	11,132,297	11,399,287	35,935,426
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	377,608	0
13.7 Total investments acquired (Line 13.1 through Line 13.6)	24,536,138	33,816,855	67,891,167
14. Net increase or (decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	3,300,824	(194,458)	(3,745,787)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	201,057	(787,310)	(1,747,509)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	201,057	(787,310)	(1,747,509)
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)	7,263,084	3,211,199	245,544
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	716,009	470,465	470,465
19.2 End of period (Line 18 plus Line 19.1)	7,979,093	3,681,664	716,009

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

20.0001	0	0	0
20.0002	0	0	0
20.0003	0	0	0
20.0004	0	0	0
20.0005	0	0	0
20.0006	0	0	0
20.0007	0	0	0
20.0008	0	0	0
20.0009	0	0	0
20.0010	0	0	0

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

General Notes

1. Summary of Significant Accounting Policies-
- A. Accounting Practices
- The financial statements of Old Guard 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 (SAP) prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Ohio.
- The Company has not implemented any prescribed or permitted accounting practices by the State of Ohio that differ from those found in NAIC SAP.
- A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Ohio is shown below:

	State of Domicile	6/30/2013	12/31/2012
NET INCOME			
(1) Old Guard Insurance Company state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	\$ 9,693,515	\$ 16,058,356
(2) State Prescribed Practices that increase/ (decrease) NAIC SAP	Ohio	0	0
(3) State Permitted Practices that increase/ (decrease) NAIC SAP	Ohio	0	0
(4) NAIC SAP (1-2-3=4)	Ohio	<u>\$ 9,693,515</u>	<u>\$ 16,058,356</u>
SURPLUS			
(5) Old Guard Insurance Company state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	\$ 150,023,207	\$ 136,835,353
(6) State Prescribed Practices that increase/ (decrease) NAIC SAP	Ohio	0	0
(7) State Permitted Practices that increase/ (decrease) NAIC SAP	Ohio	0	0
(8) NAIC SAP (5-6-7=8)	Ohio	<u>\$ 150,023,207</u>	<u>\$ 136,835,353</u>

- B. Use of Estimates in the Preparation of the Financial Statements- No significant change
- C. Accounting Policy- No significant change
2. Accounting Changes and Corrections of Errors- No significant change
3. Business Combinations and Goodwill- Not applicable
4. Discontinued Operations- Not applicable
5. Investments-
- A. through C. - No significant changes.
- D. Loan-Backed Securities
- (1) Prepayment assumptions for single class and multi class mortgage-backed/asset-backed securities were obtained from broker dealer survey values or internal estimates. The Company used Interactive Data Corp. in determining the market value of its loan-backed securities.
- (2-3) No other-than-temporary impairments have been recognized on loan-backed securities.
- (4) Impaired loan-backed securities for which an other-than-temporary impairment has not been recognized as of June 30, 2013 are listed below:
- | Less than 12 Months | | 12 Months or Longer | | Total | |
|---------------------|-------------------|---------------------|-------------------|--------------|-------------------|
| Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| \$ 8,376,165 | \$ (43,805) | \$ 0 | \$ 0 | \$ 8,376,165 | \$ (43,805) |
- (5) In concluding that the impairments are not other-than-temporary, the Company has considered the following general categories of information:
- Length of time and extent to which the fair value has been less than cost
 - Issuer credit quality
 - Industry sector considerations
 - General interest rate environment
 - Probability of collecting future cash flows
- E. through G. - No significant change
6. Joint Ventures, Partnerships, and Limited Liability Companies- No significant change
7. Investment Income- No significant change
8. Derivative Instruments- No significant change
9. Income Taxes-
- A. The components of the net deferred tax assets/ (liability) at December 31 are as follows:

6/30/2013			12/31/2012			Change		
(\$000 OMITTED)								
(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 - 4) Ordinary	(8) (Col 2 - 5) Capital	(9) (Col 7 + 8) Total
(a) Gross deferred tax assets	9,164	2,694	11,858	9,224	2,648	11,872	(60)	46
(b) Statutory valuation allowance adjustment	0	0	0	0	0	0	0	(14)
(c) Adjusted gross deferred tax assets (1a - 1b)	0	0	0	0	0	0	0	0
(d) Deferred tax assets nonadmitted	9,164	2,694	11,858	9,224	2,648	11,872	(60)	46
(e) Subtotal net admitted deferred tax asset (1c - 1d)	0	0	0	0	0	0	46	(14)
(f) Deferred tax liabilities	9,164	2,694	11,858	9,224	2,648	11,872	(60)	1,835
(g) Net admitted deferred tax asset/ (Net admitted deferred tax liability) (1e-1f)	375	9,844	10,219	379	8,009	8,388	(4)	(1,846)

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

2 Admission calculation components SSAP No. 101:

6/30/2013			12/31/2012			Change			
(\$000 OMITTED)									
(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 - 4) Ordinary	(8) (Col 2 - 5) Capital	(9) (Col 7 + 8) Total	
(a) Federal Income taxes paid in prior years recoverable through loss carrybacks	5,985	2,694	8,679	3,356	989	4,345	2,629	1,705	4,334
(b) Adjusted gross DTA expected to be realized (Excluding the amount of DTA from 2 (a) above) after application of the threshold limitation (Lesser of b. i and b. ii below)	3,179	0	3,179	5,776	626	6,402	(2,597)	(626)	(3,223)
i Adjusted gross DTA expected to be realized following BS date	3,179	0	3,179	5,776	626	6,402	(2,597)	(626)	(3,223)
ii Adjusted gross DTA allowed per limitation threshold	7,105	1,026	8,131	7,088	989	8,077	17	37	54
(c) Adjusted gross DTA excluding the amount of DTA from a. and b. above offset by gross DTL	0	0	0	92	1,034	1,125	(92)	(1,034)	(1,125)
(d) Deferred tax assets admitted as the result of application of SSAP No. 101. Total (a+b+c)	9,164	2,694	11,858	9,224	2,648	11,872	(60)	46	(14)

3

	2013	2012
	(\$000 OMITTED)	
(a) Ratio percentage used to determine recovery period and threshold limitation amount.	737.3%	737.3%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2 (b) ii above.	130,108	130,108

4 Impact of tax planning strategies

6/30/2013			12/31/2012			Change		
(1) Ordinary Percent	(2) Capital Percent	(3) (Col 1 + 2) Total Percent	(4) Ordinary Percent	(5) Capital Percent	(6) (Col 4 + 5) Total Percent	(7) (Col 1 - 4) Ordinary Percent	(8) (Col 2 - 5) Capital Percent	(9) (Col 7 + 8) Total Percent
(a) Adjusted Gross DTA (% of total adjusted gross DTAs)	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
(b) Net admitted adjusted gross DTAs (% of total net admitted adjusted gross DTAs)	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
(c) Does the company's tax planning strategies include the use of reinsurance?	Yes _____ No <u>X</u> _____							

B Deferred tax liabilities that are not recognized:
There are no temporary differences for which deferred tax liabilities are not recognized.

C

1 Current income taxes incurred consist of the following major components:

	(1) 6/30/2013	(2) 12/31/2012	(Col 1 - 2) Change
(\$000 OMITTED)			
(a) Federal	4,524	7,492	(2,968)
(b) Foreign	4	6	(2)
(c) Subtotal	4,528	7,498	(2,970)
(d) Federal income tax on net capital gain	(1,895)	(4,136)	2,241
(e) Utilization of capital loss carryforward	0	0	0
(f) Other	0	(92)	92
(g) Federal and foreign income taxes incurred	2,633	3,270	(637)

2 The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

Deferred tax assets:

	(1) 6/30/2013	(2) 12/31/2012	(Col 1 - 2) Change
(\$000 OMITTED)			
(a) Ordinary deferred tax assets:			
1 Loss reserve discounting	1,975	2,104	(129)
2 Unearned premium reserve	4,596	4,522	74
3 Investments	5	5	0
4 Guarantee fund accrual	0	0	0
5 Salvage and subrogation	1,243	1,246	(3)
6 Fixed assets	145	145	0
7 Deferred compensation	0	0	0
8 Pension accrual	1,193	1,193	0
9 Other assets (including item <5% of total)	7	8	(1)
(99) Subtotal	9,164	9,223	(60)
(b) Statutory valuation allowance adjustment	0	0	0
(c) Nonadmitted ordinary deferred tax assets	0	0	0
(d) Admitted ordinary deferred tax assets (2a99-2b-2c)	9,164	9,223	(60)
(e) Capital deferred tax assets:			
1 Investments	2,469	2,429	40
2 Net capital loss carryforward	0	0	0
3 Fixed assets	0	0	0
4 Other assets (including item <5% of total)	225	219	6
(99) Subtotal	2,694	2,648	46
(f) Statutory valuation allowance adjustment	0	0	0
(g) Nonadmitted ordinary deferred tax assets	0	0	0
(h) Admitted capital deferred tax assets (2e99 - 2f - 2g)	2,694	2,648	46
(i) Admitted deferred tax assets (2d + 2h)	11,858	11,871	(13)

3 Deferred tax liabilities:

(a) Ordinary deferred tax liabilities:			
1 Investments	57	50	7
2 Fixed assets	3	3	0
3 Deferred and uncollected premiums	0	0	0
4 Deferred compensation	0	0	0
5 Other liabilities (including item <5% of total)	315	326	(11)
(99) Subtotal	375	379	(4)

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

(b)	Capital deferred tax liabilities			
1	Unrealized gain/ (losses)	9,132	7,297	1,835
2	Investments	711	711	0
3	Real estate	0	0	0
4	Other liabilities (including item <5% of total)	1	0	1
	(99) Subtotal	9,844	8,009	1,835
(c)	Deferred tax liabilities (3a99 + 3b99)	10,219	8,387	1,832
4	Net admitted deferred tax asset/ (liability) (2i - 3c)	1,639	3,484	(1,845)
5	The change in deferred income taxes reported in surplus before consideration of nonadmitted assets is comprised of the following components:			
		6/30/2013	12/31/2012	Change
		(\$000 OMITTED)		
	Net deferred tax asset (liability)	1,639	3,484	(1,845)
	Tax-effect of unrealized gains and losses	(9,132)	(7,297)	(1,835)
	Net tax effect without unrealized gains and losses	10,771	10,781	(10)
	Change in deferred income tax			(10)

D The Company's income tax incurred and change in deferred income tax differs from the amount obtained by applying the federal statutory rate of 35% to income before income taxes as follows:

	6/30/2013	12/31/2012
	(\$000 OMITTED)	
1	Income taxes incurred, gross of capital gains tax (benefit)	4,528
2	Change in deferred income tax (without tax on unrealized gains and losses)	10
3	Total income tax reported	4,538
4	Statutory income before taxes, gross of capital gains tax (benefit)	14,222
	35%	23,464
5	Expected income tax expense (benefit) at 35% statutory rate	4,978
6	Increase (decrease) in actual tax reported resulting from:	
a.	Dividend received deduction	(288)
b.	Nondeductible expenses for meals, penalties, and lobbying	20
c.	Tax exempt income	(244)
d.	Prior period adjustment	0
e.	Deferred tax benefit (expense) on nonadmitted assets	(6)
f.	Appreciation on donated property	0
g.	IRC 832 (b) (5) adjustment	80
h.	Other	(2)
7	Total federal income tax reported	4,538

E Operating loss carryforward

- 1 As of the end of the current period, there are no operating loss or tax credit carryforwards available for tax purposes.
- 2 The amount of federal income taxes incurred that are available for recoupment in the event of future net losses are:

	Ordinary	Capital	Total
2013	2,629	1,895	4,524
2012	3,356	4,136	7,492
2011	XXX	810	810

- 3 The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F Consolidated Federal Income Tax Return

- 1 The Company's federal income tax return is consolidated with its affiliates. Ohio Farmers Insurance Company is the parent company of the consolidated return. The following subsidiaries will be included in the consolidated federal income tax return:

Westfield Insurance Company	Westfield Services, Inc.
Westfield National Insurance Company	Westfield Bancorp, Inc.
American Select Insurance Company	Westfield Bank, FSB
Old Guard Insurance Company	Westfield Credit Corp.
Westfield Management Company	

- 2 Each company in the consolidation has agreed to share any tax or recovery of tax based on their individual taxable income or loss. Each company's current taxable income or loss will be adjusted by any prior taxable income or loss which can be carried forward to the current year.

10. Information Concerning Parent, Subsidiaries, and Affiliates-

A. The Company is owned and operated by its parent company, Ohio Farmers Insurance Company.

B. The Company has no exceptional transactions with affiliates to report.

C. The Company has made no changes in methods of establishing terms.

D. Affiliated Balances due to the Company at 6/30/2013 and 12/31/2012 respectively were:

	6/30/2013	12/31/2012
Ohio Farmers Insurance Company	\$ 590,775	\$ 791,832
Affiliated Receivable	\$ 590,775	\$ 791,832

Every ninety (90) days the affiliated balances are reviewed and settled in either cash or the transfer of securities.

E. through L. - No significant change

11. Debt- Not applicable

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

12. Retirement Plans , Deferred Compensation , Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans-
A. Defined Benefit Pension Plan and Postretirement Benefit Plans
The Company's parent, Ohio Farmers Insurance Company (OFIC) , sponsors a non-contributory defined benefit pension plan covering U. S. employees . As of June 30, 2013 , there was accrued , in accordance with actuarially determined amounts with an offset to the pension cost accrual for the incremental asset amortization , amounts representing the present value of future benefit obligations . The following data is an update of certain information related to the Net Periodic Benefit Cost:

Componets of net periodic benefit cost	Pension Benefits		Other Postretirement Benefits	
	6/30/2013	6/30/2012	6/30/2013	6/30/2012
a. Service cost	\$ 6,081,110	\$ 5,343,853	\$ 484,942	\$ 712,254
b. Interest cost	7,262,863	7,386,137	855,677	641,830
c. Expected return on plan assets	(11,070,582)	(10,285,781)	(1,092,898)	(1,084,244)
d. Amortization of unrecognized transition obligation or transition asset	0	0	0	0
e. Amount of recognized gains and losses	3,943,476	2,647,481	330,337	177,249
f. Amount of prior service cost recognized	1,499,828	500,404	208,914	(215,892)
g. Amount of gain or loss recognized due to a settlement or curtailment	0	0	0	0
h. Total net periodic benefit cost	\$ 7,716,695	\$ 5,592,094	\$ 786,972	\$ 231,197

On January 1, 2013, OFIC adopted SSAP No. 92, Accounting for Postretirement Benefits Other Than Pensions - A Replacement of SSAP No. 14 and SSAP No. 102, Accounting for Pensions - A Replacement of SSAP No. 89. The standards require insurers to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability and include non-vested employees in determining the plan obligations . In addition , a sponsor's fiscal year end will be used as the measurement date for estimating the fair value of postretirement benefit assets and liabilities . The guidance contains a transition provision that gives insurers the option to recognize the initial impact to surplus over a period not to exceed 10 years . OFIC has elected the transition option and estimated a surplus decrease of \$36.1 million , net of tax , to be recognized over the next 5 years . This election was made at the date of transition and the following transition liability was reflected as a reduction in surplus during the first quarter of 2013:

Minimum Transition Liability - greater of:	Pension	Postretirement	Other Benefits	Total
-10% of calculated surplus impact	\$ 7,669,381	\$ 1,166,361	\$ 5,907,758	
- Annual amortization of unrecognized items	10,483,869	1,087,996	688,379	
- Difference between ABO and accrued benefits	35,253,133	N/A	15,038,563	
Minimum Transition Liability at 1/1/2013	\$ 35,253,133	\$ 1,166,361	\$ 15,038,563	\$ 51,458,057
Additional min. liability recognized in surplus at 12/31/2012				(47,854,370)
Surplus decrease at 1/1/2013				\$ 3,603,687
Tax impact				(1,261,290)
Net surplus decrease at 1/1/2013				\$ 2,342,397

The remaining aggregate transition liability , which reduces surplus in future periods , is shown below:

Recognized Surplus Impact at Transition & Unrecognized remaining transition liability	Total Gross	Tax Impact	Net	Post Service Cost	Post Service Cost - Non vested	Unrealized Losses	Initial Transition Asset
Total transition liability , 1/1/2013	\$ 103,395,985	\$ (36,188,595)	\$ 67,207,390	\$ (1,578,237)	\$ 16,096,923	\$ 145,621,262	\$ (56,743,963)
Amount recognized in surplus , 1/1/2013	(51,458,057)	18,010,320	(33,447,737)				
Unrecognized remaining transition liability	\$ 51,937,928	\$ (18,178,275)	\$ 33,759,653				
Net surplus decrease at 1/1/2013		\$ 2,342,397					
Unrecognized remaining transition liability		33,759,653					
Total surplus impact , net of tax , of adoption SSAP No. 92 & 102		\$ 36,102,050					

The following provides the status of OFIC's pension and postretirement plans as of December 31, 2012 and at the transition date, January 1, 2013:

	Pension		Other Postretirement Benefits	
	12/31/2012	1/1/2013	12/31/2012	1/1/2013
Accumulated Benefit Obligation	\$ (295,144,322)	\$ (297,581,648)	\$ (59,077,576)	\$ (59,077,576)
Projected Benefit Obligation	(335,430,908)	(335,430,908)	(86,649,831)	(86,649,831)
Plus: Non-vested liability	0	(3,591,420)	0	(12,505,503)
Total Projected Benefit Obligation	(335,430,908)	(339,022,328)	(86,649,831)	(99,155,334)
Plan assets at fair value	262,328,515	262,328,515	28,414,149	28,414,149
Funded status	(73,102,393)	(76,693,813)	(58,235,682)	(70,741,185)
Additional minimum liability	(32,815,807)	0	(15,038,563)	0
Prior service cost (credit)	4,441,508	0	(6,019,745)	0
Unrecognized losses (gains)	119,774,393	0	25,846,869	0
Total unrecognized items	\$ 91,400,094	\$ 0	\$ 4,788,561	\$ 0
Unrecognized remaining transition liability	0	(41,440,680)	0	(10,497,248)
Overfunded plan assets (liability for benefits)	18,297,701	(35,253,133)	(53,447,121)	(60,243,937)
		\$ (76,693,813)		\$ (70,741,185)

OFIC contributed \$10.2 million to its pension plan in March 2013. OFIC does not expect to make any additional contributions during the remainder of fiscal 2013.

The Other Postretirement Benefits expense reflects the receipt of the government subsidy during the period that OFIC's plan benefits are expected to be considered actuarially equivalent to those provided by Medicare Part D.

- B. Defined Contribution Plan- No significant change
- C. Multiemployer Plans- Not applicable
- D. Consolidated/Holding Company Plans- Not applicable
- E. Post-employment Benefits and Compensated Absences- Not applicable
- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - No significant change

- 13. Capital and Surplus , Dividend Restrictions and Quasi-Reorganizations- No significant change
- 14. Contingencies- No significant change
- 15. Leases- Not applicable
- 16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk- No significant change

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities-
- A. Transfer of Receivables Reported as Sales- Not applicable
- B. Transfer and Servicing of Financial Assets- Not applicable
- C. Wash Sales
The Company did not have any wash sales involving transactions for securities with a NAIC designation of 3 or below.
18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans- Not applicable
19. Direct Premium Written / Produced by Managing General Agents / Third Party Administrators- Not applicable
20. Fair Value Measurements-
- A. For assets that are measured and reported at fair value in the statement of financial position after initial recognition, the valuation techniques and the inputs used to develop those measurements are as follows:

Level 1 - Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.

Level 2 - Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.

Level 3 - Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

The Company has no liabilities that are measured at fair value in the statement of financial position.

(1) Fair Value Measurements at June 30, 2013

Description	(1)	(2)	(3)	(4)	(5)
	(Level 1)	(Level 2)	(Level 3)	Total	
Assets at Fair Value:					
Common Stock					
Industrial and Miscellaneous	\$ 103,476,404	\$ 0	\$ 0	\$ 103,476,404	
Total Common Stocks	\$ 103,476,404	\$ 0	\$ 0	\$ 103,476,404	
Other Invested Assets					
Joint Venture, Ptr or LLC, char. of Com Stks - Unaffiliated	\$ 3,685,440	\$ 0	\$ 0	\$ 3,685,440	
Total Other Invested Assets	\$ 3,685,440	\$ 0	\$ 0	\$ 3,685,440	
Total Assets at Fair Value	\$ 107,161,844	\$ 0	\$ 0	\$ 107,161,844	

(2) At June 30, 2013, the Company held no investments in assets or liabilities measured and reported at fair value that were classified as Level 3.

(3) The Company's policy for determining when transfers between levels is required is based upon change in the inputs used to determine fair value measurement. If an input changes, the Company evaluates the new input (s) and makes the determination whether or not a transfer between levels is appropriate. If an asset or liability is transferred between levels, it is the Company's policy to record the transfer as of the beginning of the quarter in which the transfer occurs. The Company held no assets or liabilities categorized as Level 1, 2 or 3 during the reporting period that were transferred into or out of the level categorization held at January 1, 2013.

(4) As of June 30, 2013, the Company held no investments in assets or liabilities measured and reported at fair value that were classified as Level 2 or Level 3. Historically, fair values in the Level 2 category are provided by independent pricing services. Where independent pricing services provide fair values, the Company has obtained an understanding of the methods, models, and inputs used in pricing and has controls in place to validate that amounts provided represent current fair values. Estimated fair values of investments categorized as Level 3 generally include inputs for which no readily observable inputs are available and require management judgment.

(5) As of June 30, 2013, the Company had no holdings classified as either a derivative asset or liability.

B. Combining Fair Value Information- Not required

C. The method (s) and significant assumptions used to estimate the fair value of financial instruments are as follows:

Investment Securities -Fair values for bonds, are based on the values prescribed by an independent pricing service or from brokers. For bonds that are not actively traded, estimated fair values are based on values of bonds of comparable yield and credit quality. The fair values for common stocks are based on quoted market prices, where available, which are provided to the Company by an independent pricing service.

Short-term investments, Uncollected premiums and agents' balances in the course of collection, Deferred premiums, agents' balances and installments booked but deferred and not yet due, and Payable for securities -The carrying amounts reported as admitted assets or liabilities for these financial instruments approximate their fair values due to the short-term nature of these financial instruments.

Other Invested Assets - The estimated fair value of publicly traded limited partnerships is based on the values prescribed by an independent pricing service.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
a. Financial Assets:						
Bonds	\$ 217,777,878	\$ 202,280,701	\$ 31,198,656	\$ 186,533,915	\$ 45,307	\$ 0
Common stocks	103,476,404	103,476,404	103,476,404	0	0	0
Short-term investments	7,979,093	7,979,093	0	7,979,093	0	0
Other invested assets	3,685,440	3,685,440	3,685,440	0	0	0
Uncollected premiums and agents' balances in the course of collection	8,066,925	8,066,925	0	8,066,925	0	0
Deferred premiums, agents' balances and installments booked but deferred and not yet due	49,643,519	49,643,519	0	49,643,519	0	0
b. Financial Liabilities:						
Payable for securities	\$ 6,211,850	\$ 6,211,850	\$ 0	\$ 6,211,850	\$ 0	\$ 0

D. Fair Value Estimating- Not applicable

21. Other Items- No significant change
22. Events Subsequent-
Subsequent events have been considered through July 29, 2013 for the statutory statements issued as of June 30, 2013. No events or transactions have occurred that would give rise to a Type I or Type II subsequent event.

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

NOTES TO FINANCIAL STATEMENTS

P & C Specific Notes

23. Reinsurance- No significant change
24. Retrospectively Rated Contracts and Contracts Subject to Redetermination- Not applicable
25. Changes in Incurred Losses and Loss Adjustment Expenses- Reserves as of December 31, 2012 were \$133.2 million. In calendar year 2013, \$26.8 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$101.0 million. Therefore, there has been a \$5.4 million favorable prior-year development from December 31, 2012 to June 30, 2013. The favorable development is principally from decreases in the estimates of loss and loss adjustment expenses for the following lines of business: commercial multiple peril, other liability and workers compensation. This change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The estimates are not affected by prior year loss development on retrospectively rated policies, as the Company does not write this type of policy.
26. Intercompany Pooling Arrangements- A. through F. - No significant change
- G. Affiliated Balances due to the Company at 6/30/2013 and 12/31/2012 respectively were:

	6/30/2013	12/31/2012
Ohio Farmers Insurance Company*	\$ 590,775	\$ 791,832
Affiliated Receivable	\$ 590,775	\$ 791,832

*Ohio Farmers Insurance Company is included in the intercompany pooling arrangement.

27. Structured Settlements- No significant change
28. Health Care Receivables- Not applicable
29. Participating Policies- Not applicable
30. Premium Deficiency Reserves- No significant change
31. High Deductibles- Not applicable
32. Discounting of Liabilities for Unpaid Losses and Unpaid Loss Adjustment Expenses- No significant change
33. Asbestos/Environmental Reserves- No significant change
34. Subscriber Savings Accounts- Not applicable
35. Multiple Peril Crop Insurance- Not applicable
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 () No (X)
- 1.2

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

Yes () No ()
- 2.1

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

Yes () No (X)
- 2.2

If yes, date of change:

.....
- 3.1

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

Yes () No (X)
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
.....
- 4.1

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

Yes () No (X)
- 4.2

If the response to 4.1 is yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5.

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

Yes () No () N/A (X)
- 6.1

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

12/31/2012
- 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.

12/31/2007
- 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).

08/07/2008
- 6.4

By what department or departments?

Ohio
- 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 (X) No ()
- 8.2

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

Ohio Farmers Insurance Company
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes (X) No ()
- 8.4

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
Ohio Farmers Insurance Company	Westfield Center, Ohio	Y	N	N	N
Westfield Insurance Company	Westfield Center, Ohio	Y	N	N	N
Westfield Bancorp, Inc.	Westfield Center, Ohio	Y	N	N	N
Westfield Bank, FSB	Westfield Center, Ohio	N	Y	N	N

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes (X) No ()
- 9.11

If the response to 9.1 is No, please explain:

.....
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes () No (X)
- 9.21

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

.....
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes () No (X)
- 9.31

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

.....
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes (X) No ()
- 10.2

If yes, indicate the amounts receivable from parent included in the Page 2 amount:

\$ 590,775

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 () No (X)
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End Book/
Adjusted Carrying Value | Current Quarter Book/
Adjusted Carrying Value |
| 14.21 Bonds | \$ 0 | \$ 0 |
| 14.22 Preferred Stock | \$ 0 | \$ 0 |
| 14.23 Common Stock | \$ 0 | \$ 0 |
| 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 Line 14.21 to Line 14.26) | \$ 0 | \$ 0 |
| 14.28 Total Investment in Parent included in Line 14.21 to Line 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?

If no, attach a description with this statement.

Yes () No ()

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

INVESTMENT

16. For the reporting entity's security lending program, state the amount of the following as of 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 adusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0
- 16.3 Total payable for securities lending reported 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 Consideration, 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
---------------------------	------------------------

JPMorgan Chase 1 Chase Manhattan Plaza - 19th floor, New York, NY 10005

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
---	--------------	--------------

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

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement of the reporting entity's participation change?
If yes, attach an explanation.

Yes () No (X) N/A ()
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)
- 3.1

Have any of the reporting entity's primary reinsurance contracts been canceled?

Yes () No (X)
- 3.2

If yes, give full and complete information thereto
.....
- 4.1

Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero?

Yes () No (X)
- 4.2

If yes, complete the following schedule:

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

5.

Operating Percentages:

5.1

A&H loss percent

..... 0.000 %

5.2

A&H cost containment percent

..... 0.000 %

5.3

A&H expense percent excluding cost containment expenses

..... 0.000 %
- 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 balance of the funds administered as of the reporting date.

\$ 0

SCHEDULE F - CEDED REINSURANCE

Showing all new reinsurers - Current Year to Date

1	2	3	4	5
NAIC Company Code	Federal ID Number	Name of Reinsurer	Domiciliary Jurisdiction	Is Insurer Authorized? (Yes or No)
0199999 - Affiliates				
U. S. Insurers				
30058	75-1444207	SCOR Reins Co	NY	Yes
0299999 - U. S. Insurers				
0399999 - Pools and Associations				
All Other Insurers				
00000	AA-1120080	Lloyd's Syndicate Number 5151	GBR	Yes
00000	AA-3190838	Tokio Millenium Re Ltd	BMU	No
00000	AA-1126006	Lloyd's Syndicate Number 4472	GBR	Yes
00000	AA-1128791	Lloyd's Syndicate Number 2791	GBR	Yes
00000	AA-1126005	Lloyd's Syndicate Number 4000	GBR	Yes
0499999 - All Other Insurers				

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

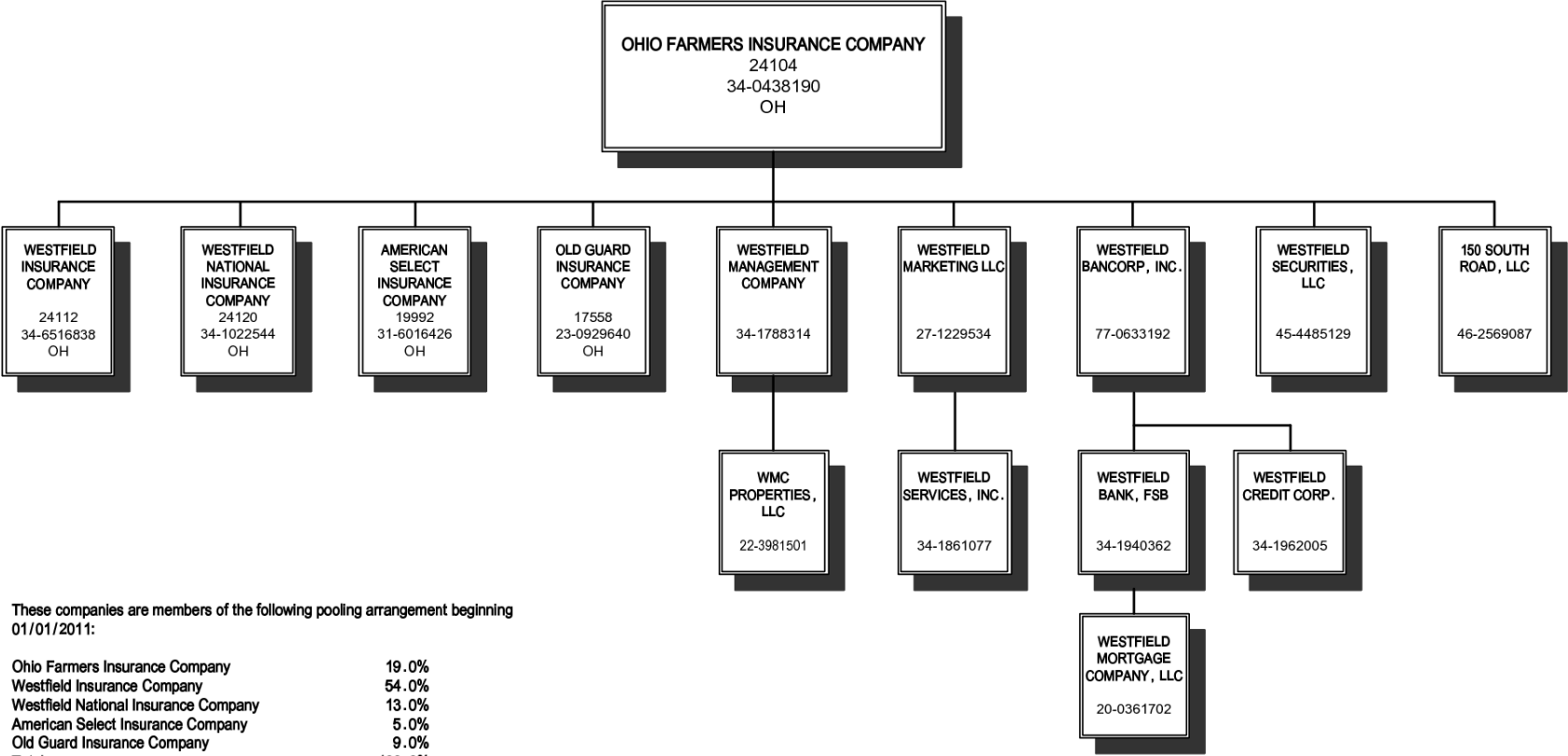
States, etc.	1		Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
	Active Status		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	N	0	0	0	0	0	0
2. Alaska	AK	N	0	0	0	0	0	0
3. Arizona	AZ	N	0	0	0	0	0	0
4. Arkansas	AR	N	0	0	0	0	0	0
5. California	CA	N	0	0	0	0	0	0
6. Colorado	CO	N	0	0	0	0	0	0
7. Connecticut	CT	N	0	0	0	0	0	0
8. Delaware	DE	L	0	0	210,456	125,956	1,378,362	1,774,483
9. District of Columbia	DC	N	0	0	0	0	0	0
10. Florida	FL	N	0	0	0	0	0	0
11. Georgia	GA	N	0	0	0	0	0	0
12. Hawaii	HI	N	0	0	0	0	0	0
13. Idaho	ID	N	0	0	0	0	0	0
14. Illinois	IL	N	0	0	0	0	0	0
15. Indiana	IN	L	0	0	0	0	0	0
16. Iowa	IA	L	0	0	0	0	0	0
17. Kansas	KS	N	0	0	0	0	0	0
18. Kentucky	KY	L	0	0	0	0	0	0
19. Louisiana	LA	N	0	0	0	0	0	0
20. Maine	ME	N	0	0	0	0	0	0
21. Maryland	MD	L	0	0	0	(623)	88,016	100,901
22. Massachusetts	MA	N	0	0	0	0	0	0
23. Michigan	MI	N	0	0	0	0	0	0
24. Minnesota	MN	N	0	0	0	0	0	0
25. Mississippi	MS	N	0	0	0	0	0	0
26. Missouri	MO	N	0	0	0	0	0	0
27. Montana	MT	N	0	0	0	0	0	0
28. Nebraska	NE	N	0	0	0	0	0	0
29. Nevada	NV	N	0	0	0	0	0	0
30. New Hampshire	NH	N	0	0	0	0	0	0
31. New Jersey	NJ	N	0	0	0	0	0	0
32. New Mexico	NM	N	0	0	0	0	0	0
33. New York	NY	N	0	0	0	0	0	0
34. North Carolina	NC	N	0	0	0	0	0	0
35. North Dakota	ND	L	0	0	0	0	0	0
36. Ohio	OH	L	0	0	0	0	0	0
37. Oklahoma	OK	N	0	0	0	0	0	0
38. Oregon	OR	E	0	(2,002)	0	0	0	0
39. Pennsylvania	PA	L	0	0	361,370	14,647	2,471,321	3,857,265
40. Rhode Island	RI	N	0	0	0	0	0	0
41. South Carolina	SC	N	0	0	0	0	0	0
42. South Dakota	SD	L	0	0	0	0	0	0
43. Tennessee	TN	N	0	0	0	0	0	0
44. Texas	TX	N	0	0	0	0	0	0
45. Utah	UT	N	0	0	0	0	0	0
46. Vermont	VT	N	0	0	0	0	0	0
47. Virginia	VA	L	0	0	0	0	0	0
48. Washington	WA	N	0	0	0	0	0	0
49. West Virginia	WV	L	0	0	0	0	0	0
50. Wisconsin	WI	N	0	0	0	0	0	0
51. Wyoming	WY	N	0	0	0	0	0	0
52. American Samoa	AS	N	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0
55. U. S. Virgin Islands	VI	N	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0	0
58. Aggregate Other Alien	OT	X X X	0	0	0	0	0	0
59. Totals	(a) ... 11		0	(2,002)	571,826	139,980	3,937,699	5,732,649
DETAILS OF WRITE-INS								
58001.	X X X		0	0	0	0	0	0
58002.	X X X		0	0	0	0	0	0
58003.	X X X		0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page	X X X		0	0	0	0	0	0
58999. TOTALS (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)	X X X		0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer;
(E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

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

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0228	OFIC & Affiliates	24104	34-0438190				Ohio Farmers Insurance Company	OH	UDP	NA	NA	0.000	NA	*
0228	OFIC & Affiliates	24112	34-6516838				Westfield Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	24120	34-1022544				Westfield National Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	19992	31-6016426				American Select Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	17558	23-0929640				Old Guard Insurance Company	OH		Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1788314				Westfield Management Company	OH	NIA	Ohio Farmers Insurance Company	Ownership	85.000	Ohio Farmers Insurance Company	
		00000	22-3981501				WMC Properties, LLC	OH	NIA	Westfield Management Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	27-1229534				Westfield Marketing LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1861077				Westfield Services, Inc.	OH	NIA	Westfield Marketing LLC	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	77-0633192				Westfield Bancorp, Inc.	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1962005				Westfield Credit Corp.	OH	NIA	Westfield Bancorp, Inc.	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1940362				Westfield Bank, FSB	OH	NIA	Westfield Bancorp, Inc.	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	20-0361702				Westfield Mortgage Company, LLC	OH	NIA	Westfield Bank, FSB	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	45-4485129				Westfield Securities, LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	46-2569087				150 South Road, LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	

Asterisk	Explanation
----------	-------------

1 No Entity(ies) or Person(s) has control of Ohio Farmers Insurance Company.

PART 1 - LOSS EXPERIENCE

Line of Business	Current Year to Date			4
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	Prior Year to Date Direct Loss Percentage
1. Fire	0	(1,039)	0.0	0.0
2. Allied lines	0	(251)	0.0	0.0
3. Farmowners multiple peril	0	(3,094)	0.0	0.0
4. Homeowners multiple peril	0	(456)	0.0	0.0
5. Commercial multiple peril	0	(81,069)	0.0	3,631.1
6. Mortgage guaranty	0	0	0.0	0.0
8. Ocean marine	0	0	0.0	0.0
9. Inland marine	0	0	0.0	0.0
10. Financial guaranty	0	0	0.0	0.0
11.1 Medical professional liability-occurrence	0	0	0.0	0.0
11.2 Medical professional liability-claims made	0	0	0.0	0.0
12. Earthquake	0	0	0.0	0.0
13. Group accident and health	0	0	0.0	0.0
14. Credit accident and health	0	0	0.0	0.0
15. Other accident and health	0	0	0.0	0.0
16. Workers' compensation	0	(637,265)	0.0	0.0
17.1 Other liability-occurrence	0	(104,023)	0.0	0.0
17.2 Other liability-claims made	0	0	0.0	0.0
17.3 Excess Workers' Compensation	0	0	0.0	0.0
18.1 Products liability-occurrence	0	(146)	0.0	0.0
18.2 Products liability-claims made	0	0	0.0	0.0
19.1, 19.2 Private passenger auto liability	0	(37,935)	0.0	0.0
19.3, 19.4 Commercial auto liability	0	(8,118)	0.0	84,978.6
21. Auto physical damage	0	(4,078)	0.0	0.0
22. Aircraft (all perils)	0	0	0.0	0.0
23. Fidelity	0	(1)	0.0	0.0
24. Surety	0	0	0.0	0.0
26. Burglary and theft	0	0	0.0	0.0
27. Boiler and machinery	0	0	0.0	0.0
28. Credit	0	0	0.0	0.0
29. International	0	0	0.0	0.0
30. Warranty	0	0	0.0	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	0.0
35. TOTALS	0	(877,475)	0.0	27,372.7
DETAILS OF WRITE-INS				
3401.	0	0	0.0	0.0
3402.	0	0	0.0	0.0
3403.	0	0	0.0	0.0
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0.0	0.0
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34)	0	0	0.0	0.0

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year to Date
1. Fire	0	0	0
2. Allied lines	0	0	0
3. Farmowners multiple peril	0	0	0
4. Homeowners multiple peril	0	0	0
5. Commercial multiple peril	0	0	(1,945)
6. Mortgage guaranty	0	0	0
8. Ocean marine	0	0	0
9. Inland marine	0	0	0
10. Financial guaranty	0	0	0
11.1 Medical professional liability-occurrence	0	0	0
11.2 Medical professional liability-claims made	0	0	0
12. Earthquake	0	0	(43)
13. Group accident and health	0	0	0
14. Credit accident and health	0	0	0
15. Other accident and health	0	0	0
16. Workers' compensation	0	0	0
17.1 Other liability-occurrence	0	0	0
17.2 Other liability-claims made	0	0	0
17.3 Excess Workers' Compensation	0	0	0
18.1 Products liability-occurrence	0	0	0
18.2 Products liability-claims made	0	0	0
19.1, 19.2 Private passenger auto liability	0	0	0
19.3, 19.4 Commercial auto liability	0	0	(14)
21. Auto physical damage	0	0	0
22. Aircraft (all perils)	0	0	0
23. Fidelity	0	0	0
24. Surety	0	0	0
26. Burglary and theft	0	0	0
27. Boiler and machinery	0	0	0
28. Credit	0	0	0
29. International	0	0	0
30. Warranty	0	0	0
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	0	0	(2,002)
DETAILS OF WRITE-INS			
3401.	0	0	0
3402.	0	0	0
3403.	0	0	0
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34)	0	0	0

PART 3 (000 Omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
	Prior Year- End Known Case Loss and LAE Reserves	Prior Year- End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Column 1 plus Column 2)	2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2013 Loss and LAE Payments (Column 4 plus Column 5)	Q. S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q. S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q. S. Date IBNR Loss and LAE Reserves	Total Q. S. Loss and LAE Reserves (Column 7 plus Column 8 plus Column 9)	Prior Year- End Known Case Loss and LAE Reserves Developed (Savings) / Deficiency (Column 4 plus Column 7 minus Column 1)	Prior-Year-End IBNR Loss and LAE Reserves Developed (Savings) / Deficiency (Column 5 plus Column 8 plus Column 9 minus Column 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings) / Deficiency (Column 11 plus Column 12)
1. 2010 + Prior	27,711	23,843	51,554	6,417	1,638	8,055	21,958	823	18,457	41,238	664	(2,925)	(2,261)
2. 2011	19,277	11,653	30,930	5,122	1,173	6,295	13,908	1,118	8,658	23,684	(247)	(704)	(951)
3. Subtotals 2011 + prior	46,988	35,496	82,484	11,539	2,811	14,350	35,866	1,941	27,115	64,922	417	(3,629)	(3,212)
4. 2012	25,347	25,374	50,721	8,731	3,702	12,433	16,735	3,050	16,323	36,108	119	(2,299)	(2,180)
5. Subtotals 2012 + prior	72,335	60,870	133,205	20,270	6,513	26,783	52,601	4,991	43,438	101,030	536	(5,928)	(5,392)
6. 2013	X X X	X X X	X X X	X X X	15,280	15,280	X X X	13,080	18,789	31,869	X X X	X X X	X X X
7. Totals	72,335	60,870	133,205	20,270	21,793	42,063	52,601	18,071	62,227	132,899	536	(5,928)	(5,392)
8. Prior Year- End Surplus As Regards Policy- holders	136,835										Column 11, Line 7 As % of Column 1, Line 7	Column 12, Line 7 As % of Column 2, Line 7	Column 13, Line 7 As % of Column 3, Line 7
											1. 0.7 %	2. (9.7) %	3. (4.0) %
													Column 13, Line 7 Line 8
													4. (3.9) %

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.

Responses

1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?

NO

EXPLANATION:

BARCODE:

Document Identifier 490:



2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?

NO

EXPLANATION:

BARCODE:

Document Identifier 455:



3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

EXPLANATION:

BARCODE:

Document Identifier 365:



4. Will the Director and Officer Insurance Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

EXPLANATION:

BARCODE:

Document Identifier 505:



SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after ac	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/ac	0	0
7. Deduct current year's other than temporar	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus		
Line 5 plus Line 6 minus Line 7 minus Line 8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after a	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mort	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus		
Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)	0	0
12. Total Valuation Allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,283,594	3,357,170
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	401,846	(73,576)
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)	3,685,440	3,283,594
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	3,685,440	3,283,594

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	294,142,883	279,892,545
2. Cost of bonds and stocks acquired	24,536,138	67,891,168
3. Accrual of discount	2,471	17,457
4. Unrealized valuation increase (decrease)	4,838,897	1,328,024
5. Total gain (loss) on disposals	5,415,149	12,564,556
6. Deduct consideration for bonds and stocks disposed of	21,625,111	64,142,065
7. Deduct amortization of premium	1,553,322	2,668,036
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	740,766
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	305,757,105	294,142,883
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	305,757,105	294,142,883

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	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	196,127,428	17,946,156	5,160,848	(800,589)	196,127,428	208,112,147	0	196,573,501
2. Class 2 (a)	2,158,195	0	0	(10,549)	2,158,195	2,147,646	0	2,168,585
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	198,285,623	17,946,156	5,160,848	(811,138)	198,285,623	210,259,793	0	198,742,086
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	198,285,623	17,946,156	5,160,848	(811,138)	198,285,623	210,259,793	0	198,742,086

(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 \$ 7,979,093 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	7,979,093	X X X	7,979,093	39	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	716,009	470,465
2. Cost of short-term investments acquired	9,892,175	13,991,411
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	2,629,091	13,745,867
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	7,979,093	716,009
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	7,979,093	716,009

Page SI04

Schedule DB, Part A, Verification
NONE

Schedule DB, Part B, Verification
NONE

Page SI05

Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06

Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page SI07

Schedule DB, Verification
NONE

Page SI08

Schedule E, Verification (Cash Equivalents)
NONE

Page E01

Sch. A, Pt. 2, Real Estate Acquired
NONE

Sch. A, Pt. 3, Real Estate Disposed
NONE

Page E02

Schedule B, Part 2, Mortgage Loans Acquired
NONE

Schedule B, Part 3, Mortgage Loans Disposed
NONE

Page E03

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired
NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed
NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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)
Bonds - U. S. Political Subdivisions of States, Territories and Possessions									
442331-QG-2	HOUSTON TX REF PUB IMPT 5.500% 03/01/25		05/30/2013	Cantor Fitzgerald		1,194,030	1,000,000.00	14,208	1FE
2499999	Subtotal - Bonds - U. S. Political Subdivisions of States, Territories and Possessions					1,194,030	1,000,000.00	14,208	
Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions									
3138EH-JW-3	FNMA PASS THRU POOL 6.500% 10/01/39		04/23/2013	KeyBanc Capital Mkts		4,247,600	3,803,111.00	17,167	1
31416V-KM-5	FNMA PASS THRU POOL 6.000% 02/01/37		05/20/2013	Sterne Agee		4,867,561	4,420,032.00	16,207	1
3199999	Subtotal - Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					9,115,161	8,223,143.00	33,374	
8399997	Subtotal - Bonds - Part 3					10,309,191	9,223,143.00	47,582	
8399999	Subtotal - Bonds					10,309,191	9,223,143.00	47,582	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
371901-10-9	GENTEX CORP		06/28/2013	Jeffries & Co Inc	51,800.000	1,185,503		0	L
577081-10-2	MATTEL INC		06/27/2013	Jeffries & Co Inc	112,000.000	5,026,348		0	L
949746-10-1	WELLS FARGO & CO NEW		06/20/2013	Strategas Research Partners	12,000.000	483,480		0	L
000375-20-4	ABB LTD ADR	R	06/20/2013	William Blair & Co	24,000.000	520,942		0	L
G9456A-10-0	GOLAR LNG LTD	R	05/10/2013	Jeffries & Co Inc	14,000.000	504,656		0	L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					7,720,929		0	
9799997	Subtotal - Common Stocks - Part 3					7,720,929		0	
9799999	Subtotal - Common Stocks					7,720,929		0	
9899999	Subtotal - Preferred and Common Stocks					7,720,929		0	
9999999	TOTALS					18,030,120		47,582	

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

STATEMENT AS OF JUNE 30, 2013 OF THE Old Guard Insurance Company

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of
by the Company 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 Identifi- cation	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 (Amort- ization) / 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 Designa- tion or Market Indica- tor (a)
Bonds - U. S. Governments																					
36202E-3J-6	GNMA GTD PASS THRU POOL 004401 6.500%		06/01/2013	Paydown		27,293	27,293.00	28,837	28,801	0	(1,508)	0	(1,508)	0	27,293	0	0	0	774	03/20/2039	1
36202E-5K-1	GNMA GTD PASS THRU POOL 004450 6.500%		06/01/2013	Paydown		41,978	41,978.00	44,576	44,481	0	(2,502)	0	(2,502)	0	41,978	0	0	0	1,149	05/20/2039	1
36202E-PC-7	GNMA GTD PASS THRU POOL 004019 7.000%		06/01/2013	Paydown		32,724	32,724.00	33,992	33,943	0	(1,219)	0	(1,219)	0	32,724	0	0	0	942	08/20/2037	1
36202E-PP-8	GNMA GTD PASS THRU POOL 004030 7.000%		06/01/2013	Paydown		30,891	30,891.00	32,021	31,991	0	(1,100)	0	(1,100)	0	30,891	0	0	0	885	09/20/2037	1
36202E-SD-2	GNMA GTD PASS THRU POOL 004116 6.500%		06/01/2013	Paydown		65,026	65,026.00	67,810	67,742	0	(2,716)	0	(2,716)	0	65,026	0	0	0	1,716	04/20/2038	1
36294S-DJ-3	GNMA GTD PASS THRU POOL 658105 6.500%		06/01/2013	Paydown		36,771	36,771.00	37,667	37,646	0	(875)	0	(875)	0	36,771	0	0	0	1,027	09/15/2036	1
36294S-EP-8	GNMA GTD PASS THRU POOL 658142 7.000%		06/01/2013	Paydown		84,933	84,933.00	87,893	87,831	0	(2,898)	0	(2,898)	0	84,933	0	0	0	2,002	10/15/2036	1
36295H-R9-3	GNMA GTD PASS THRU POOL 671112 6.500%		06/01/2013	Paydown		10,179	10,179.00	10,516	10,504	0	(325)	0	(325)	0	10,179	0	0	0	288	08/15/2037	1
36296U-NG-1	GNMA GTD PASS THRU POOL 701591 6.500%		06/01/2013	Paydown		20,912	20,912.00	22,023	22,013	0	(1,101)	0	(1,101)	0	20,912	0	0	0	535	01/15/2039	1
83162C-FF-5	SMALL BUSINESS ADMIN PASSTHRU 7.700%		04/01/2013	Paydown		4,153	4,153.00	4,402	4,172	0	(19)	0	(19)	0	4,153	0	0	0	160	04/01/2014	1FE
0599999	- Subtotal - Bonds - U. S. Governments					354,860	354,860.00	369,737	369,124	0	(14,263)	0	(14,263)	0	354,860	0	0	0	9,478		
Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31287N-CF-3	FHLMC 30 YR GOLD PC GRP POOL 7.000%		06/01/2013	Paydown		5,714	5,714.00	6,030	6,004	0	(290)	0	(290)	0	5,714	0	0	0	167	01/01/2032	1
3128M4-AX-1	FHLMC 30 YR GOLD PC GRP POOL 6.000%		06/01/2013	Paydown		72,658	72,658.00	77,404	77,269	0	(4,611)	0	(4,611)	0	72,658	0	0	0	1,801	12/01/2036	1
3133TL-V5-4	FHLMC REMIC SER T 18 A3 SEQ 7.790%		06/01/2013	Paydown		1,062	1,062.00	1,062	1,061	0	0	0	0	0	1,062	0	0	0	36	08/15/2029	1
31371K-L7-4	FNMA PASS THRU POOL 254250 7.500%		06/01/2013	Paydown		22,682	22,682.00	24,050	23,889	0	(1,208)	0	(1,208)	0	22,682	0	0	0	614	03/01/2032	1
31388T-Q6-3	FNMA PASS THRU POOL 614377 7.000%		06/01/2013	Paydown		40,370	40,370.00	42,528	42,393	0	(2,022)	0	(2,022)	0	40,370	0	0	0	1,398	02/01/2032	1
3138EH-JW-3	FNMA PASS THRU POOL AL1176 6.500%		06/01/2013	Paydown		428,737	428,737.00	478,846	0	0	(50,109)	0	(50,109)	0	428,737	0	0	0	3,467	10/01/2039	1
31392M-HL-9	FHLMC REMIC SER 2465 PG PAC 6.500%		06/01/2013	Paydown		41,499	41,499.00	42,537	42,472	0	(973)	0	(973)	0	41,499	0	0	0	1,126	06/15/2032	1
31397J-2R-4	FHLMC REMIC SER 3331 EP 5.500%		06/01/2013	Paydown		1,173,132	1,173,132.00	1,257,635	1,191,586	0	(18,453)	0	(18,453)	0	1,173,132	0	0	0	26,844	02/15/2036	1
31406D-7A-8	FNMA PASS THRU POOL 807389 6.500%		06/01/2013	Paydown		2,221	2,221.00	2,292	2,289	0	(68)	0	(68)	0	2,221	0	0	0	61	08/01/2032	1
31409A-X3-8	FNMA PASS THRU POOL 865698 7.000%		06/01/2013	Paydown		4,585	4,585.00	4,718	4,716	0	(131)	0	(131)	0	4,585	0	0	0	134	02/01/2036	1
31410B-GT-5	FNMA PASS THRU POOL 884110 7.000%		06/01/2013	Paydown		605	605.00	632	516	0	89	0	89	0	605	0	0	0	17	05/01/2036	1
31410G-KU-6	FNMA PASS THRU POOL 888707 7.500%		06/01/2013	Paydown		102,249	102,249.00	107,489	107,319	0	(5,070)	0	(5,070)	0	102,249	0	0	0	3,171	10/01/2037	1
31410G-RK-1	FNMA PASS THRU POOL 888890 6.500%		06/01/2013	Paydown		139,998	139,998.00	144,876	144,677	0	(4,679)	0	(4,679)	0	139,998	0	0	0	3,784	10/01/2037	1
31410K-CX-0	FNMA PASS THRU POOL 889386 6.000%		06/01/2013	Paydown		44,347	44,347.00	48,055	47,992	0	(3,644)	0	(3,644)	0	44,347	0	0	0	1,083	03/01/2038	1
31410S-PW-1	FNMA PASS THRU POOL 896037 7.000%		06/01/2013	Paydown		137,791	137,791.00	141,990	141,824	0	(4,033)	0	(4,033)	0	137,791	0	0	0	3,244	08/01/2036	1
31410X-B9-6	FNMA PASS THRU POOL 900164 6.500%		06/01/2013	Paydown		91,276	91,276.00	93,151	93,082	0	(1,806)	0	(1,806)	0	91,276	0	0	0	2,303	08/01/2036	1
31412F-H4-8	FNMA PASS THRU POOL 923751 7.000%		06/01/2013	Paydown		14,981	14,981.00	15,392	15,384	0	(403)	0	(403)	0	14,981	0	0	0	437	04/01/2037	1
31412M-A2-4	FNMA PASS THRU POOL 928925 6.500%		06/01/2013	Paydown		68,110	68,110.00	70,643	70,604	0	(2,494)	0	(2,494)	0	68,110	0	0	0	1,751	12/01/2037	1
31413Q-U3-0	FNMA PASS THRU POOL 952502 6.500%		06/01/2013	Paydown		33,102	33,102.00	33,955	33,930	0	(829)	0	(829)	0	33,102	0	0	0	962	09/01/2037	1
31416V-KM-5	FNMA PASS THRU POOL AB0299 6.000%		06/01/2013	Paydown		187,995	187,995.00	207,030	0	0	(19,035)	0	(19,035)	0	187,995	0	0	0	940	02/01/2037	1
3199999	- Subtotal - Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					2,613,114	2,613,114.00	2,800,315	2,047,007	0	(119,769)	0	(119,769)	0	2,613,114	0	0	0	53,340		
8399997	- Subtotal - Bonds - Part 4					2,967,974	2,967,974.00	3,170,052	2,416,131	0	(134,032)	0	(134,032)	0	2,967,974	0	0	0	62,818		
8399999	- Subtotal - Bonds					2,967,974	2,967,974.00	3,170,052	2,416,131	0	(134,032)	0	(134,032)	0	2,967,974	0	0	0	62,818		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
002824-10-0	ABBOTT LABS		05/10/2013	Jeffries & Co Inc	53,000.000	1,909,152		799,591	1,665,456	(865,865)	0	0	(865,865)	0	799,591	0	1,109,562	1,109,562	14,840		L
038222-10-5	APPLIED MATLS INC		05/21/2013	Merrill Lynch	10,000.000	146,839		114,400	114,400	0	0	0	0	0	114,400	0	32,439	32,439	1,900		L
423074-10-3	HEINZ H J CO		06/10/2013	Various	77,200.000	5,597,000		2,852,002	4,452,896	(1,600,894)	0	0	(1,600,894)	0	2,852,002	0	2,744,998	2,744,998	39,758		L
637071-10-1	NATIONAL OILWELL VARCO INC		05/17/2013	Morgan Stanley Dean Witter	20,000.000	1,362,021		1,520,700	1,367,000	153,700	0	0	153,700	0	1,520,700	0	(158,679)	(158,679)	2,600		L
748356-10-2	QUESTAR CORP		04/30/2013	Jeffries & Co Inc	5,000.000	125,984		83,939	98,800	(14,861)	0	0	(14,861)	0	83,939	0	42,045	42,045	850		L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					9,140,996		5,370,632	7,698,552	(2,327,920)	0	0	(2,327,920)	0	5,370,632	0	3,770,365	3,770,365	59,948		
9799997	- Subtotal - Common Stocks - Part 4					9,140,996		5,370,632	7,698,552	(2,327,920)	0	0	(2,327,920)	0	5,370,632	0	3,770,365	3,770,365	59,948		
(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
by the Company 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 Identifi- cation	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 (Amort- ization)/ 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 Designa- tion or Market Indi- cator (a)
9799999	- Subtotal - Common Stocks					9,140,996		5,370,632	7,698,552	(2,327,920)	0	0	(2,327,920)	0	5,370,632	0	3,770,365	3,770,365	59,948		
9899999	- Subtotal - Preferred and Common Stocks					9,140,996		5,370,632	7,698,552	(2,327,920)	0	0	(2,327,920)	0	5,370,632	0	3,770,365	3,770,365	59,948		
9999999	- TOTALS					12,108,970		8,540,684	10,114,683	(2,327,920)	(134,032)	0	(2,461,952)	0	8,338,606	0	3,770,365	3,770,365	122,766		

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Schedule DB, Part A, Section 1
NONE

Description of Hedged Risk (s)
NONE

Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part B, Section 1
NONE

Schedule DB, Part B, Section 1, Broker Name
NONE

Schedule DB, Part B, Description of Hedged Risk (s)
NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part D, Section 1
NONE

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Schedule DB, Part D, Section 2, By Reporting Entity
NONE

Schedule DB, Part D, Section 2, To Reporting Entity
NONE

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Schedule DL, Part 1
NONE

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Schedule DL, Part 2
NONE

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Schedule E, Part 1, Cash
NONE

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Schedule E, Part 2, Cash Equivalents
NONE