

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	6,177,166		6,177,166	2,450,925
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	36,630,922		36,630,922	33,584,874
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 (\$....914,445), cash equivalents (\$.....0) and short-term investments (\$....1,033,204).....	1,947,649		1,947,649	6,356,679
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).....	44,755,737	0	44,755,737	42,392,478
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	26,437		26,437	20,831
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	13,410,394		13,410,394	
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.....	13,448,397		13,448,397	
16.2 Funds held by or deposited with reinsured companies.....	203,342,461		203,342,461	
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.....			0	135,174
18.2 Net deferred tax asset.....	1,986,126	1,302,313	683,813	
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.....			0	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	14,917	14,917	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	276,984,469	1,317,230	275,667,239	42,548,483
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	276,984,469	1,317,230	275,667,239	42,548,483

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	6,177,166		6,177,166	2,450,925
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....	36,630,922		36,630,922	33,584,874
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 (\$....914,445), cash equivalents (\$.....0) and short-term investments (\$....1,033,204).....	1,947,649		1,947,649	6,356,679
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).....	44,755,737	0	44,755,737	42,392,478
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	26,437		26,437	20,831
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	13,410,394		13,410,394	
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.....	13,448,397		13,448,397	
16.2 Funds held by or deposited with reinsured companies.....	203,342,461		203,342,461	
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.....			0	135,174
18.2 Net deferred tax asset.....	1,986,126	1,302,313	683,813	
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.....			0	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	14,917	14,917	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	276,984,469	1,317,230	275,667,239	42,548,483
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	276,984,469	1,317,230	275,667,239	42,548,483

Q02.1

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....1,372,914).....	15,528,849	
2. Reinsurance payable on paid losses and loss adjustment expenses.....	15,457,929	
3. Loss adjustment expenses.....	7,862,876	
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	29,826	93,158
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)).....	1,209,313	
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....20,363,318 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).....	3,042,795	
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	11,093,862	
13. Funds held by company under reinsurance treaties.....	176,907,941	
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....	(2,248)	
16. Provision for reinsurance (including \$.....0 certified).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	11,000	378,379
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.....	0	0
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	231,142,143	471,537
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	231,142,143	471,537
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	4,200,000	4,200,000
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.....	38,558,551	38,558,551
35. Unassigned funds (surplus).....	1,766,545	(681,605)
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).....	44,525,096	42,076,946
38. Totals (Page 2, Line 28, Col. 3).....	275,667,239	42,548,483

DETAILS OF WRITE-INS

2501.....		
2502.....		
2503.....		

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....1,372,914).....	15,528,849	
2. Reinsurance payable on paid losses and loss adjustment expenses.....	15,457,929	
3. Loss adjustment expenses.....	7,862,876	
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	29,826	93,158
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)).....	1,209,313	
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....20,363,318 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).....	3,042,795	
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	11,093,862	
13. Funds held by company under reinsurance treaties.....	176,907,941	
14. Amounts withheld or retained by company for account of others.....		
15. Remittances and items not allocated.....	(2,248)	
16. Provision for reinsurance (including \$.....0 certified).....		
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	11,000	378,379
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.....	0	0
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	231,142,143	471,537
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	231,142,143	471,537
29. Aggregate write-ins for special surplus funds.....	0	0
30. Common capital stock.....	4,200,000	4,200,000
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.....	38,558,551	38,558,551
35. Unassigned funds (surplus).....	1,766,545	(681,605)
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).....	44,525,096	42,076,946
38. Totals (Page 2, Line 28, Col. 3).....	275,667,239	42,548,483

DETAILS OF WRITE-INS

2501.....		
2502.....		
2503.....		

Q03.1

Statement for June 30, 2013 of the **Stonewood National Insurance Company**
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).....			528,329
1.2 Assumed..... (written \$....46,465,856).....	23,059,743		
1.3 Ceded..... (written \$....40,425,295).....	20,061,976		528,329
1.4 Net..... (written \$....6,040,561).....	2,997,767	0	0
DEDUCTIONS:			
2. Losses incurred (current accident year \$....1,427,940):			
2.1 Direct.....	38,981	(108,931)	544,098
2.2 Assumed.....	8,634,567		
2.3 Ceded.....	7,551,054	(108,931)	544,098
2.4 Net.....	1,122,494	0	0
3. Loss adjustment expenses incurred.....	887,037		
4. Other underwriting expenses incurred.....	1,340,063	171,282	831,323
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	3,349,594	171,282	831,323
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(351,827)	(171,282)	(831,323)
INVESTMENT INCOME			
9. Net investment income earned.....	20,009	86,597	125,659
10. Net realized capital gains (losses) less capital gains tax of \$....1,167.....	23,417		
11. Net investment gain (loss) (Lines 9 + 10).....	43,426	86,597	125,659
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0).....	0		
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	0	0	0
15. Total other income (Lines 12 through 14).....	0	0	0
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	(308,401)	(84,685)	(705,664)
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).....	(308,401)	(84,685)	(705,664)
19. Federal and foreign income taxes incurred.....	973,310	(104,320)	(385,291)
20. Net income (Line 18 minus Line 19) (to Line 22).....	(1,281,711)	19,635	(320,373)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	42,076,946	8,127,964	8,127,964
22. Net income (from Line 20).....	(1,281,711)	19,635	(320,373)
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....341,172.....	2,704,876	(819,868)	(2,071,270)
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	2,327,298		
27. Change in nonadmitted assets.....	(1,302,313)		(14,917)
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			1,199,472
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....		35,656,144	35,156,070
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
36. Change in treasury stock.....		0	0
37. Aggregate write-ins for gains and losses in surplus.....		0	0
38. Change in surplus as regards policyholders (Lines 22 through 37).....	2,448,150	34,855,911	33,948,982
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	44,525,096	42,983,875	42,076,946

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.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0

Stonewood National Insurance Company
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)			528,329
1.2 Assumed..... (written \$....46,465,856)	23,059,743		
1.3 Ceded..... (written \$....40,425,295)	20,061,976		528,329
1.4 Net..... (written \$....6,040,561)	2,997,767	0	0
DEDUCTIONS:			
2. Losses incurred (current accident year \$....1,427,940):			
2.1 Direct.....	38,981	(108,931)	544,098
2.2 Assumed.....	8,634,567		
2.3 Ceded.....	7,551,054	(108,931)	544,098
2.4 Net.....	1,122,494	0	0
3. Loss adjustment expenses incurred.....	887,037		
4. Other underwriting expenses incurred.....	1,340,063	171,282	831,323
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	3,349,594	171,282	831,323
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(351,827)	(171,282)	(831,323)
INVESTMENT INCOME			
9. Net investment income earned.....	20,009	86,597	125,659
10. Net realized capital gains (losses) less capital gains tax of \$....1,167.....	23,417		
11. Net investment gain (loss) (Lines 9 + 10).....	43,426	86,597	125,659
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....0).....	0		
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	0	0	0
15. Total other income (Lines 12 through 14).....	0	0	0
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	(308,401)	(84,685)	(705,664)
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).....	(308,401)	(84,685)	(705,664)
19. Federal and foreign income taxes incurred.....	973,310	(104,320)	(385,291)
20. Net income (Line 18 minus Line 19) (to Line 22).....	(1,281,711)	19,635	(320,373)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	42,076,946	8,127,964	8,127,964
22. Net income (from Line 20).....	(1,281,711)	19,635	(320,373)
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....341,172.....	2,704,876	(819,868)	(2,071,270)
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	2,327,298		
27. Change in nonadmitted assets.....	(1,302,313)		(14,917)
28. Change in provision for reinsurance.....			
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			1,199,472
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....		35,656,144	35,156,070
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....			
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).....	2,448,150	34,855,911	33,948,982
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	44,525,096	42,983,875	42,076,946

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.			
1402.			

Q04.1

Statement for June 30, 2013 of the **Stonewood National Insurance Company**
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.....	3,724,030		
2. Net investment income.....	13,374	84,160	157,937
3. Miscellaneous income.....			
4. Total (Lines 1 through 3).....	3,737,404	84,160	157,937
5. Benefit and loss related payments.....	186,926,574		
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	(5,572,444)		738,165
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	(370,010)		(250,117)
10. Total (Lines 5 through 9).....	180,984,120	0	488,048
11. Net cash from operations (Line 4 minus Line 10).....	(177,246,716)	84,160	(330,111)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	605,055		5,532,000
12.2 Stocks.....			
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.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	605,055	0	5,532,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	4,305,683		
13.2 Stocks.....			
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).....	4,305,683	0	0
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).....	(3,700,628)	0	5,532,000
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.....			699,398
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	176,538,314		411,356
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	176,538,314	0	1,110,754
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).....	(4,409,030)	84,160	6,312,643
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	6,356,679	44,036	44,036
19.2 End of period (Line 18 plus Line 19.1).....	1,947,649	128,196	6,356,679

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

20.0001 Subsidiary common stock contributed by parent.....		35,656,144	35,656,144
20.0002 Subsidiary common stock contributed by parent.....		(35,656,144)	(35,656,144)

NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

A. The financial statements of Stonewood National 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.

	State of Domicile	2013	2012
Net Income			
(1) Stonewood National Insurance Company State Basis	OH	(\$1,281,711)	(\$320,373)
(2) State prescribed practices that increase/(decrease) NAIC SAP: NONE		-0-	-0-
(3) State permitted practices that increase/(decrease) NAIC SAP: NONE		-0-	-0-
(4) NAIC SAP	OH	(\$1,281,711)	(\$320,373)
Surplus			
(5) Stonewood National Insurance Company State Basis	OH	\$44,525,096	\$42,076,946
(6) State prescribed practices that increase/(decrease) NAIC SAP: NONE		-0-	-0-
(7) State permitted practices that increase/(decrease) NAIC SAP: NONE		-0-	-0-
(8) NAIC SAP	OH	\$44,525,096	\$42,076,946

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

A. Not applicable

B. Not applicable

C. Not applicable

D. Loan-Backed Securities - The Company does not invest in loan-backed securities.

E. The Company does not participate in repurchase agreements or securities lending activities.

E3b. Not applicable

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

NOTES TO FINANCIAL STATEMENTS**Note 9 - Income Taxes**

A. The components of the net deferred tax asset/(liability) are as follows:

	6/30/2013			12/31/2012			Change		
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Total gross deferred tax assets	\$ 2,327,298	\$ 13,804	\$ 2,341,102	\$1,978,939	\$ -0-	\$1,978,939	\$ 348,359	\$ 13,804	\$ 362,163
Statutory valuation allowance	-0-	(13,804)	(13,804)	(1,978,939)	-0-	(1,978,939)	1,978,939	(13,804)	1,978,939
Adjusted gross deferred tax assets	2,327,298	-0-	2,327,298	-0-	-0-	-0-	2,327,298	-0-	2,327,298
Deferred tax assets nonadmitted	1,302,313	-0-	1,302,313	-0-	-0-	-0-	1,302,313	-0-	1,302,313
Subtotal net admitted deferred tax asset	1,024,985	-0-	1,024,985	-0-	-0-	-0-	1,024,985	-0-	1,024,985
Deferred tax liabilities	-0-	341,172	341,172	-0-	-0-	-0-	-0-	341,172	341,172
Net admitted deferred tax asset	\$ 1,024,985	(\$341,172)	\$ 683,813	\$ -0-	\$ -0-	\$ -0-	\$ 1,024,985	(\$341,172)	\$ 683,813
Admission calculation components SSAP No. 101 (paragraph 11):	6/30/2013			12/31/2012			Change		
a. Federal income taxes paid in prior years recoverable through loss carrybacks.	974,477	-0-	974,477	-0-	-0-	-0-	974,477	-0-	974,477
b. Adjusted gross deferred tax assets expected to be realized (excluding the amount of deferred tax assets from a, above) after application of the threshold	50,508	-0-	50,508	-0-	-0-	-0-	50,508	-0-	50,508
i. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	50,508	-0-	50,508	-0-	-0-	-0-	50,508	-0-	50,508
ii. Adjusted gross deferred tax assets allowed per limitation threshold.	XXX	XXX	1,024,985	XXX	XXX	-0-	XXX	XXX	1,024,985
c. Adjusted gross deferred tax assets (excluding the amount of deferred tax assets from a. and b. above) offset by gross deferred tax liabilities.	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Deferred tax assets admitted as the result of application of SSAP No. 101. Total (a. + b. + c.)	1,024,985	-0-	1,024,985	-0-	-0-	-0-	1,024,985	-0-	1,024,985

B. The Company has no deferred tax liabilities that are not recognized.

C. Current and deferred income taxes consist of the following major components.

(1) **Current Income Tax:**

	6/30/2013	12/31/2012	Change
(a) Federal	\$ 973,310	(\$385,291)	\$ 1,358,601
(b) Foreign	0	0	0
(c) Subtotal	973,310	(385,291)	1,358,601
(d) Federal income tax on net capital gains	1,167	0	1,167
(e) Utilization of capital loss carry-forwards	0	0	0
(f) Other	0	0	0
(g) Federal & foreign income taxes incurred	\$ 974,477	(\$385,291)	\$ 1,359,768

NOTES TO FINANCIAL STATEMENTS**Note 9 - Income Taxes - Cont'd****(2) Deferred Tax Assets:**

	<u>6/30/2013</u>	<u>12/31/2012</u>	<u>Change</u>
Ordinary			
Discount on unpaid loss and LAE reserves	\$ 922,861	\$ 0	\$ 922,861
Unearned premium reserves	212,996	0	212,996
Investments	0	24,214	(24,214)
Other	1,191,441	1,229,780	(38,339)
Subtotal	2,327,298	1,253,994	1,073,304
Statutory valuation allowance adjustment	0	1,253,994	(1,253,994)
Non-admitted	1,302,313	0	1,302,313
Admitted ordinary deferred tax assets	1,024,985	0	1,024,985
Capital			
Investments	13,804	724,945	(711,141)
Net capital loss carryforward	0	0	0
Other	0	0	0
Subtotal	13,804	724,945	(711,141)
Statutory valuation allowance adjustment	13,804	724,945	(711,141)
Non-admitted	0	0	0
Admitted capital deferred tax assets	0	0	0
Admitted deferred tax assets	\$1,024,985	\$ 0	\$1,024,985

(3) Deferred Tax Liabilities:

	<u>6/30/2013</u>	<u>12/31/2012</u>	<u>Change</u>
Ordinary			
Investments	\$ 0	\$ 0	\$ 0
Subtotal	0	0	0
Capital			
Investments	341,172	0	341,172
Subtotal	341,172	0	341,172
Deferred tax liabilities	\$ 341,172	\$ 0	\$ 341,172

(4) Net Deferred Tax Assets:

<u>\$ 683,813</u>	<u>\$ 0</u>	<u>\$ 683,813</u>
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Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

No significant change.

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

A. The Company does not have a defined benefit pension plan.

A6. Not applicable

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

At June 30, 2013, the Company's surplus as regards policyholders was \$44,525,096.

Changes in Unassigned Funds

The portion of unassigned funds (surplus) represented or reduced by each item below at June 30, 2013 is as follows:

a. Net unrealized gains (losses), net of tax of \$341,172	\$633,606
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NOTES TO FINANCIAL STATEMENTS**Note 14 - Contingencies**

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

- A. Not applicable.
- B. Transfer and Servicing of Financial Assets
 - B2b. Not applicable
 - B4a. Not applicable
 - B4b. Not applicable
- C. Wash Sales - The Company was not involved in any wash sale transactions during the quarter ended or six months ended June 30, 2013.

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

No significant change.

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

No significant change.

Note 20 - Fair Value

- A. Fair value measurements for fixed income and equity securities are based on values either published by the NAIC's Security Valuation Office (SVO) or from an independent pricing service vendor. 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's investment manager relies predominantly on independent pricing service vendors that have been evaluated and approved by the investment manager's internal pricing policy committee. Generally, 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.

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. 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 the investment manager's pricing policy procedures. Market information obtained from brokers with respect to security valuations is also considered in the pricing hierarchy.

The Company attempts to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value: (1) Level 1: quoted price (unadjusted) in active markets for identical assets, (2) Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument, and (3) Level 3: inputs to the valuation methodology are unobservable for the asset or liability.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

NOTES TO FINANCIAL STATEMENTS**Note 20 - Fair Value - cont'd**

To measure fair value, the Company obtains quoted market prices for its investment securities. If a quoted market price is not available, the Company uses prices of similar securities. Values for U.S. Treasury and publicly traded equity securities are generally based on Level 1 inputs which use the market approach valuation technique. The values for all other bonds (including state and municipal securities and obligations of U.S. government corporations and agencies) generally incorporate significant Level 2 inputs using the market approach and income approach valuation techniques. There have been no changes in the Company's use of valuation techniques during 2013. There were no transfers between Level 1 and Level 2 or between Level 2 and Level 3 during 2013.

- (1) The Company values its investments in bonds at amortized cost and values its investments in insurance subsidiaries using the statutory equity method in accordance with SSAP No. 97, *Investments in Subsidiary, Controlled and Affiliated Entities, A Replacement of SSAP No. 88*.
- (2) The Company has no assets or liabilities measured at fair value in the Level 3 category.
- (3) The Company has a policy to recognize transfers between levels at the beginning of the reporting period.
- (4) See A. above
- (5) The Company does not own derivative assets or liabilities.

B. Not applicable

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	\$6,160,710	\$6,177,166	\$4,628,014	\$1,532,696	\$-0-	\$-0-
Short-term investments	1,033,204	1,033,204	18,341	1,014,863	-0-	-0-
	\$7,193,914	\$7,210,370	\$4,646,355	\$2,547,559	\$-0-	\$-0-

D. Not applicable

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

A. Unsecured Reinsurance Recoverables - None.

B. Reinsurance Recoverable in Dispute - None.

C. Reinsurance Assumed and Ceded:

(1)	Assumed Reinsurance		Ceded Reinsurance		Net	
	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity	Premium Reserve	Commission Equity
a. Affiliates	\$23,406,113	\$8,088,461	\$20,363,318	\$7,518,137	\$3,042,795	\$570,324
b. All Other	-0-	-0-	-0-	-0-	-0-	-0-
c. TOTAL	\$23,406,113	\$8,088,461	\$20,363,318	\$7,518,137	\$3,042,795	\$570,324
d. Direct Unearned Premium Reserve			\$-0-			

(2) does not apply

(3) does not apply

D. Uncollectible Reinsurance - None.

E. Commutation of Ceded Reinsurance - None.

F. Retroactive Reinsurance - None.

G. Reinsurance Accounted for as a Deposit - None

NOTES TO FINANCIAL STATEMENTS**Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Stonewood National Insurance Company entered into an intercompany reinsurance pooling arrangement (the pooling) with its United States affiliated insurance carriers, effective January 1, 2013. All lines of business are subject to the pooling net of any outside reinsurance coverage carried by the participants. See Note 26 for details of intercompany pooling arrangement.

Opening balances for unpaid losses and loss adjustment expenses on January 1, 2013 were part of the pooling arrangement. Reserves as of December 31, 2012 were approximately \$21,942,000. As of June 30, 2013, approximately \$404,000 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$21,035,000 as a result of re-estimation of unpaid losses and loss adjustment expenses. Therefore, there has been approximately \$503,000 favorable prior-year development since December 31, 2012 through June 30, 2013. The decrease 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 losses.

Note 26 - Intercompany Pooling Arrangements

A. - D.

Stonewood National Insurance Company entered into an intercompany reinsurance pooling arrangement (the pooling) with its United States affiliated insurance carriers, 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%

E. As a result of the pooling, the following amounts are due from (to) the reinsurance participants:

James River Insurance Company	\$2,512,029
Stonewood Insurance Company	(1,713,400)
James River Casualty Company	(497,089)
Stonewood General Insurance Company	5,461
Total due from all pool participants	\$307,001

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - High Deductibles

No significant change.

NOTES TO FINANCIAL STATEMENTS

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

No significant change.

Note 33 - Asbestos/Environmental Reserves

No significant change.

Note 34 - Subscriber Savings Accounts

No significant change.

Note 35 - Multiple Peril Crop Insurance

No significant change.

Note 36 - Financial Guaranty Insurance

- A. Not applicable - The Company does not write financial guaranty insurance.
- B. Not applicable - The Company does not write financial guaranty insurance.

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES - GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [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.
Not Applicable

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
Not Applicable		

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.
No Changes

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011.....

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. 12/31/2011.....

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). 3/4/2013.....

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:
Not Applicable

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.
Not Applicable

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
Not Applicable					

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.

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES - GENERAL**

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

Not Applicable

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).

Not Applicable

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).

Not Applicable**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 [] No [X]

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

.....

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:

Not Applicable

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.....	\$33,584,874	\$36,630,922
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).....	\$33,584,874	\$36,630,922
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.

Not Applicable

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 []

PART 1 - INVESTMENT

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 Ave., NW Ste. 517, EX-DC-WNWW, Washington, D.C. 20036

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)
Not Applicable		

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
Not Applicable			

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
Not Applicable	Gen Re-New England Asset Management, Inc.	76 Batterson Park Road, Farmington, CT 06032

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:

Not Applicable

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 [] No [] N/A []

If yes, attach an explanation.

The Company entered into an intercompany reinsurance pooling arrangement with its United States affiliated insurance carriers, effective January 1, 2013.

The Company's participation percentage is 13%.

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 []

If yes, attach an explanation.

Not Applicable

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

3.2 If yes, give full and complete information thereto:

Not Applicable

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 []

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Disc. 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
Not Applicable	.....	.....	.....	.....	.....	.....0	.....0	.....0	.....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 []

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 []

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				
12203.....	22-2824607.....	James River Insurance Company.....	OH.....	YES.....
11828.....	20-0328998.....	Stonewood Insurance Company.....	NC.....	NO.....
13685.....	20-8946040.....	James River Casualty Company.....	VA.....	NO.....
35211.....	31-1277903.....	Stonewood General Insurance Company.....	OH.....	YES.....
U.S. Insurers				
10348.....	06-1430254.....	Arch Reins Co.....	NE.....	YES.....
10227.....	13-4924125.....	Munich Reins Amer Inc.....	DE.....	YES.....
10219.....	23-1641984.....	QBE Reins Corp.....	PA.....	YES.....
19453.....	13-5616275.....	Transatlantic Reins Co.....	NY.....	YES.....
All Other Insurers				
00000.....	AA-3190829.....	Alterra Bermuda Ltd.....	BMU.....	NO.....
00000.....	AA-1120337.....	Aspen Ins UK Ltd.....	GBR.....	YES.....
00000.....	AA-1128003.....	Catlin Underwriting.....	GBR.....	YES.....
00000.....	AA-1126435.....	Lloyds Syndicate No. 0435.....	GBR.....	YES.....
00000.....	AA-1126566.....	Lloyds Syndicate No. 0566.....	GBR.....	YES.....
00000.....	AA-1126609.....	Lloyds Syndicate No. 0609.....	GBR.....	YES.....
00000.....	AA-1126780.....	Lloyds Syndicate No. 0780.....	GBR.....	YES.....
00000.....	AA-1128001.....	Lloyds Syndicate No. 2001.....	GBR.....	YES.....
00000.....	AA-1128987.....	Lloyds Syndicate No. 2987.....	GBR.....	YES.....
00000.....	AA-1126006.....	Lloyds Syndicate No. 4472.....	GBR.....	YES.....

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....	AL	L.....			(75).....	11,384.....	8,482.....
2. Alaska.....	AK	L.....					44,000.....
3. Arizona.....	AZ	L.....					
4. Arkansas.....	AR	L.....					
5. California.....	CA	N.....					
6. Colorado.....	CO	L.....			(84).....		
7. Connecticut.....	CT	N.....					
8. Delaware.....	DE	L.....					
9. District of Columbia.....	DC	L.....					
10. Florida.....	FL	L.....			2,048.....	7,793.....	11,325.....
11. Georgia.....	GA	L.....			148,850.....	48,012.....	7,066.....
12. Hawaii.....	HI	N.....					44,580.....
13. Idaho.....	ID	L.....					
14. Illinois.....	IL	L.....					
15. Indiana.....	IN	L.....					
16. Iowa.....	IA	L.....					
17. Kansas.....	KS	L.....					
18. Kentucky.....	KY	L.....					
19. Louisiana.....	LA	L.....					
20. Maine.....	ME	N.....					
21. Maryland.....	MD	L.....					
22. Massachusetts.....	MA	N.....					
23. Michigan.....	MI	L.....					
24. Minnesota.....	MN	L.....					
25. Mississippi.....	MS	L.....					
26. Missouri.....	MO	L.....					
27. Montana.....	MT	L.....					
28. Nebraska.....	NE	L.....					
29. Nevada.....	NV	L.....					
30. New Hampshire.....	NH	N.....					
31. New Jersey.....	NJ	L.....					
32. New Mexico.....	NM	L.....					
33. New York.....	NY	L.....			1,204.....	4,737.....	10,182.....
34. North Carolina.....	NC	L.....					
35. North Dakota.....	ND	L.....					
36. Ohio.....	OH	L.....					
37. Oklahoma.....	OK	L.....					
38. Oregon.....	OR	L.....					
39. Pennsylvania.....	PA	L.....					
40. Rhode Island.....	RI	L.....					
41. South Carolina.....	SC	L.....			(638).....	(675).....	
42. South Dakota.....	SD	L.....					
43. Tennessee.....	TN	L.....					
44. Texas.....	TX	L.....					
45. Utah.....	UT	L.....					
46. Vermont.....	VT	L.....					
47. Virginia.....	VA	L.....					
48. Washington.....	WA	L.....					
49. West Virginia.....	WV	N.....					
50. Wisconsin.....	WI	L.....					
51. Wyoming.....	WY	L.....					
52. American Samoa.....	AS	N.....					
53. Guam.....	GU	N.....					
54. Puerto Rico.....	PR	N.....					
55. US Virgin Islands.....	VI	N.....					
56. Northern Mariana Islands.....	MP	N.....					
57. Canada.....	CAN	N.....					
58. American Samoa, GU, PR, VI, MP, CAN	Q10	Q.....	Q.....	Q.....	Q.....	Q.....	Q.....

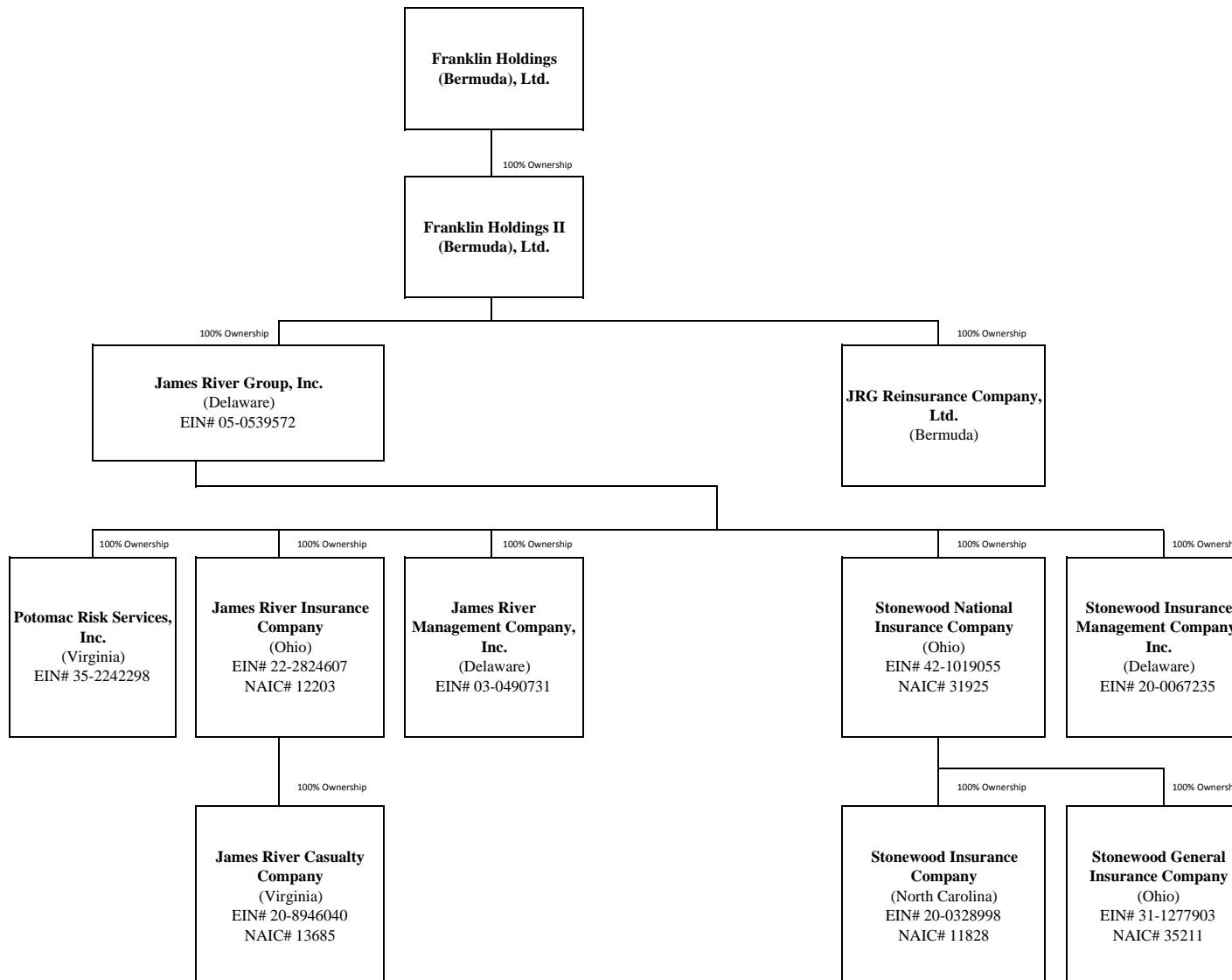
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....	AL.....	L.....			(75)	11,384	8,482
2. Alaska.....	AK.....	L.....					44,000
3. Arizona.....	AZ.....	L.....					
4. Arkansas.....	AR.....	L.....					
5. California.....	CA.....	N.....					
6. Colorado.....	CO.....	L.....			(84)		
7. Connecticut.....	CT.....	N.....					
8. Delaware.....	DE.....	L.....					
9. District of Columbia.....	DC.....	L.....					
10. Florida.....	FL.....	L.....			2,048	7,793	11,325
11. Georgia.....	GA.....	L.....			148,850	48,012	7,066
12. Hawaii.....	HI.....	N.....					44,580
13. Idaho.....	ID.....	L.....					
14. Illinois.....	IL.....	L.....					
15. Indiana.....	IN.....	L.....					
16. Iowa.....	IA.....	L.....					
17. Kansas.....	KS.....	L.....					
18. Kentucky.....	KY.....	L.....					
19. Louisiana.....	LA.....	L.....					
20. Maine.....	ME.....	N.....					
21. Maryland.....	MD.....	L.....					
22. Massachusetts.....	MA.....	N.....					
23. Michigan.....	MI.....	L.....					
24. Minnesota.....	MN.....	L.....					
25. Mississippi.....	MS.....	L.....					
26. Missouri.....	MO.....	L.....					
27. Montana.....	MT.....	L.....					
28. Nebraska.....	NE.....	L.....					
29. Nevada.....	NV.....	L.....					
30. New Hampshire.....	NH.....	N.....					
31. New Jersey.....	NJ.....	L.....					
32. New Mexico.....	NM.....	L.....					
33. New York.....	NY.....	L.....			1,204		4,737
34. North Carolina.....	NC.....	L.....					10,182
35. North Dakota.....	ND.....	L.....					
36. Ohio.....	OH.....	L.....					
37. Oklahoma.....	OK.....	L.....					
38. Oregon.....	OR.....	L.....					
39. Pennsylvania.....	PA.....	L.....					
40. Rhode Island.....	RI.....	L.....					
41. South Carolina.....	SC.....	L.....			(638)	(675)	
42. South Dakota.....	SD.....	L.....					
43. Tennessee.....	TN.....	L.....					
44. Texas.....	TX.....	L.....					
45. Utah.....	UT.....	L.....					
46. Vermont.....	VT.....	L.....					
47. Virginia.....	VA.....	L.....					
48. Washington.....	WA.....	L.....					
49. West Virginia.....	WV.....	N.....					
50. Wisconsin.....	WI.....	L.....					
51. Wyoming.....	WY.....	L.....					
52. American Samoa.....	AS.....	N.....					
53. Guam.....	GU.....	N.....					
54. Puerto Rico.....	PR.....	N.....					
55. US Virgin Islands.....	VI.....	N.....					
56. Northern Mariana Islands.....	MP.....	N.....					
57. Canada.....	CAN.....	N.....					

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

PART 1 - ORGANIZATIONAL CHART



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

1	2	3	4	5	6	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														
		00000.....					Franklin Holdings, Ltd.....	BMU.....	UIP.....					
		00000.....					Franklin Holdings II, Ltd.....	BMU.....	UIP.....	Franklin Holdings, Ltd.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
		00000.....	05-0539572				James River Group, Inc.....	DE.....	UDP.....	Franklin Holdings II, Ltd.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
		00000.....	AA-3190958				JRG Reinsurance Company, Ltd.....	BMU.....	IA.....	Franklin Holdings II, Ltd.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
		00000.....	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.....	IA.....	James River Group, Inc.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
		00000.....	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.....	IA.....	James River Insurance Company.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
3494	James River Insurance Group.....	31925.....	42-1019055				Stonewood National Insurance Company.....	OH.....		James River Group, Inc.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
		00000.....	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.....	DS.....	Stonewood National Insurance Company.....		Ownership.....	100.000	Franklin Holdings, Ltd.....
3494	James River Insurance Group.....	35211.....	31-1277903				Stonewood General Insurance Company.....	OH.....	DS.....	Stonewood National Insurance Company.....		Ownership.....	100.000	Franklin Holdings, Ltd.....

Q12

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....			.....0.0	
2. Allied lines.....			.....0.0	
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.....			.....0.0	
10. Financial guaranty.....			.....0.0	
11.1. Medical professional liability - occurrence.....			.....0.0	
11.2. Medical professional liability - claims-made.....			.....0.0	
12. Earthquake.....			.....0.0	
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.....			.....0.0	
17.2 Other liability-claims made.....			.....0.0	
17.3 Excess workers' compensation.....			.....0.0	
18.1 Products liability-occurrence.....			.....0.0	
18.2 Products liability-claims made.....			.....0.0	
19.1, 19.2 Private passenger auto liability.....	.....42,694		.....0.0	
19.3, 19.4 Commercial auto liability.....			.....0.0	
21. Auto physical damage.....		.....(3,713)	.....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.....	0	38,981	0.0	

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.....			
2. Allied lines.....			
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....			
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....			
10. Financial guaranty.....			
11.1 Medical professional liability - occurrence.....			
11.2 Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....			
17.2 Other liability-claims made.....			
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....			
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....			
19.3 19.4 Commercial auto liability.....			
21. Auto physical damage.....			
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....			
26. Burglary and theft.....			
27. Boiler and machinery.....			
28. Credit.....			
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.....	0	0	0

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

Q14

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?

NO

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

NO

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

NO

Explanation:

- 1.
- 2.
- 3.
- 4.

Bar Code:



Q16

NONE

Stonewood National Insurance Company
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

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

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

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.....	36,035,799	7,983,259
2. Cost of bonds and stocks acquired.....	4,305,683	35,656,144
3. Accrual of discount.....	2,050	2,441
4. Unrealized valuation increase (decrease).....	(2,071,270)	
5. Total gain (loss) on disposals.....	24,584	
6. Deduct consideration for bonds and stocks disposed of.....	605,055	5,532,000
7. Deduct amortization of premium.....	1,021	2,775
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).....	39,762,040	36,035,799
11. Deduct total nonadmitted amounts.....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11).....	39,762,040	36,035,799

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).....	8,393,884	8,488,412	9,672,533	607	8,393,884	7,210,370		8,383,699
2. Class 2 (a).....								
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	8,393,884	8,488,412	9,672,533	607	8,393,884	7,210,370	0	8,383,699
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	8,393,884	8,488,412	9,672,533	607	8,393,884	7,210,370	0	8,383,699

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

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

SCHEDULE DA - PART 1

Short-Term Investments					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999.....	1,033,204	XXX.....	1,033,198		

SCHEDULE DA - VERIFICATION

Short-Term Investments		1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....		5,932,774	44,036
2. Cost of short-term investments acquired.....		13,427,297	6,085,889
3. Accrual of discount.....		6	
4. Unrealized valuation increase (decrease).....			
5. Total gain (loss) on disposals.....			
6. Deduct consideration received on disposals.....		18,326,873	197,151
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).....		1,033,204	5,932,774
11. Deduct total nonadmitted amounts.....			
12. Statement value at end of current period (Line 10 minus Line 11).....		1,033,204	5,932,774

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

Sch. E-Verification
NONE

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	7 UNITED STATES TREASURY NOTE		06/17/2013	BANK OF AMERICA		274,614	275,000	135	1...
0599999.	Total - Bonds - U.S. Government					274,614	275,000	135	XXX
Bonds - Industrial and Miscellaneous									
377372	2 GLAXOSMITHKLINE CAP INC.		06/19/2013	VARIOUS	397,946	400,000	747	1FE	
458140	AH 3 INTEL CORP		06/19/2013	MORGAN STANLEY & CO	412,988	400,000	1,798	1FE	
863667	AC 5 STRYKER CORP		06/19/2013	MORGAN STANLEY & CO	412,536	400,000	1,867	1FE	
3899999.	Total - Bonds - Industrial & Miscellaneous				1,223,470	1,200,000		4,412	XXX
8399997.	Total - Bonds - Part 3				1,498,084	1,475,000		4,547	XXX
8399999.	Total - Bonds				1,498,084	1,475,000		4,547	XXX
9999999.	Total - Bonds, Preferred and Common Stocks				1,498,084	XXX		4,547	XXX

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n g	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					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Other Than Temporary Impairment	14 Total Change in B.I.A.C.V.	15 Total Foreign Exchange Change in B.I.A.C.V.							

Bonds - U.S. Government

912828	MT	4	UNITED STATES TREASURY NOTES.....	04/16/2013	PRIOR PERIOD INCOME.....																206	03/15/2013	1.....
0599999.			Total - Bonds - U.S. Government.....			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	206	XXX....	XXX....
8399997.			Total - Bonds - Part 4.....			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	206	XXX....	XXX....
8399999.			Total - Bonds.....			0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	206	XXX....	XXX....
9999999.			Total - Bonds, Preferred and Common Stocks.....			0	XXX....	0	0	0	0	0	0	0	0	0	0	0	0	0	206	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 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 * First Month
					6 Second Month	7 Third Month	8	

Open Depositories

KeyBank.....	Cleveland, OH.....	.....	.....	.....	.....66,124	.....(27,276)	.....599,445	XXX..
Century Trust and Asset Management.....	Santa Fe, NM.....	SD.....	.....	.....	.....315,000	.....315,000	.....315,000	XXX..
0199999. Total Open Depositories.....	.....	XXX.....	XXX.....	0.....	0.....381,124	.....287,724	.....914,445	XXX..
0399999. Total Cash on Deposit.....	.....	XXX.....	XXX.....	0.....	0.....381,124	.....287,724	.....914,445	XXX..
0599999. Total Cash.....	.....	XXX.....	XXX.....	0.....	0.....381,124	.....287,724	.....914,445	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
------------------	-----------	--------------------	-----------------------	--------------------	-----------------------------------	---------------------------------------	----------------------------------

NONE