



## QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

### Old Guard Insurance Company

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

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)

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

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)  
330-887-0101  
(Area Code) (Telephone Number)

Internet Website Address www.westfieldgrp.com

Statutory Statement Contact Bambi Ann Beshire 330-887-0101  
(Area Code) (Telephone Number) (Extension)  
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(Fax Number)  
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### 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 October, 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 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	
1. Bonds .....	210,536,095	0	210,536,095	198,026,077
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	105,136,347	0	105,136,347	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 (\$ 365,893 ) .....	365,893	0	365,893	716,009
6. Contract loans (including \$ 0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	3,503,938	0	3,503,938	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) .....	319,542,273	0	319,542,273	298,142,486
13. Title plants less \$ 0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	2,774,918	0	2,774,918	2,979,442
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	8,558,381	898,887	7,659,494	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) .....	50,373,621	5,642	50,367,979	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 .....	438,354	0	438,354	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 .....	0	0	0	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) .....	381,687,547	904,529	380,783,018	356,170,704
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Totals (Line 26 and Line 27) .....	381,687,547	904,529	380,783,018	356,170,704
<b>DETAILS OF WRITE-INS</b>				
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

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 33,895,443 )	102,129,809	102,078,093
2. Reinsurance payable on paid losses and loss adjustment expenses	0	0
3. Loss adjustment expenses	32,765,416	31,126,407
4. Commissions payable, contingent commissions and other similar charges	10,006,079	9,079,991
5. Other expenses (excluding taxes, licenses and fees)	4,602,853	4,861,160
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	1,916,360	2,122,417
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))	248,356	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)	74,908,389	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)	(131,457)	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	1,231	0
20. Derivatives	0	0
21. Payable for securities	0	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)	226,447,036	219,335,351
27. Protected cell liabilities	0	0
28. Total liabilities (Line 26 and Line 27)	226,447,036	219,335,351
29. Aggregate write-ins for special surplus funds	28,853,478	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)	91,111,563	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)	154,335,982	136,835,353
38. Totals (Page 2, Line 28, Column 3)	380,783,018	356,170,704
<b>DETAILS OF WRITE-INS</b>		
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	28,853,478	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)	28,853,478	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
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 0 )	0	(2,002)	(2,002)
1.2 Assumed (written \$ 115,939,150 )	109,809,921	105,967,594	142,499,999
1.3 Ceded (written \$ 0 )	0	(2,003)	(2,002)
1.4 Net (written \$ 115,939,150 )	109,809,921	105,967,595	142,499,999
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 60,915,245 ):			
2.1 Direct	(929,891)	(593,763)	(663,329)
2.2 Assumed	53,798,962	57,358,698	75,917,364
2.3 Ceded	(944,409)	(603,447)	(661,625)
2.4 Net	53,813,480	57,368,382	75,915,660
3. Loss adjustment expenses incurred	13,513,424	12,160,278	16,512,101
4. Other underwriting expenses incurred	39,009,484	37,418,716	49,629,846
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Line 2 through Line 5)	106,336,388	106,947,376	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)	3,473,533	(979,781)	442,392
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	7,936,656	8,486,983	11,364,030
10. Net realized capital gains (losses) less capital gains tax of \$ 2,246,533	4,173,982	3,482,691	7,687,322
11. Net investment gain (loss) (Line 9 plus Line 10)	12,110,638	11,969,674	19,051,352
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ 595,183 )	(148,947)	(172,149)	(172,768)
13. Finance and service charges not included in premiums	0	0	0
14. Aggregate write-ins for miscellaneous income	12	7,000	7,000
15. Total other income (Line 12 through Line 14)	(148,935)	(165,149)	(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)	15,435,236	10,824,744	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)	15,435,236	10,824,744	19,327,976
19. Federal and foreign income taxes incurred	2,835,997	2,026,974	3,269,620
20. Net income (Line 18 minus Line 19) (to Line 22)	12,599,239	8,797,770	16,058,356
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	136,835,353	118,163,050	118,163,050
22. Net income (from Line 20)	12,599,239	8,797,770	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 \$ 2,791,940	5,183,183	3,407,313	813,532
25. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
26. Change in net deferred income tax	(253,518)	45,817	27,592
27. Change in nonadmitted assets	(28,275)	1,799,567	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)	17,500,629	14,050,467	18,672,303
39. Surplus as regards policyholders, as of statement date (Line 21 plus Line 38)	154,335,982	132,213,517	136,835,353
<b>DETAILS OF WRITE-INS</b>			
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	12	7,000	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)	12	7,000	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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	108,012,008	105,718,549	142,311,167
2. Net investment income .....	10,509,099	10,415,214	13,823,127
3. Miscellaneous income .....	(148,935)	(165,149)	(165,768)
4. Total (Line 1 through Line 3) .....	118,372,172	115,968,614	155,968,526
5. Benefit and loss related payments .....	53,761,764	59,403,891	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 .....	50,467,904	48,137,115	62,777,714
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 2,246,533 tax on capital gains (losses) .....	5,609,230	3,920,984	6,796,866
10. Total (Line 5 through Line9) .....	109,838,898	111,461,990	150,229,686
11. Net cash from operations (Line 4 minus Line 10) .....	8,533,274	4,506,624	5,738,840
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	18,608,075	30,013,827	44,799,676
12.2 Stocks .....	19,306,918	11,198,033	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 equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	3,315	3,315
12.8 Total investment proceeds (Line 12.1 through Line 12.7) .....	37,914,993	41,215,175	64,145,380
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	33,504,359	29,810,903	31,955,741
13.2 Stocks .....	14,087,088	16,641,258	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	0	0
13.7 Total investments acquired (Line 13.1 through Line 13.6) .....	47,591,447	46,452,161	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) .....	(9,676,454)	(5,236,986)	(3,745,787)
<b>Cash from Financing and Miscellaneous Sources</b>			
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) .....	793,064	317,179	(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) .....	793,064	317,179	(1,747,509)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17) .....	(350,116)	(413,183)	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) .....	365,893	57,282	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

## 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	9/30/2013	12/31/2012
<b>NET INCOME</b>			
(1) Old Guard Insurance Company state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	\$ 12,599,239	\$ 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>\$ 12,599,239</u>	<u>\$ 16,058,356</u>
<b>SURPLUS</b>			
(5) Old Guard Insurance Company state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	\$ 154,335,982	\$ 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>\$ 154,335,982</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 change

## 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) The Company held no loan-backed securities or structured securities in an unrealized loss position at September 30, 2013.
- (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) for the current reporting period are as follows:

	9/30/2013			12/31/2012			Change		
	(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 - 4) Ordinary	(8) (Col 2 - 5) Capital	(9) (Col 7 + 8) Total
1	9,096	2,592	11,688	9,224	2,648	11,872	(128)	(56)	(184)
(a) Gross deferred tax assets	0	0	0	0	0	0	0	0	0
(b) Statutory valuation allowance adjustment	9,096	2,592	11,688	9,224	2,648	11,872	(128)	(56)	(184)
(c) Adjusted gross deferred tax assets (1a - 1b)	0	0	0	0	0	0	0	0	0
(d) Deferred tax assets nonadmitted	9,096	2,592	11,688	9,224	2,648	11,872	(128)	(56)	(184)
(e) Subtotal net admitted deferred tax asset (1c - 1d)	382	10,868	11,250	379	8,009	8,388	3	2,859	2,863
(f) Deferred tax liabilities	8,714	(8,276)	438	8,845	(5,361)	3,484	(131)	(2,916)	(3,047)

## 2 Admission calculation components SSAP No. 101:

	9/30/2013			12/31/2012			Change		
	(1) Ordinary	(2) Capital	(3) (Col 1 + 2) Total	(4) Ordinary	(5) Capital	(6) (Col 4 + 5) Total	(7) (Col 1 - 4) Ordinary	(8) (Col 2 - 5) Capital	(9) (Col 7 + 8) Total
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	6,444	2,592	9,036	3,356	989	4,345	3,088	1,603	4,691

## NOTES TO FINANCIAL STATEMENTS

(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)	2,652	0	2,652	5,776	626	6,402	(3,124)	(626)	(3,750)
i Adjusted gross DTA expected to be realized following BS date	2,652	0	2,652	5,776	626	6,402	(3,124)	(626)	(3,750)
ii Adjusted gross DTA allowed per limitation threshold	7,097	994	8,091	7,088	989	8,077	9	5	14
(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)	9,096	2,592	11,688	9,224	2,648	11,872	(128)	(56)	(184)

3

	2013	2012
(\$000 OMITTED)	737.3%	737.3%

(a) Ratio percentage used to determine recovery period and threshold limitation amount  
 (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

	9/30/2013			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%	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%	0.0%

(c) Does the company's tax planning strategies include the use of reinsurance? Yes \_\_\_\_\_ No  X \_\_\_\_\_

## 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) 9/30/2013	(2) 12/31/2012	(Col 1 - 2) Change
(\$000 OMITTED)		
5,335	7,492	(2,157)
6	6	0
5,341	7,498	(2,157)
(2,247)	(4,136)	1,889
0	0	0
(258)	(92)	(166)
2,836	3,270	(434)

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:

(a) Ordinary deferred tax assets:	1,870	2,105	(235)
1 Loss reserve discounting	4,634	4,522	112
2 Unearned premium reserve	5	5	0
3 Investments	0	0	0
4 Guarantee fund accrual	1,242	1,246	(4)
5 Salvage and subrogation	145	145	0
6 Fixed assets	0	0	0
7 Deferred compensation	1,193	1,193	0
8 Pension accrual	7	7	0
9 Other assets (including item <5% of total)	9,096	9,223	(128)
(99) Subtotal	0	0	0
(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)	9,096	9,223	(128)
(e) Capital deferred tax assets:			
1 Investments	2,346	2,429	(83)
2 Net capital loss carryforward	0	0	0
3 Fixed assets	0	0	0
4 Other assets (including item <5% of total)	246	219	27
(99) Subtotal	2,592	2,648	(56)
(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)	2,592	2,648	(56)
(i) Admitted deferred tax assets (2d + 2h)	11,688	11,871	(183)

3 Deferred tax liabilities:

(a) Ordinary deferred tax liabilities	42	50	(8)
1 Investments	3	3	0
2 Fixed assets	0	0	0
3 Deferred and uncollected premiums	0	0	0
4 Deferred compensation	0	0	0
5 Other liabilities (including item <5% of total)	337	326	11
(99) Subtotal	382	379	3

(b) Capital deferred tax liabilities	10,089	7,297	2,792
1 Unrealized gain/ (losses)	778	711	67
2 Investments	0	0	0
3 Real estate	1	0	1
4 Other liabilities (including item <5% of total)	10,868	8,008	2,859
(99) Subtotal	11,250	8,387	2,863

4 Net admitted deferred tax asset / (liability) (2i - 3c)

438	3,484	(3,046)
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**NOTES TO FINANCIAL STATEMENTS**

5 The change in deferred income taxes reported in surplus before consideration of nonadmitted assets is comprised of the following components:

	9/30/2013	12/31/2012	Change
	(\$000 OMITTED)		
Net deferred tax asset (liability)	438	3,484	(3,046)
Tax-effect of unrealized gains and losses	(10,089)	(7,297)	(2,792)
Net tax effect without unrealized gains and losses	<u>10,527</u>	<u>10,781</u>	<u>(254)</u>
Change in deferred income tax			<u>(254)</u>

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:

	9/30/2013	12/31/2012
	(\$000 OMITTED)	
1 Income taxes incurred, gross of capital gains tax (benefit)	5,083	7,406
2 Change in deferred income tax (without tax on unrealized gains and losses)	254	(27)
3 Total income tax reported	<u>5,337</u>	<u>7,379</u>
4 Statutory income before taxes, gross of capital gains tax (benefit)	17,682	23,464
5 Expected income tax expense (benefit) at 35% statutory rate	35%	35%
	6,189	8,212
6 Increase (decrease) in actual tax reported resulting from:		
a. Dividend received deduction	(439)	(563)
b. Nondeductible expenses for meals, penalties, and lobbying	33	50
c. Tax exempt income	(375)	(457)
d. Prior period adjustment	(166)	5
e. Deferred tax benefit (expense) on nonadmitted assets	(27)	(20)
f. Deferred tax benefit (expense) on retirement liability	0	0
g. Appreciation on donated property	0	0
h. IRC 832 (b) (5) adjustment	0	153
i. Other	122	(1)
7 Total federal income tax reported	<u>5,337</u>	<u>7,379</u>

## 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	3,088	2,247	5,335
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 and from the Company at 9/30/2013 and 12/31/2012 respectively were:

	9/30/2013	12/31/2012
Ohio Farmers Insurance Company	\$ 0	\$ 791,832
Affiliated Receivable	\$ 0	\$ 791,832
Ohio Farmers Insurance Company	\$ 1,231	\$ 0
Affiliated Payable	\$ 1,231	\$ 0

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

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 September 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:

## NOTES TO FINANCIAL STATEMENTS

Components of net periodic benefit cost	Pension Benefits		Other Postretirement Benefits	
	9/30/2013	9/30/2012	9/30/2013	9/30/2012
a. Service cost	\$ 9,121,665	\$ 8,015,780	\$ 727,414	\$ 1,068,381
b. Interest cost	10,894,294	11,079,205	1,283,516	962,746
c. Expected return on plan assets	(16,605,874)	(15,428,672)	(1,639,344)	(1,626,366)
d. Amortization of unrecognized transition obligation or transition asset	0	0	0	0
e. Amount of recognized gains and losses	5,915,215	3,971,222	495,504	265,873
f. Amount of prior service cost recognized	2,249,742	750,606	313,369	(323,838)
g. Amount of gain or loss recognized due to a settlement or curtailment	0	0	0	0
h. Total net periodic benefit cost	\$ 11,575,042	\$ 8,388,141	\$ 1,180,459	\$ 346,796

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	Post Service Cost -	Unrealized	Initial Transition
				Cost	Non vested	Losses	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
- 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

## NOTES TO FINANCIAL STATEMENTS

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 September 30, 2013

Description	(Level 1)	(Level 2)	(Level 3)	Total
<b>Assets at Fair Value:</b>				
Common Stock				
Industrial and Miscellaneous	\$ 105,136,347	\$ 0	\$ 0	\$ 105,136,347
Total Common Stocks	\$ 105,136,347	\$ 0	\$ 0	\$ 105,136,347
Other Invested Assets				
Joint Venture, PIR or LLC, char. of Com Siks - Unaffiliated	\$ 3,503,938	\$ 0	\$ 0	\$ 3,503,938
Total Other Invested Assets	\$ 3,503,938	\$ 0	\$ 0	\$ 3,503,938
Total Assets at Fair Value	\$ 108,640,285	\$ 0	\$ 0	\$ 108,640,285

(2) At September 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 September 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 September 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, and Deferred premiums, agents' balances and installments booked but deferred and not yet due* - 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 or Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
a. Financial Assets:						
Bonds	\$ 224,401,067	\$ 210,536,095	\$ 30,765,440	\$ 191,149,459	\$ 2,486,168	\$ 0
Common stocks	105,136,347	105,136,347	105,136,347	0	0	0
Short-term investments	365,893	365,893	0	365,893	0	0
Other invested assets	3,503,938	3,503,938	3,503,938	0	0	0
Uncollected premiums and agents' balances in the course of collection	7,659,494	7,659,494	0	7,659,494	0	0
Deferred premiums, agents' balances and installments booked but deferred and not yet due	50,367,979	50,367,979	0	50,367,979	0	0

b. Financial Liabilities: Not applicable

D. Fair Value Estimating- Not applicable

21. Other Items- No significant change

22. Events Subsequent-

Subsequent events have been considered through October 23, 2013 for the statutory statements issued as of September 30, 2013. No events or transactions have occurred that would give rise to a Type I or Type II subsequent event.

**P & C Specific Notes**

23. Reinsurance- No significant change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination- Not applicable

**NOTES TO FINANCIAL STATEMENTS****25. Changes in Incurred Losses and Loss Adjustment Expenses-**

Reserves as of December 31, 2012 were \$133.2 million. In calendar year 2013, \$33.7 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 \$93.1 million. Therefore, there has been a \$6.4 million favorable prior-year development from December 31, 2012 to September 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 and from the Company at 9/30/2013 and 12/31/2012 respectively were:

	9/30/2013	12/31/2012
Ohio Farmers Insurance Company*	\$ 0	\$ 791,832
Affiliated Receivable	<u>\$ 0</u>	<u>\$ 791,832</u>
Ohio Farmers Insurance Company*	\$ 1,231	\$ 0
Affiliated Payable	<u>\$ 1,231</u>	<u>\$ 0</u>

\*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
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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? Yes (X) No ( )

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

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

.....

9.2 Has the code of ethics for senior managers been amended? Yes ( ) No (X)

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

.....

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

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

.....

**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 the amounts receivable from parent included in the Page 2 amount: \$ ..... 0

**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 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 .....	\$ ..... 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? Yes ( ) No ( )

If no, attach a description with this statement.

**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 adjusted/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 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (Yes or No)
------------------------------	------------------------------	------------------------	----------------------------------	---

0199999 - Affiliates

U. S. Insurers				
30058	75-1444207	SCOR Reins Co	NY	Yes
42439	13-2918573	TOA Re Ins Co of Amer	DE	Yes
42374	74-2195939	Houston Cas Co	TX	No

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 Millennium 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
00000	AA-1460019	Amlin AG	CHE	No
00000	AA-3194161	Catlin Ins Co Ltd	BMU	No

0499999 - All Other Insurers

**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year to Date - Allocated by States and Territories

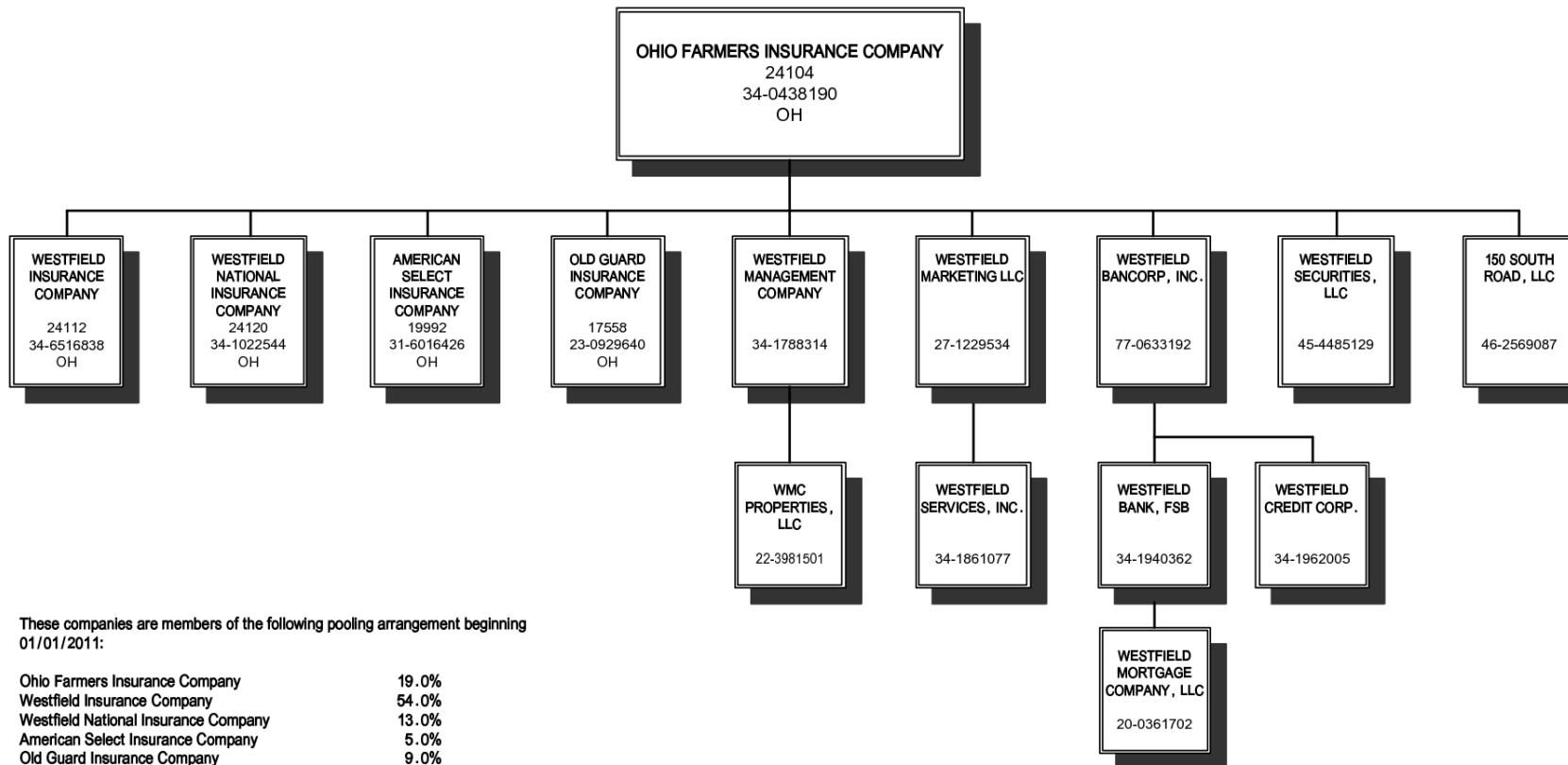
States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL N	0	0	0	0	0	0
2. Alaska	AK N	0	0	0	0	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	359,195	154,933	1,221,311	1,742,097
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	(623)	87,552	87,552	97,099
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	393,170	43,644	2,395,880	3,789,717
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 XXX	0	0	0	0	0	0
59. Totals	(a) 11	0	(2,002)	752,365	197,954	3,704,743	5,628,913
<b>DETAILS OF WRITE-INS</b>							
58001	XXX	0	0	0	0	0	0
58002	XXX	0	0	0	0	0	0
58003	XXX	0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. TOTALS (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)	XXX	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 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) /Person(s)	15 *
0228	OFIC & Affiliates	24104	34-0438190			Ohio Farmers Insurance Company	OH	UDP	NA	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 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire .....	0	(1,195)	0.0	0.0
2. Allied lines .....	0	(262)	0.0	0.0
3. Farmowners multiple peril .....	0	(10,384)	0.0	0.0
4. Homeowners multiple peril .....	0	(1,297)	0.0	0.0
5. Commercial multiple peril .....	0	(88,831)	0.0	4,862.1
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	(659,951)	0.0	0.0
17.1 Other liability-occurrence .....	0	(105,430)	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	(40,738)	0.0	0.0
19.3, 19.4 Commercial auto liability .....	0	(16,550)	0.0	202,314.3
21. Auto physical damage .....	0	(5,105)	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	(929,890)	0.0	29,658.5
<b>DETAILS OF WRITE-INS</b>				
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)
<b>DETAILS OF WRITE-INS</b>			
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

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

**PART 3 (000 Omitted)**

**LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE**

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Column 1 plus Column 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Column 4 plus Column 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Column 7 plus Column 8 plus Column 9)	11 Prior Year-End Known Case Loss and LAE Reserves	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings) / Deficiency (Column 5 plus Column 8 plus Column 7 minus Column 1)	13 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	9,509	556	10,065	18,940	1,251	17,967	38,158	738	(4,069)	(3,331)
2. 2011	19,277	11,653	30,930	7,319	675	7,994	12,109	1,269	8,117	21,495	151	(1,592)	(1,441)
3. Subtotals 2011 + prior	46,988	35,496	82,484	16,828	1,231	18,059	31,049	2,520	26,084	59,653	889	(5,661)	(4,772)
4. 2012	25,347	25,374	50,721	11,072	4,551	15,623	14,857	4,091	14,451	33,399	582	(2,281)	(1,699)
5. Subtotals 2012 + prior	72,335	60,870	133,205	27,900	5,782	33,682	45,906	6,611	40,535	93,052	1,471	(7,942)	(6,471)
6. 2013	XXX	XXX	XXX	XXX	31,954	31,954	XXX	18,389	23,454	41,843	XXX	XXX	XXX
7. Totals	72,335	60,870	133,205	27,900	37,736	65,636	45,906	25,000	63,989	134,895	1,471	(7,942)	(6,471)
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. 2.0 %.	2. (13.0) %.	3. (4.9) %
											Line 8		
											4. (4.7) %		

## 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 Trusted 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 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December	0	0
2. Cost of acquired:	0	0
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 cu	0	0
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

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

## Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excludin	0	0
2. Cost of acquired:	0	0
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	0	0
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 Year To Date	2 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:	0	0
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)	220,344	(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	0	0
Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)	3,503,938	3,283,594
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	3,503,938	3,283,594

**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	294,142,883	279,892,545
2. Cost of bonds and stocks acquired	47,591,447	67,891,168
3. Accrual of discount	13,074	17,457
4. Unrealized valuation increase (decrease)	7,754,780	1,328,024
5. Total gain (loss) on disposals	6,420,516	12,564,556
6. Deduct consideration for bonds and stocks disposed of	37,914,993	64,142,065
7. Deduct amortization of premium	2,335,265	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	315,672,442	294,142,883
Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	315,672,442	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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	208,112,147	14,936,796	19,044,164	(753,413)	196,127,428	208,112,147	203,251,366	196,573,501
2. Class 2 (a) .....	2,147,646	5,520,903	0	(17,927)	2,158,195	2,147,646	7,650,622	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 .....	210,259,793	20,457,699	19,044,164	(771,340)	198,285,623	210,259,793	210,901,988	198,742,086
<b>PREFERRED STOCK</b>								
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 .....	210,259,793	20,457,699	19,044,164	(771,340)	198,285,623	210,259,793	210,901,988	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 \$ ..... 365,893 ; 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 .....	365,893	XXX	365,893	9	0

**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 .....	716,009	470,465
2. Cost of short-term investments acquired .....	10,249,355	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 .....	10,599,471	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) .....	365,893	716,009
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	365,893	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**

## STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Old Guard Insurance Company

## SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions									
3133EC-WM-2	FEDERAL FARM CR BKS . 3.440% 08/05/25		08/07/2013	KeyBanc Capital Mkts	5,848,945	5,900,000.00		258	1
546398-DH-8	LOUISIANA PUB FACS REV 5.500% 05/15/27		09/24/2013	RBC Dain Rauscher	2,444,500	2,000,000.00		40,333	1FE
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				8,293,445	7,900,000.00		40,591	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
478160-AF-1	JOHNSON & JOHNSON DEB . 6.730% 11/15/23		09/05/2013	Wells Fargo	1,263,280	1,000,000.00		21,499	1FE
61747W-AF-6	MORGAN STANLEY . 5.750% 01/25/21		07/15/2013	RBC Dain Rauscher	2,386,323	2,175,000.00		60,099	2FE
637432-CG-8	NATL RURAL UTIL COOP 6.550% 11/01/18		09/20/2013	KeyBanc Capital Mkts	537,746	450,000.00		11,790	1FE
69349L-AM-0	PNC BANK . 3.800% 07/25/23		08/06/2013	KeyBanc Capital Mkts	1,490,275	1,500,000.00		1,372	1FE
718546-AC-8	PHILLIPS 66 COM . 4.300% 04/01/22		07/19/2013	RBC Dain Rauscher	3,134,580	3,000,000.00		40,492	2FE
94974B-FN-5	WELLS FARGO & CO . 4.125% 08/15/23		08/08/2013	Cantor Fitzgerald	2,994,870	3,000,000.00		0	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				11,807,074	11,125,000.00		135,252	
8399997	Subtotal - Bonds - Part 3				20,100,519	19,025,000.00		175,843	
8399999	Subtotal - Bonds				20,100,519	19,025,000.00		175,843	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
31679F-10-1	FIFTH STREET FINANCE SENIOR FLOATING		07/11/2013	UBS PaineWebber Inc	44,300.000	664,500		0	L
902973-30-4	US BANCORP DEL		08/23/2013	KeyBanc Capital Mkts	16,000.000	597,230		0	L
913017-10-9	UNITED TECHNOLOGIES CORP COM		08/27/2013	Wells Fargo	7,500.000	758,792		0	L
000375-20-4	ABB LTD ADR	R	08/28/2013	William Blair & Co	25,000.000	549,863		0	L
G9456A-10-0	GOLAR LNG LTD	R	08/14/2013	Jefferies & Co Inc	10,000.000	384,406		0	L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				2,954,791			0	
9799997	Subtotal - Common Stocks - Part 3				2,954,791			0	
9799999	Subtotal - Common Stocks				2,954,791			0	
9899999	Subtotal - Preferred and Common Stocks				2,954,791			0	
9999999	TOTALS				23,055,310			175,843	

(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 CUSIP Identifi- cation	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Total Change in B./A.C.V. (11+12-13)	17 Total Foreign Exchange Change in B./A.C.V.	18 Book/Adjusted Carrying Value at Disposal Date	19 Foreign Exchange Gain (Loss) on Disposal	20 Realized Gain (Loss) on Disposal	21 Bond Interest/ Stock Dividends Received During Year	22 Stated Contractual Maturity Date	NAIC Designa- tion or Market Indi- cator (a)			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization) / Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.											
<b>Bonds - U.S. Governments</b>																									
36202E-3J-6	GNMA GTD PASS THRU POOL 004401 6.500%	09/01/2013	Paydown		35,195	35,195.00	37,186	37,140	0	(1,945)	0	(1,945)	0	0	35,195	0	0	0	0	0	0	0	1,486	03/20/2039	1
36202E-5K-1	GNMA GTD PASS THRU POOL 004450 6.500%	09/01/2013	Paydown		15,058	15,058.00	15,989	15,955	0	(898)	0	(898)	0	0	15,058	0	0	0	0	0	0	0	629	05/20/2039	1
36202E-PC-7	GNMA GTD PASS THRU POOL 004019 7.000%	09/01/2013	Paydown		16,163	16,163.00	16,789	16,765	0	(602)	0	(602)	0	0	16,163	0	0	0	0	0	0	0	777	08/20/2037	1
36202E-PP-8	GNMA GTD PASS THRU POOL 004030 7.000%	09/01/2013	Paydown		19,248	19,248.00	19,952	19,933	0	(685)	0	(685)	0	0	19,248	0	0	0	0	0	0	0	952	09/20/2037	1
36202E-SD-2	GNMA GTD PASS THRU POOL 004116 6.500%	09/01/2013	Paydown		63,203	63,203.00	65,909	65,843	0	(2,640)	0	(2,640)	0	0	63,203	0	0	0	0	0	0	0	2,789	04/20/2038	1
36294S-DJ-3	GNMA GTD PASS THRU POOL 658105 6.500%	09/01/2013	Paydown		30,061	30,061.00	30,794	30,777	0	(715)	0	(715)	0	0	30,061	0	0	0	0	0	0	0	1,306	09/15/2036	1
36294S-EP-8	GNMA GTD PASS THRU POOL 658142 7.000%	09/01/2013	Paydown		92,789	92,789.00	96,022	95,954	0	(3,166)	0	(3,166)	0	0	92,789	0	0	0	0	0	0	0	4,329	10/15/2036	1
36295H-R9-3	GNMA GTD PASS THRU POOL 671112 6.500%	09/01/2013	Paydown		9,695	9,695.00	10,016	10,005	0	(310)	0	(310)	0	0	9,695	0	0	0	0	0	0	0	407	08/15/2037	1
36296U-NG-1	GNMA GTD PASS THRU POOL 701591 6.500%	09/01/2013	Paydown		39,615	39,615.00	41,720	41,701	0	(2,086)	0	(2,086)	0	0	39,615	0	0	0	0	0	0	0	1,798	01/15/2039	1
83162C-GN-7	SMALL BUS ADMIN GTD PASS THRU 6.375%	08/01/2013	Paydown		3,422	3,422.00	3,422	3,422	0	0	0	0	0	0	3,422	0	0	0	0	0	0	0	218	02/01/2016	1FE
83162C-HH-9	SMALL BUS ADMIN GTD PASS THRU 7.150%	09/01/2013	Paydown		6,432	6,432.00	6,432	6,432	0	0	0	0	0	0	6,432	0	0	0	0	0	0	0	460	03/01/2017	1FE
0599999 - Subtotal - Bonds - U.S. Governments					330,881	330,881.00	344,231	343,927	0	(13,047)	0	(13,047)	0	0	330,881	0	0	0	0	0	0	0	15,151		
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>																									
64966H-QB-9	NEW YORK NY SER C GO 5.000%	09/05/2013	Cantor Fitzgerald		545,585	500,000.00	552,955	543,742	0	(4,145)	0	(4,145)	0	0	539,597	0	5,988	5,988	5,988	27,708	08/01/2024	1FE			
2499999 - Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					545,585	500,000.00	552,955	543,742	0	(4,145)	0	(4,145)	0	0	539,597	0	5,988	5,988	5,988	27,708					
<b>Bonds - U.S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																									
31287N-CF-3	FHLMC 30 YR GOLD PC GRP POOL 7.000%	09/01/2013	Paydown		5,792	5,792.00	6,113	6,086	0	(294)	0	(294)	0	0	5,792	0	0	0	0	0	0	0	270	01/01/2032	1
31288M-AX-1	FHLMC 30 YR GOLD PC GRP POOL 6.000%	09/01/2013	Paydown		61,288	61,288.00	65,291	65,177	0	(3,889)	0	(3,889)	0	0	61,288	0	0	0	0	0	0	0	2,447	12/01/2036	1
31337L-V5-4	FHLMC REMIC SER T 18 A3 SEQ 7.790%	09/01/2013	Paydown		4,579	4,579.00	4,579	4,578	0	0	0	0	0	0	4,579	0	0	0	0	0	0	0	227	08/15/2029	1
31371K-L7-4	FNMA PASS THRU POOL 254250 7.500%	09/01/2013	Paydown		16,050	16,050.00	17,018	16,905	0	(854)	0	(854)	0	0	16,050	0	0	0	0	0	0	0	803	03/01/2032	1
31388T-Q6-3	FNMA PASS THRU POOL 614377 7.000%	09/01/2013	Paydown		50,564	50,564.00	53,266	53,097	0	(2,533)	0	(2,533)	0	0	50,564	0	0	0	0	0	0	0	2,077	02/01/2032	1
31388EH-JW-3	FNMA PASS THRU POOL AL1176 6.500%	07/15/2013	RBC Dain Rauscher		3,539,273	3,201,151.00	3,575,286	3,575,286	0	0	4,814	0	4,814	0	0	3,580,100	0	(40,827)	(40,827)	(40,827)	61,844	10/01/2039	1		
31388EH-JW-3	FNMA PASS THRU POOL AL1176 6.500%	07/01/2013	Paydown		173,223	173,223.00	193,468	193,468	0	(20,245)	0	(20,245)	0	0	173,223	0	0	0	0	0	0	0	2,815	10/01/2039	1
31392M-HL-9	FHLMC REMIC SER 2465 PG PAC 6.500%	09/01/2013	Paydown		34,316	34,316.00	35,174	35,121	0	(805)	0	(805)	0	0	34,316	0	0	0	0	0	0	0	1,524	06/15/2032	1
31397J-2R-4	FHLMC REMIC SER 3331 EP 5.500%	09/01/2013	Paydown		766,751	766,751.00	821,981	778,812	0	(12,061)	0	(12,061)	0	0	766,751	0	0	0	0	0	0	0	27,708	02/15/2036	1
31406D-7A-8	FNMA PASS THRU POOL 807389 6.500%	09/01/2013	Paydown		34,323	34,323.00	35,418	35,377	0	(1,054)	0	(1,054)	0	0	34,323	0	0	0	0	0	0	0	1,597	08/01/2032	1
31409A-X3-8	FNMA PASS THRU POOL 886598 7.000%	09/01/2013	Paydown		133,974	133,974.00	137,868	137,811	0	(3,837)	0	(3,837)	0	0	133,974	0	0	0	0	0	0	0	6,251	02/01/2036	1
31410B-GT-5	FNMA PASS THRU POOL 884110 7.000%	09/01/2013	Paydown		43,806	43,806.00	45,733	37,392	0	6,414	0	6,414	0	0	43,806	0	0	0	0	0	0	0	1,791	05/01/2036	1
31410G-KU-6	FNMA PASS THRU POOL 888707 7.500%	09/01/2013	Paydown		91,876	91,876.00	96,584	96,431	0	(4,556)	0	(4,556)	0	0	91,876	0	0	0	0	0	0	0	4,686	10/01/2037	1
31410G-RK-1	FNMA PASS THRU POOL 888890 6.500%	09/01/2013	Paydown		125,275	125,275.00	129,640	129,462	0	(4,187)	0	(4,187)	0	0	125,275	0	0	0	0	0	0	0	5,446	10/01/2037	1
31410K-CX-0	FNMA PASS THRU POOL 889386 6.000%	09/01/2013	Paydown		42,180	42,180.00	45,706	45,646	0	(3,466)	0	(3,466)	0	0	42,180	0	0	0	0	0	0	0	1,661	03/01/2038	1
31410S-PW-1	FNMA PASS THRU POOL 896037 7.000%	09/01/2013	Paydown		50,763	50,763.00	52,310	52,248	0	(1,486)	0	(1,486)	0	0	50,763	0	0	0	0	0	0	0	2,103	08/01/2036	1
31410X-B9-6	FNMA PASS THRU POOL 900164 6.500%	09/01/2013	Paydown		187,825	187,825.00	191,684	191,541	0	(3,716)	0	(3,716)	0	0	187,825	0	0	0	0	0	0	0	8,346	08/01/2036	1
31412F-H4-8	FNMA PASS THRU POOL 923751 7.000%	09/01/2013	Paydown		473	473.00	486	485	0	(13)															

## STATEMENT AS OF SEPTEMBER 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 CUSIP Identifi- cation	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Total Change in B./A.C.V. (11+12-13)	17 Total Foreign Exchange Change in B./A.C.V.	18 Book/Adjusted Carrying Value at Disposal Date	19 Foreign Exchange Gain (Loss) on Disposal	20 Realized Gain (Loss) on Disposal	21 Total Gain (Loss) on Disposal	22 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designa- tion or Market Indi- cation (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization) / Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.											
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																									
156700-10-6	CENTURYLINK INC	09/25/2013	Various		55,000.00	1,795,473		2,181,505	2,151,600	29,905	0	0	29,905	0	2,181,505	0	(386,031)	(386,031)	72,900		L				
372460-10-5	GENUINE PARTS CO	07/25/2013	Jeffries & Co Inc		1,000.000	81,662		42,775	63,580	(20,805)	0	0	(20,805)	0	42,775	0	38,886	38,886	1,570		L				
478160-10-4	JOHNSON & JOHNSON	09/24/2013	Sanford C Bernstein & Co Inc		4,000.000	354,370		232,405	280,400	(47,995)	0	0	(47,995)	0	232,405	0	121,965	121,965	7,720		L				
748356-10-2	QUESTAR CORP	08/27/2013	Various		57,800.000	1,341,989		672,025	1,142,128	(470,103)	0	0	(470,103)	0	672,025	0	669,964	669,964	27,034		L				
88579Y-10-1	3M CO	09/19/2013	UBS PaineWebber Inc		1,000.000	121,628		62,019	92,850	(30,831)	0	0	(30,831)	0	62,019	0	59,609	59,609	1,905		L				
931422-10-9	WALGREEN CO	09/24/2013	Morgan Stanley Dean Witter		21,900.000	1,211,511		647,802	810,519	(162,717)	0	0	(162,717)	0	647,802	0	563,709	563,709	18,944		L				
881624-20-9	TEVA PHARMACEUTICAL INDs LTD ADR	F	09/18/2013	Cowen & Company LLC	10,000.000	373,540		372,200	373,400	(1,200)	0	0	(1,200)	0	372,200	0	1,340	1,340	9,515		L				
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				5,280,173			4,210,731	4,914,477	(703,746)	0	0	(703,746)	0	4,210,731	0	1,069,442	1,069,442	139,588						
9799997	Subtotal - Common Stocks - Part 4				5,280,173			4,210,731	4,914,477	(703,746)	0	0	(703,746)	0	4,210,731	0	1,069,442	1,069,442	139,588						
9799999	Subtotal - Common Stocks				5,280,173			4,210,731	4,914,477	(703,746)	0	0	(703,746)	0	4,210,731	0	1,069,442	1,069,442	139,588						
9899999	Subtotal - Preferred and Common Stocks				5,280,173			4,210,731	4,914,477	(703,746)	0	0	(703,746)	0	4,210,731	0	1,069,442	1,069,442	139,588						
9999999	TOTALS				16,289,883			15,443,476	7,655,633	(703,746)	(96,658)	0	(800,404)	0	15,284,517	0	1,005,366	1,005,366	379,197						

**Page E06**

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

Description of Hedged Risk (s)  
**NONE**

Financial or Economic Impact of the Hedge  
**NONE**

**Page E07**

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**

**Page E09**

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

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

**Page E10**

Schedule DL, Part 1  
**NONE**

**Page E11**

Schedule DL, Part 2  
**NONE**

**Page E12**

Schedule E, Part 1, Cash  
**NONE**

**Page E13**

Schedule E, Part 2, Cash Equivalents  
**NONE**