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QUARTERLY STATEMENT

As of September 30, 2013

of the Condition and Affairs of the

Century Surety Company

NAIC Group Code.....0748, 0748 (Current Period) (Prior Period) — NAIC Company Code..... 36951 — Employer's ID Number..... 31-0936702

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

Incorporated/Organized..... June 22, 1978 — Commenced Business..... August 11, 1978

Statutory Home Office	465 Cleveland Avenue .. Westerville ..... OH ..... US ..... 43082 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	465 Cleveland Avenue .. Westerville ..... OH ..... US ..... 43082 *(Street and Number) (City or Town, State, Country and Zip Code)*	614-895-2000 *(Area Code) (Telephone Number)*
Mail Address	465 Cleveland Avenue .. Westerville ..... OH ..... US ..... 43082 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	26255 American Drive .. Southfield ..... MI ..... US ..... 48034 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-358-1100 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.meadowbrook.com	
Statutory Statement Contact	Kimberlee A. Arnold *(Name)*	248-358-1100-8102 *(Area Code) (Telephone Number) (Extension)*
	karnold@meadowbrook.com *(E-Mail Address)*	248-358-1614 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Christopher John Timm	President	2. Michael Gerard Costello	Secretary
3. Steven Christopher Divine	Treasurer	4.	

OTHER

Michael Gerard Costello	Sr. VP & General Counsel	Robert Samuel Cubbin	Chairman
Steven Christopher Divine	Vice President	Karen Marwell Spaun	Vice President
Nathan Karl Voorhis	Vice President	Angelo Lovell Williams	Vice President
Randolph Witt Fort #	Vice President		

DIRECTORS OR TRUSTEES

Robert Samuel Cubbin-Chairman	James Michael Mahoney	Archie Stephen McIntyre	Karen Marwell Spaun
Christopher John Timm	Nathan Karl Voorhis	Angelo Lovell Williams	

State of........ Michigan
County of..... Oakland

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

(Signature)	(Signature)	(Signature)
Christopher John Timm	Michael Gerard Costello	Steven Christopher Divine
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This ________ day of ________________

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	393,717,136		393,717,136	326,931,297
2. Stocks:				
2.1 Preferred stocks	8,119,939		8,119,939	10,347,410
2.2 Common stocks	119,199,873		119,199,873	51,220,707
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)			0	
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....1,339,054), cash equivalents ($..........0) and short-term investments ($.....12,265,562)	13,604,616		13,604,616	116,145,587
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	6,516,168		6,516,168	3,063,726
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	541,157,732	0	541,157,732	507,708,728
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	4,261,470		4,261,470	2,901,053
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	57,430,686	468,581	56,962,105	49,494,894
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)			0	78,862
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	34,100,827		34,100,827	37,215,823
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon	5,807,015		5,807,015	3,555,580
18.2 Net deferred tax asset	16,414,254	3,244,118	13,170,136	13,957,103
19. Guaranty funds receivable or on deposit	446		446	345
20. Electronic data processing equipment and software	36,583	36,576	7	7
21. Furniture and equipment, including health care delivery assets ($..........0)	6,146	6,146	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	559,171		559,171	49,219
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	2,170,172	30,000	2,140,172	2,413,785
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	661,944,502	3,785,421	658,159,081	617,375,399
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	661,944,502	3,785,421	658,159,081	617,375,399

DETAILS OF WRITE-INS

1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Miscellaneous Receivables	1,890,172		1,890,172	2,041,482
2502. Goodwill			0	122,302
2503. Security Deposits	280,000	30,000	250,000	250,000
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	2,170,172	30,000	2,140,172	2,413,785

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....63,885,804)	245,786,598	241,789,564
2.	Reinsurance payable on paid losses and loss adjustment expenses	36,693,988	39,083,300
3.	Loss adjustment expenses	70,074,886	68,449,753
4.	Commissions payable, contingent commissions and other similar charges	164,756	829,626
5.	Other expenses (excluding taxes, licenses and fees)	179,276	133,721
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	816,149	906,020
7.1	Current federal and foreign income taxes (including $.........0 on realized capital gains (losses))		
7.2	Net deferred tax liability		
8.	Borrowed money $.........0 and interest thereon $.........0		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....114,439,788 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	91,353,813	86,116,475
10.	Advance premium		
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	25,812,656	12,993,344
13.	Funds held by company under reinsurance treaties	0	0
14.	Amounts withheld or retained by company for account of others	348,205	1,469,414
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $.........0 certified)		
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding		
19.	Payable to parent, subsidiaries and affiliates	757,647	1,938,286
20.	Derivatives		
21.	Payable for securities	407,124	
22.	Payable for securities lending		
23.	Liability for amounts held under uninsured plans		
24.	Capital notes $.........0 and interest thereon $.........0		
25.	Aggregate write-ins for liabilities	391,876	504,313
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	472,786,975	454,213,815
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	472,786,975	454,213,815
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,000,000	3,000,000
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes		
34.	Gross paid in and contributed surplus	119,914,779	104,914,779
35.	Unassigned funds (surplus)	62,457,327	55,246,806
36.	Less treasury stock, at cost:		
	36.1 ....0.000 shares common (value included in Line 30 $.........0)		
	36.2 ....0.000 shares preferred (value included in Line 31 $.........0)		
37.	Surplus as regards policyholders (Lines 29 to 35, less 36)	185,372,105	163,161,584
38.	Totals (Page 2, Line 28, Col. 3)	658,159,081	617,375,399

DETAILS OF WRITE-INS

2501.	Miscellaneous Payables	260,435	439,573
2502.	Escheat Claims	116,441	64,740
2503.	Deferred Income	15,000	
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	391,876	504,313
2901.			
2902.			
2903.			
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0
2999.	Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0
3201.			
3202.			
3203.			
3298.	Summary of remaining write-ins for Line 32 from overflow page	0	0
3299.	Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above)	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written $.....110,601,109)	150,118,187	154,150,669	208,131,468
1.2 Assumed (written $.....191,904,308)	158,448,778	182,421,494	248,333,179
1.3 Ceded (written $.....144,635,841)	155,934,726	154,150,669	208,131,468
1.4 Net (written $.....157,869,577)	152,632,239	182,421,493	248,333,179
DEDUCTIONS:			
2. Losses incurred (current accident year $.....80,799,671):			
2.1 Direct	68,041,591	88,564,004	113,462,241
2.2 Assumed	91,854,143	115,610,688	153,173,075
2.3 Ceded	70,825,859	88,540,022	113,435,687
2.4 Net	89,069,875	115,634,670	153,199,629
3. Loss adjustment expenses incurred	27,045,578	32,963,642	43,794,329
4. Other underwriting expenses incurred	49,937,392	61,426,735	70,101,615
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	166,052,846	210,025,047	267,095,573
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(13,420,607)	(27,603,554)	(18,762,394)
INVESTMENT INCOME			
9. Net investment income earned	10,336,537	12,485,661	15,893,090
10. Net realized capital gains (losses) less capital gains tax of $.....950,464	1,765,147	1,085,908	16,861,571
11. Net investment gain (loss) (Lines 9 + 10)	12,101,684	13,571,570	32,754,661
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $..........0 amount charged off $.....636,846)	(636,846)	(573,280)	(877,467)
13. Finance and service charges not included in premiums			
14. Aggregate write-ins for miscellaneous income	45,495	41,936	55,686
15. Total other income (Lines 12 through 14)	(591,350)	(531,344)	(821,781)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(1,910,273)	(14,563,329)	13,170,485
17. Dividends to policyholders			
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	(1,910,273)	(14,563,329)	13,170,485
19. Federal and foreign income taxes incurred	(4,151,899)	(3,533,240)	(2,157,460)
20. Net income (Line 18 minus Line 19) (to Line 22)	2,241,626	(11,030,089)	15,327,945
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	163,161,584	156,232,107	156,232,107
22. Net income (from Line 20)	2,241,626	(11,030,089)	15,327,945
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....2,181,644	3,427,435	(3,114,581)	2,522,104
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(1,273,117)	3,718,891	1,495,300
27. Change in nonadmitted assets	2,814,577	77,770	107,340
28. Change in provision for reinsurance			
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	15,000,000		
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders		(12,523,211)	(12,523,211)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Lines 22 through 37)	22,210,521	(22,871,222)	6,929,477
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	185,372,105	133,360,885	163,161,584

DETAILS OF WRITE-INS

0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)	0	0	0
1401. Miscellaneous Income	45,495	41,936	55,686
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	45,495	41,936	55,686
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above)	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	163,333,163	192,451,996	230,007,885
2. Net investment income	11,255,750	13,591,967	19,418,429
3. Miscellaneous income	(591,350)	(531,344)	(821,781)
4. Total (Lines 1 through 3)	173,997,562	205,512,619	248,604,533
5. Benefit and loss related payments	84,347,157	74,359,164	102,662,562
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	76,067,122	84,049,807	102,246,410
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....950,464 tax on capital gains (losses)	(950,000)	1,630,001	1,630,000
10. Total (Lines 5 through 9)	159,464,279	160,038,972	206,538,972
11. Net cash from operations (Line 4 minus Line 10)	14,533,283	45,473,647	42,065,561
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	37,885,198	32,122,262	244,330,813
12.2 Stocks	14,610,250	3,315,475	6,345,998
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	407,124	2,687,704	275,000
12.8 Total investment proceeds (Lines 12.1 to 12.7)	52,902,571	38,125,441	250,951,811
13. Cost of investments acquired (long-term only):			
13.1 Bonds	106,247,634	73,406,942	176,142,551
13.2 Stocks	63,452,661		
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets	2,617,762		3,525,118
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	172,318,056	73,406,942	179,667,669
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(119,415,486)	(35,281,501)	71,284,142
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock	5,000,000		
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders		12,523,211	12,523,211
16.6 Other cash provided (applied)	(2,658,768)	1,216,253	(1,342,428)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,341,232	(11,306,958)	(13,865,639)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(102,540,971)	(1,114,813)	99,484,064
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	116,145,587	16,661,523	16,661,523
19.2 End of period (Line 18 plus Line 19.1)	13,604,616	15,546,710	116,145,587

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

20.0001			

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The accompanying financial statements of Century Surety Company ("Company") have been completed in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual except to the extent that Ohio state laws and regulations differ. Effective January 1, 2001, the state of Ohio required that insurance companies domiciled in the state of Ohio prepare their statutory basis financial statements in accordance with the NAIC *Accounting Practices and Procedures manual – Effective January 1, 2001* (NAIC SAP), subject to any deviations prescribed or permitted by the state of Ohio Insurance Commissioner. The Company has no such deviations as of September 30, 2013.

A reconciliation of the Company's surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is shown below.

	State of Domicile	September 30, 2013	December 31, 2012
1. Net (Loss)/Income, Ohio Basis	OH	$ 2,241,626	$ 15,327,945
2. State Prescribed Practices: NONE		0	0
3. State Permitted Practices: NONE		0	0
4. Net Income, NAIC SAP basis (1-2-3=4)	OH	$ 2,241,626	$ 15,327,945
5. Policyholders surplus, Ohio basis	OH	$ 185,372,105	$ 163,161,584
6. State Prescribed Practice: NONE		0	0
7. State Permitted Practice: NONE		0	0
8. Policyholders surplus, NAIC SAP basis (5-6-7=8)	OH	$ 185,372,105	$ 163,161,584

B. Use of Estimates in the Preparation of the Financial Statements

No significant change.

C. Accounting Policy

No significant change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. No significant change.
B. No significant change.
C. No significant change.
D. Loan-backed securities

1. Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities; inputs come from major third party data providers. The effect of interest rates, volatility, and prepayment speeds are derived using Monte Carlo simulation. Credit loss analysis, resulting effective analytics (spreads, duration, convexity) and cash-flows are reported to clients on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
2. Securities where the Company has either the intent to sell or lacks the ability to retain the securities - Not applicable.
3. Loan-backed securities with a recognized other-than-temporary impairment ("OTTI"), currently held by the reporting entity where the present value of the discounted cash flows was/is less than the amortized cost basis of the securities.

CUSIP (6,2,1)			Book/Adj Carry Value Amortized cost before current period OTTI	Projected Cash Flows	Recognized OTTI	Amortized cost after OTTI	Fair Value at time of OTTI	Date of Financial Statement Where Reported
00441R	AJ	6	$ 422,063	$ 355,309	$ 66,754	$ 355,309	$ 151,156	12/31/2009
			XXX	XXX	$ 66,754	XXX	XXX	XXX

4. All impaired securities for which an OTTI has not been recognized in earnings as a realized loss including securities with a recognized OTTI for non-interest related declines when a non-recognized interest related impairment remains:

a. Aggregate amount of unrealized loss	
1. Less than twelve months	$ 1,140,939
2. Twelve months or longer	1,355,678
3. Total	$ 2,496,617
b. Aggregate fair value of securities with unrealized loss	
1. Less than twelve months	$ 29,739,252
2. Twelve months or longer	1,094,501
3. Total	$ 30,833,753

5. There are a number of factors that are considered in determining if there is not an OTTI on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

E. The Company has no repurchase agreements, reverse repurchase agreements and/or security lending transactions.
F. No significant change.
G. No significant change.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

Not applicable.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

No significant change.

NOTES TO FINANCIAL STATEMENTS

9. INCOME TAXES

No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

A. No significant change.

B. On March 20, 2013, the Company received a $15,000,000 capital contribution from its parent, ProCentury Corporation.

C. The Management Services Agreement ("Agreement") currently is effective July 1, 2011 through June 30, 2014. If the Agreement is not terminated by the parties, it automatically extends for additional three (3) year periods thereafter.

D. At September 30, 2013 and 2012, the Company reported $559,171 and $238,836, respectively due from parent, subsidiaries and affiliates and $757,647 and $3,995,534 respectively due to parent, subsidiaries and affiliates pursuant to the Intercompany Loan Agreement. Intercompany balances between parent, subsidiaries and affiliates are settled on a monthly basis.

E. Guarantees or Undertakings for Related Parties - Not applicable.

F. The Company does not directly hire employees. Rather, the Company entered into the Agreement with Meadowbrook, Inc. and affiliates, which provides the accounting, financial reporting, underwriting, compliance, reinsurance, sales, claims, loss prevention, and general management services for the Company. Fees paid to Meadowbrook, Inc. and affiliates are determined on a monthly basis, based on the actual costs associated with overall administration of all programs. On a pre-pooled basis, the Company directly incurred $20,429,577 and $19,658,129 of such expenses as of September 30, 2013 and 2012, respectively.

Effective October 1, 2009 the Company entered into a new Agency Agreement with Meadowbrook, Inc. and its affiliates or subsidiaries (the "Agent") whereby the Company pays the Agent a commission for the production of premium. As of September 30, 2013 and 2012, the Company has paid the Agent $115,601 and $158,884, respectively, in commissions.

In addition, the Company's federal income tax return is consolidated with the entities referenced in Note 9(F) of the annual statement. Pursuant to the Tax Allocation Agreement, the Company recognized a tax benefit of $2,407,507 and $4,570,718 as of September 30, 2013 and 2012, respectively, to be received from the ultimate parent, Meadowbrook Insurance Group, Inc. ("MIGI").

G. No significant change.

H. No significant change.

I. No significant change.

J. Investments in Impaired SCA Entities - Not applicable.

K. Investments in Foreign SCA Entities - Not applicable.

L. Valuation of Downstream Holding Companies - Not applicable.

11. DEBT

No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

Not applicable.

13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. No significant change.
2. Dividend Rate of Preferred Stock - Not applicable.
3. Dividends on common stock are paid as declared by the Board of Directors of the Company. Without prior approval of its domiciliary commissioner, Ohio law limits dividends to shareholders to the greater of 10% of the prior year policyholders' surplus less dividends paid in the prior twelve months or the prior year net income (excluding realized capital gains) less dividends paid in the prior twelve months. These dividends are further limited by a clause in the Ohio law, which prohibits an insurer from declaring dividends unless the value of assets remaining is at least equal to the aggregate amount of debts and liabilities, including capital.
4. The Company did not make a dividend payment to ProCentury Corporation as of September 30, 2013.
5. Within the limitations of (3) above, the maximum ordinary dividend payment allowed to shareholders as of September 30, 2013, without prior regulatory approval, is $16,316,158 after considering the ordinary dividend payment per (4) above.
6. No significant change.
7. No significant change.
8. No significant change.
9. No significant change.
10. The portion of unassigned funds (surplus) represented by cumulative unrealized capital gains is $12,459,470.
11. No significant change.
12. No significant change.
13. No significant change.

14. CONTINGENCIES

A. No significant change.

B. No significant change.

C. No significant change.

D. No significant change.

E. Product Warranties - Not applicable.

F. The Company has not encountered any contingent liabilities arising from litigation, income taxes or other matters, nor has any impairment of an asset, that would be considered material in relation to the financial position of the Company.

15. LEASES

A. Lessee Leasing Arrangements

1. The Company leases one office facility under a noncancelable operating lease that will expire October 2013.
2. At September 30, 2013, future minimum rental payments are as follows:

Year	Amount
2013	$ 51,330
Total	$ 51,330

3. The Company has not entered into any sale-leaseback arrangements.

B. Lessor Leasing Arrangements

Not applicable.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND WITH CONCENTRATIONS OF CREDIT RISK

Not applicable.

NOTES TO FINANCIAL STATEMENTS

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

A. Transfers of Receivables Reported as Sales - Not applicable.
B. Transfers and Servicing of Financial Assets - Not applicable.
C. There are no wash sales as of September 30, 2013.

18. GAIN OR LOSS FROM UNINSURED 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 MEASUREMENT

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

1. Fair Value Measurements at Reporting Date

The Company has categorized its assets and liabilities that are measured at fair value into the three-level fair value hierarchy as reflected in the following table.

Level 1 - Valuations that are based on unadjusted quoted market prices in active markets for identical securities. The fair value of exchange-traded equities and mutual funds included in the Level 1 category were based on quoted prices that are readily and regularly available in an active market and are thus classified as Level 1.

Level 2 - Valuations that are based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of securities included in the Level 2 category was based on market values obtained from a third-party pricing service. They were evaluated using pricing models that vary by asset class and incorporate available trade, bid and other observable market information. The third-party service monitors market indicators as well as industry and economic events. The Level 2 category includes corporate bonds, government and agency bonds, asset-backed, residential mortgage-backed and commercial mortgage-backed securities and municipal bonds.

Level 3 - Valuations that are derived from techniques in which one or more of the significant inputs are unobservable and/or involve management judgment and/or are based on non-binding broker quotes.

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Perpetual Preferred Stock - Industrial & Misc.	$ 5,503,178	$ 0	$ 0	$ 5,503,178
Redeemable Preferred Stock - Industrial & Misc.	426,292	0	0	426,292
Bonds - Industrial & Misc.	0	507,240	347,320	854,560
Bonds - MBS/CMO - Industrial & Misc.	0	0	133,089	133,089
Common Stock - Industrial & Misc.	72,398,194	0	0	72,398,194
	$ 78,327,664	**$ 507,240**	**$ 480,409**	**$ 79,315,313**

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred between Levels. During the current year, there were no transfers into or out of Levels 1 or 2.

2. Rollforward of Fair Value Measurements in Level 3

	Beginning Balance as of 1/1/13	Transfers into Level 3	Transfers out of Level 3	Total gains (losses) included in Net Income	Total gains (losses) included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance as of 9/30/13
Bonds - Industrial & Misc.	$ 247,166	$ 0	$ 0	$ (4,663)	$ 0	$ 0	$0	$ 0	$ 0	$ 242,503
Bonds - MBS/CMO - Industrial & Misc.	171,399	119,850	0	(3,078)	0	0	0	(10,229)	0	277,942
Ending Balance	**$ 418,565**	**$ 119,850**	**$ 0**	**$ (7,741)**	**$ 0**	**$ 0**	**$0**	**$(10,229)**	**$ 0**	**$ 520,445**

3. Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3. During the current year, there were no transfers out of Level 3 and four transfers into Level 3. Management believes these assets can no longer be priced using observable marketable inputs; hence they were transferred from Level 2 to Level 3.

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values

The estimated fair values of the Company's investments are based on prices provided by a third party pricing service and a third party investment manager. The prices provided by these services are based on quoted market prices, when available; non-binding broker quotes, or matrix pricing. The Company has not historically adjusted security prices.

For corporate, government and municipal bonds, the third party pricing service utilizes a pricing model with standard inputs that include benchmark yields, reported trades, issuer spreads, two-sided markets, benchmark securities, market bids / offers, and other reference data observable in the marketplace. The model uses the option adjusted spread methodology and is a multi-dimensional relational model. All bonds valued under these techniques are classified as Level 2.

For asset-backed, residential mortgage-backed and commercial mortgage-backed securities, the third party pricing service valuation methodology includes consideration of interest rate movements, new issue data, monthly remittance reports and other pertinent data that is observable in the marketplace. This information is used to determine the cash flows for each tranche and identifies the inputs to be used such as benchmark yields, prepayment assumptions and collateral performance. All asset-backed, residential mortgage-backed and commercial mortgage-backed securities valued under these methods are classified as Level 2.

For all assets where readily observable pricing methods are not available the third party investment manager will price the asset using a combination of non-binding broker / dealer quotes, benchmarking techniques, and sector specific knowledge. All assets priced by using this methodology are classified as Level 3.

NOTES TO FINANCIAL STATEMENTS

5. **Derivative Fair Values -** Not applicable.

B. **Other Fair Value Disclosures -** Not applicable.

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

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

Type of Financial Instrument	Fair Value	Admitted Value	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	$ 393,875,858	$ 393,717,136	$ 0	$ 392,258,614	$ 1,617,244	$ 0
Preferred Stocks	8,246,411	8,119,938	8,220,612	25,798	0	0
Common Stocks	72,398,194	72,398,193	72,398,194	0	0	0
Cash Equivalents & Short-Term Investments	12,265,562	12,265,562	12,265,562	0	0	0
Total Assets	$ 486,786,025	$ 486,500,829	$ 92,884,368	$ 392,284,412	$ 1,617,244	$ 0

D. **Financial Instruments for which Not Practical to Estimate Fair Values** - Not applicable.

21. **OTHER ITEMS**

No significant change.

22. **EVENTS SUBSEQUENT**

A. **Type I - Recognized Subsequent Events**

There were no events occurring subsequent to the end of the current quarter through the date of this filing meriting disclosure.

B. **Type II - Nonrecognized Subsequent Events**

There were no events occurring subsequent to the end of the current quarter through the date of this filing meriting disclosure.

23. **REINSURANCE**

A. **Unsecured Reinsurance Recoverables**

The Company's unsecured reinsurance balance in excess of 3% of policyholder surplus with any one reinsurer is estimated at September 30, 2013 as follows:

Reinsurer Name	NAIC Code	Federal ID#	Amount
Star Insurance Company	18023	38-2626205	350,730,489

This amount due from Star is related to the Intercompany Reinsurance Agreement noted in Note 26.

B. **Reinsurance Recoverables in Dispute**

The Company does not have any reinsurance recoverables in dispute for paid losses and loss adjustment expenses that exceed 5% of policyholders' surplus from an individual reinsurer or 10% of policyholders' surplus in aggregate.

C. **Reinsurance Assumed and Ceded**

1. The following table summarizes ceded and assumed unearned premiums and the related commission equity at September 30, 2013.

	Assumed		Ceded		Assumed less Ceded	
	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity
a. Affiliates	$ 107,853,000	$ 0	$ 114,440,000	$ 0	$ (6,587,000)	$ 0
b. All other	$ 28,218,000	$ 5,079,000	$ 0	$ 0	$ 28,218,000	$ 5,079,000
c. Totals	$ 136,071,000	$ 5,079,000	$ 114,440,000	$ 0	$ 21,631,000	$ 5,079,000
d. Direct Unearned Premium Reserve: $ 69,722,000						

The increase in non-affiliated assumed business is attributable to the State National fronting agreement, effective July 1, 2013. We entered into a 100% quota share reinsurance agreement(s) with State National Insurance Company, National Specialty Insurance Company and United Specialty Insurance Company (collectively, "SNIC"), wherein certain of our business is written direct with SNIC and 100% assumed collectively by the Company, Savers Property and Casualty Insurance Company, Star Insurance Company, Williamsburg National Insurance Company, ProCentury Insurance Company, and Ameritrust Insurance Corporation. The SNIC business has a 5.5% fee, which is reflected as assumed commission on the applicable Company's insurance company's books. As of third quarter 2013, the insurance companies collectively have assumed $85.1 million in gross written premium from SNIC, of which the Company has a 40% share.

2. The additional or return commission, predicated on loss experience or on any other form of profit sharing arrangements in this quarterly statement as a result of existing contractual arrangements is accrued as follows:

	Direct	Assumed	Ceded	Net
a. Contingent Commission	$ 57,190	$ 0	$ 0	$ 57,190
b. Sliding Scale Commission	$ 0	$ 0	$ 0	$ 0
c. Other Profit Commission Arrangements	$ 50,594	$ 0	$ 0	$ 50,594
d. Total	$ 107,784	$ 0	$ 0	$ 107,784

3. The Company does not use protected cells as an alternative to traditional reinsurance.

D. **Uncollectible Reinsurance**

The Company did not have any uncollectible reinsurance written off during 2013.

E. **Commutation of Ceded Reinsurance**

The Company did not have any commutations of ceded reinsurance as of September 30, 2013.

F. **Retroactive Reinsurance**

The Company does not have any retroactive reinsurance as of September 30, 2013.

G. **Reinsurance Accounted for as a Deposit**

The Company has no reinsurance agreements that have been accounted for as deposits as of September 30, 2013.

H. **Transfer of Property and Casualty Run-off Agreements** - Not applicable.

I. **Certified Reinsurer Downgraded or Status Subject to Revocation -** Not applicable.

NOTES TO FINANCIAL STATEMENTS

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

A. Accrued retrospective premiums reported as an asset on the balance sheet have been determined based upon loss experience on business subject to such experience rating adjustment. Accrued retrospectively rated premiums, including all of those relating to bulk IBNR, have determined by or allocated to individual policyholder accounts.
B. The Company records accrued retrospective premiums through written premium.

C. Net written premiums for the current year on retrospective Other Liability - claims made policies were $344,891 or 5.6% of total Other Liability - claims made net premiums written.
D. Medical loss ratio rebates - Not applicable.
E. Ten percent of the amount of accrued retrospective premiums not offset by retrospective return premiums, other liabilities to the same party (other than loss and loss expense reserves), or collateral as permitted by SSAP No. 66, Retrospectively Rated Contracts, has been non-admitted.

a. Total accrued retro premium	$ (136,650)
b. Unsecured amount	0
c. Less: Non-admitted amount (10%)	N/A
d. Less: Non-admitted for any person for whom agents' balances or uncollected premiums are non-admitted.	N/A
e. Admitted amount (a)-(c)-(d)	$ (136,650)

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Net incurred losses and loss adjustment expenses attributable to insured events of prior accident years increased $10.8 million during calendar year 2013 as a result of re-estimation of unpaid loss and loss adjustment expenses. This increase recognizes additional paid loss and loss adjustment expenses of $89.1 million, offset by a decrease in reserves on prior accident years of $78.4 million. Original estimates of ultimate losses are increased or decreased as additional information becomes known regarding individual claims.

26. INTERCOMPANY POOLING ARRANGEMENTS

A. Effective January 1, 2009, the Company and its United States affiliates (Star Insurance Company ("Star"), Savers Property and Casualty Insurance Company, Williamsburg National Insurance Company, Ameritrust Insurance Corporation, and ProCentury Insurance Company) are participants in an Intercompany Reinsurance Agreement, whereby each participating affiliate cedes 100% of its business to Star. Thereafter, Star cedes to each participating affiliate, which have agreed to reinsure Star for their respective participation. The participants and their respective participations effective January 1, 2009 through current are as follows:

Name of Insurer	NAIC Code	Percentage Participation
Star Insurance Co. (Lead insurer)	18023	35.83%
Century Surety Co.	36951	29.07%
Savers Property and Casualty Ins. Co.	16551	13.04%
ProCentury Insurance Co.	21903	9.44%
Williamsburg National Ins. Co.	25780	6.72%
Ameritrust Insurance Corp.	10665	5.90%

B. All business written by each participant is subject to the Intercompany Reinsurance Agreement.
C. After pooling and before redistribution, Star has the following reinsurance ceded with nonaffiliated reinsurers:

1. For Liability Lines ($10,000,000 xs of $1,000,000 retention)
2. For Workers Compensation Lines ($99,000,000 xs $1,000,000 retention)
3. For Terrorism Lines ($164,000,000 xs $1,000,000 retention)
4. For Public Entity Liability Lines ($9,000,000 xs $1,000,000 retention)
5. For Property Per Risk Coverage ($9,000,000 xs $1,000,000 retention)
6. For Property Catastrophe Coverage ($59,000,000 xs $5,000,000 retention)
7. For Medical Professional Liability Lines ($700,000 xs $300,000 retention)
8. For Commercial Truck Liability Lines ($1,500,000 xs $500,000 retention)
9. For Other Liability Lines ($750,000 xs $250,000 retention)
10. For Agriculture Lines –Property ($9,500,000 xs $500,000 retention)
11. For Agriculture Lines- Liability ($500,000 xs $500,000 retention)
12. For Awards Lines ($10,000,000 xs $5,000,000 retention)
13. For Clash Lines ($3,000,000 xs $0 retention)
14. For Ocean Marine Lines (Variable quota share maximum retained line $1,000,000 part of $5,000,000)
15. Various quota share treaties all lines
16. Various Facultative agreements all lines
17. Various Umbrella agreements.
18. Multiple Line Quota Share - 50% quota share agreement for a select portion of business subject to certain limitations, effective December 31, 2012 on in force, new and renewal basis; 25% quota share agreement for select direct written premium effective January 1, 2013. Effective September 30, 2013 the multiple line quota share agreement terminated on a run-off basis.

D. Under the Intercompany Reinsurance Agreement, only Star has contractual rights of direct recovery from the excess of loss, catastrophe, quota share, facultative and umbrella agreements noted above.
E. There are no discrepancies between the assumed and ceded reinsurance schedules of the pool participants.
F. Under the Intercompany Reinsurance Agreement, only Star establishes a provision for reinsurance and write-off of uncollectible reinsurance relating to the above noted reinsurance agreements.
G. Amounts due to/from lead entity and pool participants as of September 30, 2013:

Name of Insurer	Amounts Receivable	Amounts Payable	Net Receivable/(Payable)
Star Insurance Co. (Lead insurer)	$ 171,933,865	$ 138,185,884	$ 33,747,981
Century Surety Co.	$ 70,766,286	$ 62,492,035	$ 8,274,251
Savers Property and Casualty Ins. Co.	$ 21,206,606	$ 35,017,199	$ (13,810,593)
Williamsburg National Ins. Co.	$ 14,535,272	$ 21,059,143	$ (6,523,870)
ProCentury Insurance Co.	$ 23,278,409	$ 37,171,237	$ (13,892,828)
Ameritrust Insurance Corp.	$ 8,399,311	$ 16,194,251	$ (7,794,941)

27. STRUCTURED SETTLEMENTS

No significant change.

NOTES TO FINANCIAL STATEMENTS

28. HEALTH CARE RECEIVABLES
Not applicable.

29. PARTICIPATING ACCIDENT AND HEALTH POLICIES
Not applicable.

30. PREMIUM DEFICIENCY RESERVES
No significant change.

31. HIGH DEDUCTIBLES
No significant change.

32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES AND UNPAID LOSS ADJUSTMENT EXPENSES
Not applicable.

33. ASBESTOS AND ENVIRONMENTAL RESERVES
No significant change.

34. SUBSCRIBER SAVINGS ACCOUNTS
Not applicable.

35. MULTIPLE PERIL CROP INSURANCE
Not applicable.

36. FINANCIAL GUARANTY INSURANCE
A1. Unrecorded installment premiums and expected earnings - Not applicable.
A2. Recorded non-installment premiums and expected earnings - Not applicable.
A3. Changes in claim liability and discount rate used - Not applicable.
A4. Risk management activities - Not applicable.
B. The Company has no insured financial obligations.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [ ] No [X]

2.2 If yes, date of change: ....

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

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

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010......................

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. 12/31/2010......................

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). 1/31/2012........................

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [ ] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

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

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

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

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

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

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

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

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

		1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	$ 0	$ 0
14.22	Preferred Stock	$ 0	$ 0
14.23	Common Stock	$ 37,303,566	$ 46,801,680
14.24	Short-Term Investments	$ 0	$ 0
14.25	Mortgage Loans on Real Estate	$ 0	$ 0
14.26	All Other	$ 0	$ 0
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 37,303,566	$ 46,801,680
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as 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 reporting on the liability page: $................................0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase Bank, NA	14201 Dallas Parkway, Mail Code TX1-J182, Dallas, TX 75254

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
107423	Conning, Inc	One Financial Plaza, Hartford, CT 06103-2627
106810	Munder Capital Management	480 Pierce Street, Birmingham, MI 48009

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

18.2 If no, list exceptions: ....

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [ ] No [X] N/A [ ]
   If yes, attach an explanation.

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

1	2	3	Total Discount				Discount Taken During Period			
			4	5	6	7	8	9	10	11
Line of Business	Maximum Interest	Disc. Rate	Unpaid Losses	Unpaid LAE	IBNR	Total	Unpaid Losses	Unpaid LAE	IBNR	Total
						0				0
Total	XXX	XXX	0	0	0	0	0	0	0	0

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

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

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

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

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	States, Etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		Active Status	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1.	Alabama AL	E	1,039,102	1,922,676	1,416,212	888,722	1,618,921	2,321,792
2.	Alaska AK	E	691,396	1,033,277	253,234	97,886	810,405	1,028,435
3.	Arizona AZ	L	977,914	1,333,799	151,925	968,356	1,589,755	1,631,351
4.	Arkansas AR	E	600,116	1,052,633	260,759	178,834	891,701	669,780
5.	California CA	E	17,727,789	35,286,190	11,429,200	14,704,171	37,405,742	44,075,294
6.	Colorado CO	E	1,223,663	1,521,323	400,462	375,698	2,291,918	2,353,575
7.	Connecticut CT	E	710,934	973,010	417,137	242,939	1,211,251	805,775
8.	Delaware DE	E	137,605	129,596	39,223	1,000	210,342	255,140
9.	District of Columbia DC	E	161,155	247,278	6,500	48,254	214,071	250,515
10.	Florida FL	E	20,446,938	34,291,149	13,726,074	14,537,859	38,015,243	36,427,460
11.	Georgia GA	E	2,555,487	4,639,696	1,796,212	677,488	3,311,125	2,809,670
12.	Hawaii HI	E	325,083	512,289	183,150	50,082	475,424	346,614
13.	Idaho ID	E	290,484	376,667	(1,050)	74,371	358,812	300,518
14.	Illinois IL	E	1,735,787	2,974,112	763,863	1,119,363	3,287,673	2,658,197
15.	Indiana IN	L	209,063	290,410	90,271	7,555	312,164	420,888
16.	Iowa IA	E	79,487	250,576	7,345	(775)	202,349	140,489
17.	Kansas KS	E	409,617	684,930	132,080	80,491	808,479	793,230
18.	Kentucky KY	E	615,487	914,886	91,984	573,258	1,397,141	1,072,831
19.	Louisiana LA	E	5,611,909	10,304,146	3,588,824	4,678,880	8,833,765	9,798,027
20.	Maine ME	E	142,085	230,281	1,782	13,762	117,427	80,220
21.	Maryland MD	E	738,811	858,101	235,868	86,353	798,179	670,998
22.	Massachusetts MA	E	719,831	1,384,910	156,406	447,965	1,624,097	1,608,794
23.	Michigan MI	E	1,641,442	1,845,235	759,327	820,639	2,198,003	2,519,012
24.	Minnesota MN	E	780,572	693,540	342,079	40,954	638,966	694,016
25.	Mississippi MS	E	923,492	1,883,553	2,188,359	1,473,398	1,861,026	1,248,765
26.	Missouri MO	E	1,441,497	2,776,179	484,115	2,185,638	3,490,815	3,307,450
27.	Montana MT	E	456,358	585,352	64,835	379,846	796,498	448,190
28.	Nebraska NE	E	374,279	521,982		12,685	666,742	619,375
29.	Nevada NV	E	890,350	1,245,556	1,988,465	1,596,545	2,048,449	3,965,913
30.	New Hampshire NH	E	199,929	142,052	72,024	209	188,472	185,067
31.	New Jersey NJ	E	3,575,378	4,125,756	1,588,487	951,864	5,558,531	4,636,576
32.	New Mexico NM	E	759,953	649,054	43,798	214,039	1,619,016	1,839,396
33.	New York NY	E	14,404,872	9,930,263	4,530,067	2,484,852	20,547,063	18,250,728
34.	North Carolina NC	E	2,149,638	2,613,994	562,499	488,300	2,212,525	2,137,371
35.	North Dakota ND	E	496,078	369,179	7,930	17,990	422,009	275,734
36.	Ohio OH	L	1,002,902	1,577,364	1,372,654	2,717,998	1,614,427	1,012,489
37.	Oklahoma OK	E	1,744,364	2,970,272	2,587,772	2,485,299	3,415,102	2,574,732
38.	Oregon OR	E	1,761,099	1,933,076	531,133	581,725	2,746,781	3,110,078
39.	Pennsylvania PA	E	3,258,884	3,741,785	1,043,176	1,900,972	4,528,280	3,958,988
40.	Rhode Island RI	E	48,044	132,241	1,500		66,326	54,128
41.	South Carolina SC	E	772,083	1,400,583	471,489	771,650	1,810,912	1,939,964
42.	South Dakota SD	E	167,595	104,836	7,356	188	200,566	137,553
43.	Tennessee TN	E	620,893	1,358,399	418,229	229,850	1,249,249	1,477,364
44.	Texas TX	E	11,492,582	22,431,231	13,396,720	12,124,164	20,246,953	21,178,263
45.	Utah UT	E	491,012	707,112	424,727	78,175	855,189	1,062,101
46.	Vermont VT	E	249,420	264,322	6,227	6,810	246,279	225,949
47.	Virginia VA	E	921,702	1,149,246	155,449	647,524	1,160,415	911,100
48.	Washington WA	E	2,464,929	3,711,796	1,844,845	3,105,645	6,790,295	6,708,365
49.	West Virginia WV	L	673	4,865	14,610	3,415	6,580	14,932
50.	Wisconsin WI	L	86,668	245,334	121,084	3,904	185,344	245,258
51.	Wyoming WY	E	274,678	365,157	505,704	202,807	763,428	1,269,086
52.	American Samoa AS	N						
53.	Guam GU	N						
54.	Puerto Rico PR	N						
55.	US Virgin Islands VI	N						
56.	Northern Mariana Islands MP	N						
57.	Canada CAN	N						
58.	Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59.	Totals	(a) 5	110,601,109	170,691,249	70,682,121	75,379,598	193,920,224	196,527,537

DETAILS OF WRITE-INS

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

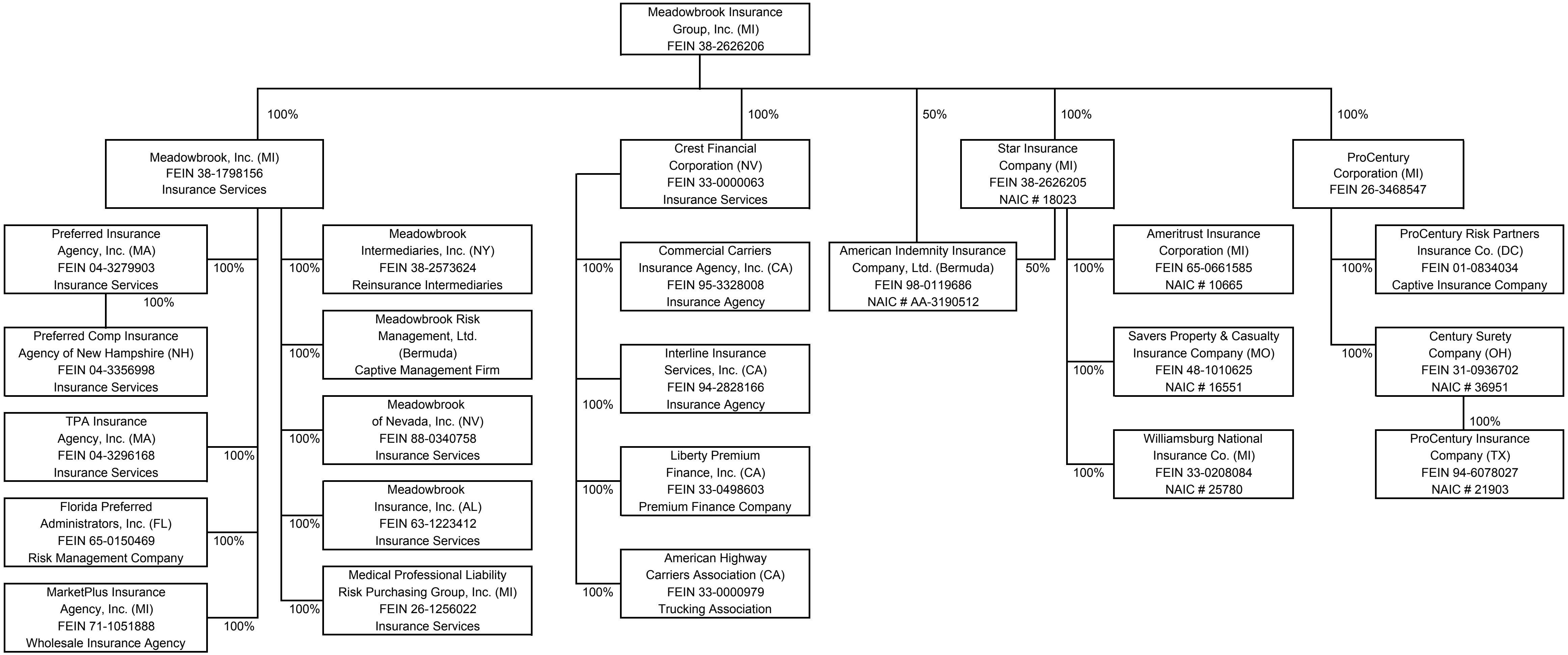
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

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

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

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

PART 1 ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
			38-2626206		949156	NYSE	Meadowbrook Insurance Group, Inc.	MI	UIP					
0748		18023	38-2626205				Star Insurance Company	MI	IA	Meadowbrook Insurance Group, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		16551	48-1010625				Savers Property & Casualty Insurance Company	MO	IA	Star Insurance Company	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		25780	33-0208084				Williamsburg National Insurance Company	MI	IA	Star Insurance Company	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		10665	65-0661585				Ameritrust Insurance Corporation	MI	IA	Star Insurance Company	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			98-0119686				American Indemnity Insurance Company, Ltd.	BMU	IA	Meadowbrook Insurance Group, Inc.	Ownership	50.000	Meadowbrook Insurance Group, Inc.	
			98-0119686				American Indemnity Insurance Company, Ltd.	BMU	IA	Star Insurance Company	Ownership	50.000	Meadowbrook Insurance Group, Inc.	
			26-3468547				ProCentury Corporation	MI	UDP	Meadowbrook Insurance Group, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			01-0834034				ProCentury Risk Partners Insurance Company	DC	IA	ProCentury Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		36951	31-0936702				Century Surety Company	OH		ProCentury Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		21903	94-6078027				ProCentury Insurance Company	TX	DS	Century Surety Company	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			33-0000063				Crest Financial Corporation	NV	NIA	Meadowbrook Insurance Group, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			95-3328008				Commercial Carriers Insurance Agency, Inc.	CA	NIA	Crest Financial Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			94-2828166				Interline Insurance Services, Inc.	CA	NIA	Crest Financial Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			33-0498603				Liberty Premium Finance, Inc.	CA	NIA	Crest Financial Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			33-0000979				American Highway Carriers Association	CA	NIA	Crest Financial Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			38-1798156				Meadowbrook, Inc.	MI	NIA	Meadowbrook Insurance Group, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			04-3279903				Preferred Insurance Agency, Inc.	MA	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			04-3356998				Preferred Comp Insurance Agency of New Hampshire	NH	NIA	Preferred Insurance Agency, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			04-3296168				TPA Insurance Agency, Inc.	MA	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			65-0150469				Florida Preferred Administrators, Inc.	FL	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			71-1051888				MarketPlus Insurance Agency, Inc.	MI	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			38-2573624				Meadowbrook Intermediaries, Inc.	NY	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
							Meadowbrook Risk Management, Ltd.	BMU	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			88-0340758				Meadowbrook of Nevada, Inc.	NV	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			63-1223412				Meadowbrook Insurance, Inc.	AL	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
			26-1256022				Medical Professional Liability Risk Purchasing Group, Inc.	MI	NIA	Meadowbrook, Inc.	Ownership	100.000	Meadowbrook Insurance Group, Inc.	

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire	13,014,894	2,305,318	17.7	33.9
2. Allied lines	2,725,300	2,030,293	74.5	149.1
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril	37,418,978	24,876,523	66.5	64.0
6. Mortgage guaranty			0.0	
8. Ocean marine	1,576,861	261,853	16.6	(17.9)
9. Inland marine	1,519,235	100,471	6.6	38.3
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation		(5,002)	0.0	
17.1 Other liability-occurrence	69,474,360	29,599,903	42.6	47.8
17.2 Other liability-claims made	10,135,801	4,570,218	45.1	37.1
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence	1,045,423	62,001	5.9	43.4
18.2 Products liability-claims made	23,750	4,799	20.2	21.1
19.1, 19.2 Private passenger auto liability			0.0	
19.3, 19.4 Commercial auto liability	9,272,317	3,488,108	37.6	98.4
21. Auto physical damage	3,601,983	1,439,318	40.0	34.6
22. Aircraft (all perils)			0.0	
23. Fidelity	2,200	(1,540)	(70.0)	17.2
24. Surety	74,221	(733,988)	(988.9)	3,232.0
26. Burglary and theft			0.0	
27. Boiler and machinery	232,863	43,314	18.6	28.5
28. Credit			0.0	
29. International			0.0	
30. Warranty			0.0	
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	
35. Totals	150,118,187	68,041,591	45.3	57.5
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	1,233,212	10,027,705	13,819,067
2. Allied lines	197,629	2,007,430	3,220,469
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril	(3,354,521)	23,788,504	51,658,308
6. Mortgage guaranty			
8. Ocean marine	207,480	1,341,560	1,427,798
9. Inland marine	125,865	1,284,421	1,585,410
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence	8,506,373	56,542,164	70,060,988
17.2 Other liability-claims made	(579,637)	6,201,916	11,976,266
17.3 Excess workers' compensation			
18.1 Products liability-occurrence	44,755	807,525	980,188
18.2 Products liability-claims made	9,345	30,989	19,534
19.1 19.2 Private passenger auto liability			
19.3 19.4 Commercial auto liability	689,877	5,920,740	11,406,754
21. Auto physical damage	231,844	2,439,275	4,106,387
22. Aircraft (all perils)			
23. Fidelity		627	2,617
24. Surety	57,883	75,110	116,401
26. Burglary and theft			
27. Boiler and machinery	23,591	133,143	311,062
28. Credit			
29. International			
30. Warranty			
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	7,393,697	110,601,109	170,691,249
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2010 + Prior	67,970	44,131	112,101	31,288	446	31,733	53,909	1,073	31,676	86,657	17,226	(10,937)	6,289
2. 2011	34,291	35,676	69,967	19,027	446	19,472	28,559	1,073	23,556	53,188	13,294	(10,601)	2,693
3. Subtotals 2011 + Prior	102,261	79,807	182,068	50,314	891	51,206	82,468	2,146	55,232	139,845	30,521	(21,538)	8,982
4. 2012	43,054	85,117	128,171	29,889	8,020	37,909	22,297	19,312	50,431	92,040	9,132	(7,354)	1,778
5. Subtotals 2012 + Prior	145,315	164,924	310,239	80,203	8,911	89,115	104,764	21,458	105,663	231,885	39,653	(28,892)	10,760
6. 2013	XXX	XXX	XXX	XXX	21,379	21,379	XXX	23,371	60,605	83,976	XXX	XXX	XXX
7. Totals	145,315	164,924	310,239	80,203	30,290	110,493	104,764	44,829	166,268	315,861	39,653	(28,892)	10,760
8. Prior Year-End's Surplus As Regards Policyholders	163,162										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. 27.3 %	2. (17.5)%	3. 3.5 %
													Col. 13, Line 7 Line 8
													4. 6.6 %

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

* 3 6 9 5 1 2 0 1 3 4 9 0 0 0 0 0 3 *

* 3 6 9 5 1 2 0 1 3 4 5 5 0 0 0 0 3 *

* 3 6 9 5 1 2 0 1 3 3 6 5 0 0 0 0 3 *

* 3 6 9 5 1 2 0 1 3 5 0 5 0 0 0 0 3 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION
Real Estate

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

NONE

SCHEDULE B - VERIFICATION
Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION
Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,063,726	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		3,026,912
2.2 Additional investment made after acquisition	2,617,762	498,206
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	834,680	(461,392)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	6,516,168	3,063,726
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	6,516,168	3,063,726

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	388,499,416	440,807,676
2. Cost of bonds and stocks acquired	169,700,294	176,142,551
3. Accrual of discount	82,419	170,723
4. Unrealized valuation increase (decrease)	14,896,702	3,548,180
5. Total gain (loss) on disposals	2,715,611	21,052,472
6. Deduct consideration for bonds and stocks disposed of	52,495,447	250,676,811
7. Deduct amortization of premium	2,362,047	2,545,375
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	521,036,947	388,499,416
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	521,036,947	388,499,416

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	347,527,609	46,572,226	44,438,238	(1,735,705)	330,182,571	347,527,609	347,925,891	372,464,927
2. Class 2 (a)	57,005,651		5,917	(10,787)	70,946,610	57,005,651	56,988,948	65,069,995
3. Class 3 (a)				612,057	611,260		612,057	708,947
4. Class 4 (a)	247,166			(247,166)	557,914	247,166		564,421
5. Class 5 (a)	221,093		49,450	242,503	277,439	221,093	414,146	349,587
6. Class 6 (a)	31,923		2,142	11,876	1,160,444	31,923	41,657	1,165,536
7. Total Bonds	405,033,442	46,572,226	44,495,747	(1,127,222)	403,736,238	405,033,442	405,982,699	440,323,413
PREFERRED STOCK								
8. Class 1								
9. Class 2	2,293,467			(55,888)	2,586,292	2,293,467	2,237,579	3,114,708
10. Class 3	5,359,827			(104,854)	5,056,936	5,359,827	5,254,973	5,285,481
11. Class 4	625,255			(6,323)	1,959,563	625,255	618,932	1,938,767
12. Class 5	8,454				8,454	8,454	8,454	8,454
13. Class 6								
14. Total Preferred Stock	8,287,003	0	0	(167,065)	9,611,245	8,287,003	8,119,938	10,347,410
15. Total Bonds and Preferred Stock	413,320,445	46,572,226	44,495,747	(1,294,287)	413,347,483	413,320,445	414,102,637	450,670,823

(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 $.....12,265,562; 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	12,265,562	XXX	12,265,562		

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	113,392,117	12,383,894
2. Cost of short-term investments acquired	195,746,850	398,222,414
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	296,873,404	297,214,191
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	12,265,562	113,392,117
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	12,265,562	113,392,117

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated												
	Aquiline Financial Service Fund II, L.P.	George Town, Grand Cayman	Cayman Islands	Aquiline Capital Partners II GP (Offshore) LTD		11/07/2012			1,237,153		3,857,120	1.3
1999999. Total - Joint Venture or Partnership Interests That Have Underlying Characteristics of Other - Unaffiliated								0	1,237,153	0	3,857,120	XXX
3999999. Subtotal - Unaffiliated								0	1,237,153	0	3,857,120	XXX
4199999. Totals								0	1,237,153	0	3,857,120	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Changes in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V (9+10-11+12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income

NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
346604 HH 7	FORSYTH CNTY GA SCH DIST		07/10/2013	JEFFERIES & CO		2,351,600	2,000,000	8,888	1FE
2499999.	Total - Bonds - U.S. Political Subdivision of States, Territories & Possessions					2,351,600	2,000,000	8,888	XXX
Bonds - U.S. Special Revenue and Special Assessment									
45528U JG 7	INDIANAPOLIS IN LOCAL PUBLIC I		09/26/2013	DIRECT		407,124	350,000		1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					407,124	350,000	0	XXX
Bonds - Industrial and Miscellaneous									
166764 AA 8	CHEVRON CORP		08/22/2013	MORGAN STANLEY		971,900	1,000,000	2,515	1FE
36962G 3U 6	GENERAL ELEC CAP CORP		08/22/2013	BNY MELLON CAPITAL MARKETS		1,136,120	1,000,000	18,125	1FE
38147M AA 3	GOLDMAN SACHS GROUP INC		07/16/2013	GOLDMAN SACHS		2,997,510	3,000,000		1FE
69349L AN 8	PNC BANK NA		08/20/2013	CITIGROUP GLOBAL MARKETS		1,398,712	1,400,000		1FE
94974B FG 0	WELLS FARGO & COMPANY		08/27/2013	WELLS FARGO SECURITIES LLC		1,217,500	1,250,000	2,292	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					7,721,742	7,650,000	22,932	XXX
8399997.	Total - Bonds - Part 3					10,480,466	10,000,000	31,820	XXX
8399999.	Total - Bonds					10,480,466	10,000,000	31,820	XXX
Common Stocks - Industrial and Miscellaneous									
00206R 10 2	AT&T INC		09/03/2013	BARCLAYS AMERICAN	2,106.000	70,193	XXX		L
00287Y 10 9	ABBVIE INC		09/03/2013	BARCLAYS AMERICAN	751.000	31,993	XXX		L
02209S 10 3	ALTRIA GROUP INC		09/03/2013	BARCLAYS AMERICAN	2,813.000	95,192	XXX		L
038222 10 5	APPLIED MATERIALS INC		09/03/2013	BARCLAYS AMERICAN	1,868.000	28,244	XXX		L
071813 10 9	BAXTER INTERNATIONAL INC		09/03/2013	BARCLAYS AMERICAN	223.000	15,510	XXX		L
110122 10 8	BRISTOL-MYERS SQUIBB CO		09/03/2013	BARCLAYS AMERICAN	4,092.000	170,759	XXX		L
166764 10 0	CHEVRON CORP		09/03/2013	BARCLAYS AMERICAN	328.000	39,544	XXX		L
191216 10 0	COCA-COLA CO/THE		09/03/2013	BARCLAYS AMERICAN	2,407.000	91,249	XXX		L
194162 10 3	COLGATE-PALMOLIVE CO		09/03/2013	BARCLAYS AMERICAN	408.000	23,444	XXX		L
219350 10 5	CORNING INC		09/03/2013	BARCLAYS AMERICAN	10,220.000	142,365	XXX		L
30231G 10 2	EXXON MOBIL CORP		09/03/2013	BARCLAYS AMERICAN	721.000	62,842	XXX		L
458140 10 0	INTEL CORP		09/03/2013	BARCLAYS AMERICAN	6,988.000	154,295	XXX		L
494368 10 3	KIMBERLY-CLARK CORP		09/03/2013	BARCLAYS AMERICAN	561.000	51,977	XXX		L
50076Q 10 6	KRAFT FOODS GROUP INC		09/03/2013	BARCLAYS AMERICAN	1,126.000	58,969	XXX		L
532457 10 8	ELI LILLY & CO		09/03/2013	BARCLAYS AMERICAN	885.000	45,418	XXX		L
577081 10 2	MATTEL INC		09/03/2013	BARCLAYS AMERICAN	30,476.000	1,244,070	XXX		L
580135 10 1	MCDONALDS CORP		09/03/2013	BARCLAYS AMERICAN	498.000	47,076	XXX		L
58933Y 10 5	MERCK & CO. INC		09/03/2013	BARCLAYS AMERICAN	737.000	34,801	XXX		L
594918 10 4	MICROSOFT CORP		09/03/2013	BARCLAYS AMERICAN	4,147.000	132,248	XXX		L
655844 10 8	NORFOLK SOUTHERN CORP		09/03/2013	BARCLAYS AMERICAN	1,068.000	77,515	XXX		L
674599 10 5	OCCIDENTAL PETROLEUM CORP		09/03/2013	BARCLAYS AMERICAN	935.000	82,729	XXX		L
713448 10 8	PEPSICO INC		09/03/2013	BARCLAYS AMERICAN	272.000	21,817	XXX		L
761713 10 6	REYNOLDS AMERICAN INC		09/03/2013	BARCLAYS AMERICAN	885.000	41,949	XXX		L
87612E 10 6	TARGET CORP		09/03/2013	BARCLAYS AMERICAN	2,145.000	136,422	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
911312 10 6	UNITED PARCEL SERVICE-CL B		09/03/2013	BARCLAYS AMERICAN	132.000	11,347	XXX		L
92343V 10 4	VERIZON COMMUNICATIONS INC		09/03/2013	BARCLAYS AMERICAN	1,511.000	69,536	XXX		L
931142 10 3	WAL-MART STORES INC		09/03/2013	BARCLAYS AMERICAN	727.000	52,846	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					3,034,350	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					3,034,350	XXX	0	XXX
9799999.	Total - Common Stocks					3,034,350	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					3,034,350	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					13,514,815	XXX	31,820	XXX

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value 11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
36202C 5D 1	G2 2644		07/22/2013	VARIOUS		17,190	15,805	16,013	15,976		(21)		(21)		15,955		1,235	1,235	666	09/20/2028	1
36202W KY 4	GN 611511		07/22/2013	VARIOUS		33,173	33,184	34,744	33,973		(131)		(131)		33,842		(669)	(669)	1,077	04/15/2018	1
36211W KC 1	GN 525091		07/22/2013	VARIOUS		23,410	22,512	23,989	23,897		(35)		(35)		23,862		(453)	(453)	1,243	02/15/2030	1
38373M 5G 1	GNR 2009-7 C		09/01/2013	MBS PAYMENT		75,120	75,120	78,313	75,455		(335)		(335)		75,120			0	2,926	07/16/2043	1
38373M 5U 0	GNR 2009-5 B		09/01/2013	MBS PAYMENT		220,604	220,604	217,036	219,359		1,245		1,245		220,604			0	6,706	08/16/2049	1
38374B 5M 1	GNR 2003-79 PH		08/01/2013	MBS PAYMENT		6,829	6,829	7,084	6,861		(32)		(32)		6,829			0	201	12/20/2031	1
38374B LQ 4	GNR 2003-60 MA		09/01/2013	MBS PAYMENT		7,650	7,650	7,393	7,612		38		38		7,650			0	180	07/16/2033	1
38374K DC 4	GNR 2004-104 GA		09/01/2013	MBS PAYMENT		48,637	48,637	47,117	48,277		360		360		48,637			0	1,461	11/20/2034	1
38374K UT 8	GNR 2005-13 PA		07/01/2013	MBS PAYMENT		712	712	689	577		135		135		712			0	18	11/20/2033	1
38376G EZ 9	GNR 2010-13 AB		09/01/2013	MBS PAYMENT		362,436	362,436	365,211	362,792		(355)		(355)		362,436			0	6,865	02/16/2030	1
0599999.	Total - Bonds - U.S. Government					795,761	793,489	797,589	794,779	0	869	0	869	0	795,647	0	113	113	21,343	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
31292L 5D 3	FG C04444		09/01/2013	MBS PAYMENT		62,682	62,682	65,405			(195)		(195)		62,682			0	1,085	01/01/2043	1
31294K RE 7	FG E01385		09/01/2013	MBS PAYMENT		14,599	14,599	14,499	14,577		22		22		14,599			0	438	06/01/2018	1
31294K ZT 5	FG E01654		09/01/2013	MBS PAYMENT		12,040	12,040	12,038	12,040				0		12,040			0	398	06/01/2019	1
312962 6K 4	FG B10874		09/01/2013	MBS PAYMENT		8,835	8,835	8,801	8,828		7		7		8,835			0	272	11/01/2018	1
312962 WC 3	FG B10643		09/01/2013	MBS PAYMENT		13,867	13,867	14,106	13,915		(47)		(47)		13,867			0	479	11/01/2018	1
312964 6W 4	FG B12685		09/01/2013	MBS PAYMENT		79,677	79,677	80,486	79,821		(144)		(144)		79,677			0	2,737	02/01/2019	1
312964 UH 0	FG B12384		09/01/2013	MBS PAYMENT		7,494	7,494	7,566	7,510		(16)		(16)		7,494			0	225	02/01/2019	1
312968 5L 0	FG B16251		09/01/2013	MBS PAYMENT		18,014	18,014	18,244	18,076		(62)		(62)		18,014			0	605	07/01/2019	1
31297H YK 9	FG A29714		09/01/2013	MBS PAYMENT		36,695	36,695	36,454	36,671		23		23		36,695			0	1,223	01/01/2030	1
31297U Y8 7	FG A38835		09/01/2013	MBS PAYMENT		30,413	30,413	30,018	30,270		142		142		30,413			0	1,023	05/01/2035	1
31371K 2R 1	FN 254684		09/01/2013	MBS PAYMENT		13,073	13,073	13,295	13,108		(35)		(35)		13,073			0	430	03/01/2018	1
31371K Y4 7	FN 254631		09/01/2013	MBS PAYMENT		13,013	13,013	13,247	13,051		(38)		(38)		13,013			0	432	02/01/2018	1
31376K B3 9	FN 357458		09/01/2013	MBS PAYMENT		4,546	4,546	4,567	4,549		(2)		(2)		4,546			0	137	11/01/2018	1
31385X GU 5	FN 555611		09/01/2013	MBS PAYMENT		4,750	4,750	4,772	4,753		(3)		(3)		4,750			0	142	07/01/2018	1
31390V K3 7	FN 657414		09/01/2013	MBS PAYMENT		12,643	12,643	13,085	12,705		(62)		(62)		12,643			0	457	11/01/2017	1
31391H 2X 1	FN 667790		09/01/2013	MBS PAYMENT		11,783	11,783	11,995	11,832		(49)		(49)		11,783			0	393	02/01/2018	1
31391Y 5W 3	FN 681361		09/01/2013	MBS PAYMENT		9,152	9,152	9,318	9,183		(31)		(31)		9,152			0	308	03/01/2018	1
31393D L7 4	FNR 2003-80 CA		08/01/2013	MBS PAYMENT		42,929	42,929	40,925	42,210		719		719		42,929			0	1,075	04/25/2030	1
31393E B3 2	FNR 2003-94 CE		09/01/2013	MBS PAYMENT		6,336	6,336	6,478	6,362		(26)		(26)		6,336			0	211	10/25/2033	1
31393N TU 3	FHR 2597 DE		09/01/2013	MBS PAYMENT		1,051	1,051	1,055	1,051				0		1,051			0	28	02/15/2033	1
31393Q MH 2	FHR 2614 EQ		09/01/2013	MBS PAYMENT		20,889	20,889	20,121	20,574		315		315		20,889			0	618	12/15/2017	1
31393Q WR 9	FHR 2610 DG		07/01/2013	MBS PAYMENT		148	148	139	140		8		8		148			0	3	03/15/2033	1
31394C CH 3	FNR 2005-3 HC		09/01/2013	MBS PAYMENT		49,521	49,521	47,939	49,216		305		305		49,521			0	1,444	01/25/2035	1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31395P EM 0	FHR 2952 PA		09/01/2013	MBS PAYMENT		35,358	35,358	34,452	35,114		244		244		35,358			0	1,250	02/15/2035	1
31398N XW 9	FNA 2010-M5 A1		09/01/2013	MBS PAYMENT		26,555	26,555	26,688	26,574		(19)		(19)		26,555			0	398	07/25/2020	1
31400J GV 5	FN 688812		09/01/2013	MBS PAYMENT		13,310	13,310	13,536	13,336		(26)		(26)		13,310			0	417	02/01/2018	1
31400P BE 4	FN 693137		09/01/2013	MBS PAYMENT		11,076	11,076	11,275	11,110		(34)		(34)		11,076			0	369	03/01/2018	1
31401B P5 8	FN 703444		09/01/2013	MBS PAYMENT		4,324	4,324	4,424	4,342		(18)		(18)		4,324			0	145	05/01/2018	1
31401L E6 6	FN 711257		09/01/2013	MBS PAYMENT		3,611	3,611	3,631	3,613		(2)		(2)		3,611			0	120	07/01/2018	1
31401M CE 9	FN 712069		09/01/2013	MBS PAYMENT		59,221	59,221	59,184	59,212		10		10		59,221			0	1,869	07/01/2018	1
31402J 2C 0	FN 730771		09/01/2013	MBS PAYMENT		39,223	39,223	39,836	39,314		(91)		(91)		39,223			0	1,341	08/01/2018	1
31402Q 4B 4	FN 735318		09/01/2013	MBS PAYMENT		21,225	21,225	21,000	21,176		49		49		21,225			0	630	11/01/2019	1
31402R LY 3	FN 735743		09/01/2013	MBS PAYMENT		40,973	40,973	40,532	40,878		96		96		40,973			0	1,220	08/01/2020	1
31404D ED 6	FN 765232		09/01/2013	MBS PAYMENT		10,219	10,219	10,295	10,233		(14)		(14)		10,219			0	307	02/01/2019	1
31404S TP 0	FN 777358		09/01/2013	MBS PAYMENT		13,014	13,014	12,899	12,989		26		26		13,014			0	401	05/01/2019	1
31405S HL 1	FN 797735		09/01/2013	MBS PAYMENT		34,034	34,034	34,575	34,095		(61)		(61)		34,034			0	1,212	02/01/2020	1
31417C MW 2	FN AB5772		09/01/2013	MBS PAYMENT		170,069	170,069	178,719			(1,256)		(1,256)		170,069			0	2,413	08/01/2027	1
31417E CK 5	FN AB7273		09/01/2013	MBS PAYMENT		43,487	43,487	45,396			(124)		(124)		43,487			0	757	12/01/2042	1
31417E VQ 1	FN AB7822		09/01/2013	MBS PAYMENT		134,957	134,957	139,828			(333)		(333)		134,957			0	1,420	02/01/2028	1
31417F NN 4	FN AB8496		09/01/2013	MBS PAYMENT		128,345	128,345	133,018			(308)		(308)		128,345			0	1,389	02/01/2028	1
31418A PX 0	FN MA1337		09/01/2013	MBS PAYMENT		102,542	102,542	106,275			(298)		(298)		102,542			0	1,227	02/01/2028	1
31419A K2 2	FN AE0312		09/01/2013	MBS PAYMENT		91,006	91,006	93,715	91,997		(991)		(991)		91,006			0	2,325	09/01/2040	1
31419G XX 7	FN AE6093		09/01/2013	MBS PAYMENT		59,701	59,701	61,931	60,356		(654)		(654)		59,701			0	1,367	10/01/2025	1
378352 KP 2	GLENDALE AZ WTR & SWR REVENUE		07/01/2013	CALLED BY ISSUER at 100.000		1,000,000	1,000,000	1,081,270	1,005,542		(5,542)		(5,542)		1,000,000			0	50,000	07/01/2017	1FE
60415N XR 8	MINNESOTA ST HSG FIN AGY		07/01/2013	CALLED BY ISSUER at 100.000		55,000	55,000	57,034	55,522		(522)		(522)		55,000			0	2,304	01/01/2036	1FE
880459 X2 3	TENNESSEE ST HSG DEV AGY		08/01/2013	CALLED BY ISSUER at 100.000		25,000	25,000	26,458	25,272		(272)		(272)		25,000			0	1,357	07/01/2034	1FE
882135 WH 5	TEXAS ST A & M UNIV REVENUE		07/15/2013	CALLED BY ISSUER at 100.000		1,000,000	1,000,000	1,142,570	1,006,660		(6,660)		(6,660)		1,000,000			0	35,000	05/15/2014	1FE
898796 V8 7	TUCSON AZ WTR SYS REVENUE		07/01/2013	CALLED BY ISSUER at 100.000		1,000,000	1,000,000	1,078,880	1,005,370		(5,370)		(5,370)		1,000,000			0	50,000	07/01/2018	1FE
93978K 3L 0	WASHINGTON ST HSG FIN COMMISSI		09/03/2013	CALLED BY ISSUER at 100.000		30,000	30,000	30,783	30,136		(136)		(136)		30,000			0	1,013	12/01/2025	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					4,626,400	4,626,400	4,962,757	4,003,283	0	(21,475)	0	(21,475)	0	4,626,400	0	0	0	174,414	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00253C HW 0	AMT 2002-2 A2		09/01/2013	MBS PAYMENT		281	281	281	281				0		281			0	8	03/25/2033	1FM
00441R AJ 6	ACERV 2001-RV1 E		09/20/2013	MBS PAYMENT		64,235	64,235	49,450	49,450				0		49,450		14,785	14,785	3,658	09/20/2021	5*
084670 BD 9	BERKSHIRE HATHAWAY INC		07/17/2013	BANK AMERICA		764,063	750,000	749,963	749,969		4		4		749,974		14,089	14,089	13,815	01/31/2017	1FE
126380 AB 0	CSMC 2006-9 2A1		09/01/2013	MBS PAYMENT		39,163	39,163	38,160	39,191		(28)		(28)		39,163			0	1,519	02/01/2038	1FM
22541N UA 5	CSFB 2002-30 DB1		09/01/2013	MBS PAYMENT		5,917	5,917	6,028	5,918		(2)		(2)		5,917			0	284	11/25/2032	2FM
225458 PD 4	CSFB 2005-AGE1 B3		09/27/2013	VARIOUS		3,535	3,535	3,209	1,541	2,763			2,763		3,535			0		02/25/2032	1FM
31846L BT 2	FAMLT 1998-1F NOTE		07/01/2013	MBS PAYMENT		130	130	135	131		(1)		(1)		130			0	5	06/20/2029	1FM
32054Y AC 7	FIB 2000-1 A		09/17/2013	MBS PAYMENT		1,139	1,139	235					0				1,139	1,139		07/15/2026	6FE

Statement for September 30, 2013 of the **Century Surety Company**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
456606 DD 1	INHEL 2001-C M2		09/27/2013	VARIOUS		3,498	3,498	3,135	3,934				0		3,498			0		12/25/2032	1FM
459200 GT 2	IBM CORP		07/17/2013	WELLS FARGO SECURITIES LLC		1,100,297	1,100,000	1,095,501	1,099,097		836		836		1,099,932		365	365	10,511	08/05/2013	1FE
466157 AC 8	WENT5 2001-AA A2		09/15/2013	MBS PAYMENT		4,861	4,861	4,886	4,861				0		4,861			0	209	08/15/2026	1FE
55265K T4 1	MASTR 2003-10 3A1		09/01/2013	MBS PAYMENT		31,340	31,340	31,678	31,412		(72)		(72)		31,340			0	1,160	11/25/2033	1FM
68389F EY 6	OOMLT 2004-1 M7		09/27/2013	VARIOUS		1,559	1,559	1,375	958	1,188			1,188		1,559			0		01/25/2034	6FM
68619A AG 2	ORGN 2001-A M1		09/27/2013	VARIOUS		3,698	3,698	1,807	9,404				0		3,698			0		03/15/2032	6FE
808513 AH 8	CHARLES SCHWAB CORP		07/17/2013	STIFEL NICOLAUS & CO		845,194	845,000	845,000	845,000				0		845,000		195	195	4,449	12/04/2015	1FE
86358R EA 1	SASC 2001-SB1 B1		09/01/2013	MBS PAYMENT		5,137	5,137	4,125	4,195	1,037	(97)		940		5,137			0	116	08/25/2031	1FM
86358R L7 0	SASC 2002-HF1 B		09/26/2013	PRIOR YEAR INCOME									0					0	330	01/25/2033	1FM
86359A ME 0	SASC 2003-AL1 A		09/01/2013	MBS PAYMENT		7,846	7,846	7,516	7,810		35		35		7,846			0	178	04/25/2031	1FM
88576P AB 9	HENDR 2003-AA NOTE		09/15/2013	MBS PAYMENT		9,359	9,359	9,358	9,342		17		17		9,359			0	305	11/15/2033	1FE
92976W BH 8	WACHOVIA CORP		07/17/2013	JEFFERIES & CO.		605,426	520,000	620,870			(7,270)		(7,270)		613,600		(8,174)	(8,174)	13,953	02/01/2018	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					3,496,678	3,396,698	3,472,712	2,862,494	4,988	(6,578)	0	(1,590)	0	3,474,280	0	22,399	22,399	50,500	XXX	XXX
8399997.	Total - Bonds - Part 4					8,918,839	8,816,587	9,233,058	7,660,556	4,988	(27,184)	0	(22,196)	0	8,896,327	0	22,512	22,512	246,257	XXX	XXX
8399999.	Total - Bonds					8,918,839	8,816,587	9,233,058	7,660,556	4,988	(27,184)	0	(22,196)	0	8,896,327	0	22,512	22,512	246,257	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
053015 10 3	AUTOMATIC DATA PROCESSING		09/03/2013	BARCLAYS AMERICAN	405.000	28,916	XXX	24,802					0		24,802		4,114	4,114	352	XXX	L
12572Q 10 5	CME GROUP INC		09/03/2013	BARCLAYS AMERICAN	863.000	62,411	XXX	50,926					0		50,926		11,485	11,485	777	XXX	L
20825C 10 4	CONOCOPHILLIPS		09/03/2013	BARCLAYS AMERICAN	19,984.000	1,334,726	XXX	1,161,720					0		1,161,720		173,006	173,006	37,276	XXX	L
260543 10 3	DOW CHEMICAL CO/THE		09/03/2013	BARCLAYS AMERICAN	2,970.000	111,165	XXX	102,020					0		102,020		9,146	9,146	950	XXX	L
263534 10 9	DU PONT (E.I.) DE NEMOURS		09/03/2013	BARCLAYS AMERICAN	57.000	3,214	XXX	2,714					0		2,714		500	500	76	XXX	L
291011 10 4	EMERSON ELECTRIC CO		09/03/2013	BARCLAYS AMERICAN	1,033.000	62,692	XXX	58,798					0		58,798		3,893	3,893	1,271	XXX	L
369550 10 8	GENERAL DYNAMICS CORP		09/03/2013	BARCLAYS AMERICAN	1,267.000	106,857	XXX	82,545					0		82,545		24,312	24,312	1,419	XXX	L
370334 10 4	GENERAL MILLS INC		09/03/2013	BARCLAYS AMERICAN	807.000	39,688	XXX	34,007					0		34,007		5,681	5,681	573	XXX	L
438516 10 6	HONEYWELL INTERNATIONAL INC		09/03/2013	BARCLAYS AMERICAN	377.000	30,525	XXX	26,349					0		26,349		4,177	4,177	464	XXX	L
452308 10 9	ILLINOIS TOOL WORKS		09/03/2013	BARCLAYS AMERICAN	100.000	7,148	XXX	6,284					0		6,284		863	863	76	XXX	L
478160 10 4	JOHNSON & JOHNSON		09/03/2013	BARCLAYS AMERICAN	246.000	21,256	XXX	18,368					0		18,368		2,888	2,888	475	XXX	L
539830 10 9	LOCKHEED MARTIN CORP		09/03/2013	BARCLAYS AMERICAN	1,741.000	215,219	XXX	151,501					0		151,501		63,717	63,717	6,006	XXX	L
585055 10 6	MEDTRONIC INC		09/03/2013	BARCLAYS AMERICAN	138.000	7,187	XXX	6,456					0		6,456		731	731	75	XXX	L
666807 10 2	NORTHROP GRUMMAN CORP		09/03/2013	BARCLAYS AMERICAN	1,645.000	153,196	XXX	106,744					0		106,744		46,452	46,452	2,912	XXX	L
670346 10 5	NUCOR CORP		09/03/2013	BARCLAYS AMERICAN	390.000	17,811	XXX	18,034					0		18,034		(223)	(223)	287	XXX	L
742718 10 9	PROCTER & GAMBLE CO/THE		09/03/2013	BARCLAYS AMERICAN	35.000	2,722	XXX	2,650					0		2,650		71	71	42	XXX	L
755111 50 7	RAYTHEON COMPANY		09/03/2013	BARCLAYS AMERICAN	2,294.000	173,607	XXX	122,775					0		122,775		50,832	50,832	2,523	XXX	L
882508 10 4	TEXAS INSTRUMENTS INC		09/03/2013	BARCLAYS AMERICAN	2,236.000	86,375	XXX	77,208					0		77,208		9,167	9,167	1,252	XXX	L
88579Y 10 1	3M CO		09/03/2013	BARCLAYS AMERICAN	228.000	25,811	XXX	23,142					0		23,142		2,669	2,669	434	XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
913017 10 9	UNITED TECHNOLOGIES CORP.		09/03/2013	BARCLAYS AMERICAN	917.000	94,128	XXX	81,861					0		81,861		12,268	12,268	1,472	XXX	L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					2,584,654	XXX	2,158,904	0	0	0	0	0	0	2,158,904	0	425,749	425,749	58,712	XXX	XXX
9799997	Total - Common Stocks - Part 4					2,584,654	XXX	2,158,904	0	0	0	0	0	0	2,158,904	0	425,749	425,749	58,712	XXX	XXX
9799999.	Total - Common Stocks					2,584,654	XXX	2,158,904	0	0	0	0	0	0	2,158,904	0	425,749	425,749	58,712	XXX	XXX
9899999.	Total - Preferred and Common Stocks					2,584,654	XXX	2,158,904	0	0	0	0	0	0	2,158,904	0	425,749	425,749	58,712	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					11,503,492	XXX	11,391,962	7,660,556	4,988	(27,184)	0	(22,196)	0	11,055,232	0	448,261	448,261	304,969	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository	Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
JPMorgan Chase............ Columbus, OH............					1,080,899	6,114,554	1,337,692	XXX..
Wells Fargo............ Jacksonville, FL............					1,568	1,465	1,362	XXX..
0199999. Total Open Depositories	XXX	XXX	0	0	1,082,467	6,116,019	1,339,054	XXX..
0399999. Total Cash on Deposit	XXX	XXX	0	0	1,082,467	6,116,019	1,339,054	XXX..
0599999. Total Cash	XXX	XXX	0	0	1,082,467	6,116,019	1,339,054	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE