



**QUARTERLY STATEMENT**  
AS OF MARCH 31, 2014  
OF THE CONDITION AND AFFAIRS OF THE  
**Old Guard Insurance Company**

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

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

Country of Domicile US

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

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

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

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

Primary Location of Books and Records One Park Circle, Westfield Center, Ohio, US 44251-5001  
(Street and Number, City or Town, State, Country and Zip Code)  
330-887-0101  
(Area Code) (Telephone Number)

Internet Website Address www.westfieldgrp.com

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

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

**OTHER OFFICERS**

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

**DIRECTORS OR TRUSTEES**

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

State of Ohio }  
County of Medina } SS

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

\_\_\_\_\_  
Edward James Largent  
Westfield Insurance Leader & President

\_\_\_\_\_  
Joseph Christian Kohmann  
Group Finance Leader & Treasurer

\_\_\_\_\_  
Frank Anthony Carrino  
Group Legal Leader & Secretary

Subscribed and sworn to before me this  
15th day of April, 2014

a. Is this an original filing? Yes (X) No ( )  
b. If no: 1. State the amendment number 0  
2. Date filed \_\_\_\_\_  
3. Number of pages attached 0

## ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	214,524,469	0	214,524,469	213,704,062
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	110,263,843	0	110,263,843	109,381,014
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$ 0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$ 0 encumbrances)	0	0	0	0
5. Cash (\$ 0 ), cash equivalents (\$ 0 ) and short-term investments (\$ 948,861 )	948,861	0	948,861	1,737,395
6. Contract loans (including \$ 0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	3,502,170	0	3,502,170	3,632,876
9. Receivables for securities	0	0	0	0
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Line 1 through Line 11)	329,239,343	0	329,239,343	328,455,347
13. Title plants less \$ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,993,832	0	2,993,832	3,214,164
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,356,559	755,014	7,601,545	7,339,669
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 104,715 earned but unbilled premiums)	48,093,319	10,472	48,082,847	47,348,131
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	511	0	511	511
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ 0 )	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	3,525,361	0	3,525,361	5,672,363
24. Health care (\$ 0 ) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other-than-invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	392,208,925	765,486	391,443,439	392,030,185
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Totals (Line 26 and Line 27)	392,208,925	765,486	391,443,439	392,030,185
<b>DETAILS OF WRITE-INS</b>				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Line 1101 through Line 1103 plus Line 1198) (Line 11 above)	0	0	0	0
2501.	0	0	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	0	0	0	0

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 16,768,080 )	103,170,513	101,817,671
2. Reinsurance payable on paid losses and loss adjustment expenses	0	0
3. Loss adjustment expenses	32,960,675	32,535,356
4. Commissions payable, contingent commissions and other similar charges	8,132,456	11,180,073
5. Other expenses (excluding taxes, licenses and fees)	2,670,928	5,369,551
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	2,268,973	2,254,192
7.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))	602,333	973,899
7.2 Net deferred tax liability	1,267,266	1,244,633
8. Borrowed money \$ 0 and interest thereon \$ 0	0	0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 0 and including warranty reserves of \$ 0 and accrued accident and health experience rating refunds including \$ 0 for medical loss ratio rebate per the Public Health Service Act)	74,138,282	72,168,189
10. Advance premium	0	0
11. Dividends declared and unpaid:		
11.1 Stockholders	0	0
11.2 Policyholders	0	0
12. Ceded reinsurance premiums payable (net of ceding commissions)	(123,898)	134,674
13. Funds held by company under reinsurance treaties	0	0
14. Amounts withheld or retained by company for account of others	0	0
15. Remittances and items not allocated	0	0
16. Provision for reinsurance (including \$ 0 certified)	0	0
17. Net adjustments in assets and liabilities due to foreign exchange rates	0	0
18. Drafts outstanding	0	0
19. Payable to parent, subsidiaries and affiliates	0	0
20. Derivatives	0	0
21. Payable for securities	0	0
22. Payable for securities lending	0	0
23. Liability for amounts held under uninsured plans	0	0
24. Capital notes \$ 0 and interest thereon \$ 0	0	0
25. Aggregate write-ins for liabilities	0	0
26. Total liabilities excluding protected cell liabilities (Line 1 through Line 25)	225,087,528	227,678,238
27. Protected cell liabilities	0	0
28. Total liabilities (Line 26 and Line 27)	225,087,528	227,678,238
29. Aggregate write-ins for special surplus funds	33,797,931	33,733,266
30. Common capital stock	2,500,000	2,500,000
31. Preferred capital stock	0	0
32. Aggregate write-ins for other than special surplus funds	0	0
33. Surplus notes	0	0
34. Gross paid in and contributed surplus	31,870,941	31,870,941
35. Unassigned funds (surplus)	98,187,039	96,247,740
36. Less treasury stock, at cost:		
36.1 0 shares common (value included in Line 30 \$ 0 )	0	0
36.2 0 shares preferred (value included in Line 31 \$ 0 )	0	0
37. Surplus as regards policyholders (Line 29 through Line 35, less Line 36)	166,355,911	164,351,947
38. Totals (Page 2, Line 28, Column 3)	391,443,439	392,030,185
<b>DETAILS OF WRITE-INS</b>		
2501	0	0
2502	0	0
2503	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	0	0
2901. General voluntary reserve	33,797,931	33,733,266
2902	0	0
2903	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)	33,797,931	33,733,266
3201	0	0
3202	0	0
3203	0	0
3298. Summary of remaining write-ins for Line 32 from overflow page	0	0
3299. Totals (Line 3201 through Line 3203 plus Line 3298) (Line 32 above)	0	0

## STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ ..... 0 )	0	0	0
1.2 Assumed (written \$ ..... 38,751,067 )	36,780,974	35,636,876	147,396,142
1.3 Ceded (written \$ ..... 0 )	0	0	0
1.4 Net (written \$ ..... 38,751,067 )	36,780,974	35,636,876	147,396,142
DEDUCTIONS:			
2. Losses incurred (current accident year \$ ..... 24,719,718 ):			
2.1 Direct	(33,062)	154,434	(993,094)
2.2 Assumed	21,143,501	15,212,132	70,238,109
2.3 Ceded	(34,089)	163,410	(1,021,574)
2.4 Net	21,144,528	15,203,156	70,266,589
3. Loss adjustment expenses incurred	4,359,984	4,556,058	17,883,668
4. Other underwriting expenses incurred	12,378,831	13,063,530	52,463,435
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Line 2 through Line 5)	37,883,343	32,822,744	140,613,692
7. Net income of protected cells	0	0	0
8. Net underwriting gain (loss) (Line 1 minus Line 6 plus Line 7)	(1,102,369)	2,814,132	6,782,450
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	2,658,332	2,572,737	10,873,077
10. Net realized capital gains (losses) less capital gains tax of \$ ..... 307,634	571,319	1,069,109	6,651,826
11. Net investment gain (loss) (Line 9 plus Line 10)	3,229,651	3,641,846	17,524,903
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ ..... 129,451 amount charged off \$ ..... 184,507 )	(55,056)	(70,729)	(193,386)
13. Finance and service charges not included in premiums	0	0	0
14. Aggregate write-ins for miscellaneous income	3,821	11	973
15. Total other income (Line 12 through Line 14)	(51,235)	(70,718)	(192,413)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 8 plus Line 11 plus Line 15)	2,076,047	6,385,260	24,114,940
17. Dividends to policyholders	0	0	0
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	2,076,047	6,385,260	24,114,940
19. Federal and foreign income taxes incurred	296,319	1,623,776	4,653,376
20. Net income (Line 18 minus Line 19) (to Line 22)	1,779,728	4,761,484	19,461,564
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	164,351,947	136,835,353	136,835,353
22. Net income (from Line 20)	1,779,728	4,761,484	19,461,564
23. Net transfers (to) from Protected Cell accounts	0	0	0
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ ..... 22,633	42,032	5,761,087	8,311,033
25. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
26. Change in net deferred income tax	0	21,903	(184,567)
27. Change in nonadmitted assets	182,204	64,239	(71,436)
28. Change in provision for reinsurance	0	0	0
29. Change in surplus notes	0	0	0
30. Surplus (contributed to) withdrawn from protected cells	0	0	0
31. Cumulative effect of changes in accounting principles	0	0	0
32. Capital changes:			
32.1 Paid in	0	0	0
32.2 Transferred from surplus (Stock Dividend)	0	0	0
32.3 Transferred to surplus	0	0	0
33. Surplus adjustments:			
33.1 Paid in	0	0	0
33.2 Transferred to capital (Stock Dividend)	0	0	0
33.3 Transferred from capital	0	0	0
34. Net remittances from or (to) Home Office	0	0	0
35. Dividends to stockholders	0	0	0
36. Change in treasury stock	0	0	0
37. Aggregate write-ins for gains and losses in surplus	0	0	0
38. Change in surplus as regards policyholders (Line 22 through Line 37)	2,003,964	10,608,713	27,516,594
39. Surplus as regards policyholders, as of statement date (Line 21 plus Line 38)	166,355,911	147,444,066	164,351,947
<b>DETAILS OF WRITE-INS</b>			
0501	0	0	0
0502	0	0	0
0503	0	0	0
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0
0599. TOTALS (Line 0501 through Line 0503 plus Line 0598) (Line 5 above)	0	0	0
1401. Net other interest income	3,821	11	973
1402	0	0	0
1403	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. TOTALS (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)	3,821	11	973
3701	0	0	0
3702	0	0	0
3703	0	0	0
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. TOTALS (Line 3701 through Line 3703 plus Line 3798) (Line 37 above)	0	0	0

**CASH FLOW**

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance	37,678,107	34,814,822	146,420,673
2. Net investment income	3,694,682	3,628,334	13,757,584
3. Miscellaneous income	(51,235)	(70,718)	(192,413)
4. Total (Line 1 through Line 3)	41,321,554	38,372,438	159,985,844
5. Benefit and loss related payments	19,791,686	17,081,252	70,527,522
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	22,023,275	19,091,997	66,234,596
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 307,634 tax on capital gains (losses)	975,519	777,074	7,967,578
10. Total (Line 5 through Line 9)	42,790,480	36,950,323	144,729,696
11. Net cash from operations (Line 4 minus Line 10)	(1,468,926)	1,422,115	15,256,148
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	2,841,190	4,630,391	34,850,537
12.2 Stocks	3,125,146	4,885,748	25,804,602
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	5,966,336	9,516,139	60,655,139
13. Cost of investments acquired (long-term only):			
13.1 Bonds	4,482,005	3,094,651	53,776,756
13.2 Stocks	2,950,940	3,411,369	16,232,615
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Line 13.1 through Line 13.6)	7,432,945	6,506,020	70,009,371
14. Net increase or (decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(1,466,609)	3,010,119	(9,354,232)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	2,147,001	(2,559,352)	(4,880,530)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,147,001	(2,559,352)	(4,880,530)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(788,534)	1,872,882	1,021,386
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	1,737,395	716,009	716,009
19.2 End of period (Line 18 plus Line 19.1)	948,861	2,588,891	1,737,395

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

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

## NOTES TO FINANCIAL STATEMENTS

### General Notes

#### 1. Summary of Significant Accounting Policies-

##### A. Accounting Practices

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

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

The Company has not implemented any prescribed or permitted accounting practices by the State of Ohio that differ from those found in NAIC SAP.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Ohio is shown below:

	State of Domicile	<u>3/31/2014</u>	<u>12/31/2013</u>
<b>NET INCOME</b>			
(1) Old Guard Insurance Company state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	\$ 1,779,728	\$ 19,461,564
(2) State Prescribed Practices that increase / (decrease) NAIC SAP	Ohio	0	0
(3) State Permitted Practices that increase / (decrease) NAIC SAP	Ohio	0	0
(4) NAIC SAP (1-2-3=4)	Ohio	<u>\$ 1,779,728</u>	<u>\$ 19,461,564</u>
<b>SURPLUS</b>			
(5) Old Guard Insurance Company state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	\$ 166,355,911	\$ 164,351,947
(6) State Prescribed Practices that increase / (decrease) NAIC SAP	Ohio	0	0
(7) State Permitted Practices that increase / (decrease) NAIC SAP	Ohio	0	0
(8) NAIC SAP (5-6-7=8)	Ohio	<u>\$ 166,355,911</u>	<u>\$ 164,351,947</u>

B. Use of Estimates in the Preparation of the Financial Statements- No significant change

C. Accounting Policy- No significant change

#### 2. Accounting Changes and Corrections of Errors-

The Company did not have any material changes in accounting principles or correction of errors during the year.

#### 3. Business Combinations and Goodwill- Not applicable

#### 4. Discontinued Operations-

No events or transactions occurred during the year that would give rise to discontinued operations.

#### 5. Investments-

A. through C. - No significant change

##### D. Loan-Backed Securities

(1) Prepayment assumptions for single class and multi class mortgage-backed/asset-backed securities were obtained from broker dealer survey values or internal estimates. The Company used Interactive Data Corp. in determining the market value of its loan-backed securities.

(2-3) No other-than-temporary impairments have been recognized on loan-backed securities.

(4) The Company held no loan-backed securities or structured securities in an unrealized loss position at March 31, 2014.

(5) In concluding that the impairments are not other-than-temporary, the Company has considered the following general categories of information:

- Length of time and extent to which the fair value has been less than cost
- Issuer credit quality
- Industry sector considerations
- General interest rate environment
- Probability of collecting future cash flows

##### E. Repurchase Agreements and/or Securities Lending Transactions

The Company does not have any investments in repurchase agreements or securities lending.

F. through H. - No significant change

I. Working Capital Finance Investments- Not applicable

#### 6. Joint Ventures, Partnerships, and Limited Liability Companies- No significant change

#### 7. Investment Income- No significant change

#### 8. Derivative Instruments- No significant change

#### 9. Income Taxes- No significant change

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

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

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

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

D. Affiliated Balances due to the Company at 3/31/2014 and 12/31/2013 respectively were:

	<u>3/31/2014</u>	<u>12/31/2013</u>
Ohio Farmers Insurance Company	\$ 3,525,361	\$ 5,672,363
Affiliated Receivable	<u>\$ 3,525,361</u>	<u>\$ 5,672,363</u>

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

E. through L. - No significant change

#### 11. Debt- Not applicable

## NOTES TO FINANCIAL STATEMENTS

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

## A. Defined Benefit Pension Plan and Postretirement (Other) Benefit Plans

The Company's parent, Ohio Farmers Insurance Company (OFIC), sponsors a non-contributory defined benefit pension plan covering U. S. employees. As of March 31, 2014, there was accrued, in accordance with actuarially determined amounts with an offset to the pension cost accrual for the incremental asset amortization, amounts representing the present value of future benefit obligations. The following data is an update of certain information related to the Net Periodic Benefit Cost. There was no significant change in other data associated with this footnote:

Components of net periodic benefit cost

	Pension Benefits		Postretirement Benefits	
	2014	2013	2014	2013
a. Service cost	\$ 2,579,780	\$ 3,002,061	\$ 212,199	\$ 238,628
b. Interest cost	4,201,895	3,585,457	437,511	421,058
c. Expected return on plan assets	(6,445,317)	(5,465,214)	(586,704)	(537,787)
d. Transition asset or obligation	0	0	0	0
e. Gains and losses	636,939	1,946,776	0	162,550
f. Prior service cost or credit	719,698	740,420	96,087	102,801
g. Gain or loss recognized due to a settlement or curtailment	0	0	0	0
h. Total net periodic benefit cost	\$ 1,692,995	\$ 3,809,500	\$ 159,093	\$ 387,250

On January 1, 2013, OFIC adopted SSAP No. 92, *Accounting for Postretirement Benefits Other Than Pensions - A Replacement of SSAP No. 14 and SSAP No. 102, Accounting for Pensions - A Replacement of SSAP No. 89*. The standards require insurers to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability and include non-vested employees in determining the plan obligations. In addition, a sponsor's fiscal year end will be used as the measurement date for estimating the fair value of postretirement benefit assets and liabilities. The guidance contains a transition provision that gives insurers the option to recognize the initial impact to surplus over a period not to exceed 10 years. OFIC has elected the transition option. The Company expects the remaining transition liability of \$3.2 million to be recognized in 2014.

OFIC contributed \$11.4 million to its pension plan in March 2014. OFIC does not expect to make any additional contributions during the remainder of fiscal 2014.

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

- B. Plan Asset Information- Not applicable
- C. Fair Value Measurements of Plan Assets- Not applicable
- D. Long-Term Rates of Return- Not applicable
- E. Defined Contribution Plan- No significant change
- F. Multiemployer Plans- Not applicable
- G. Consolidated / Holding Company Plans- Not applicable
- H. Post-employment Benefits and Compensated Absences- Not applicable
- I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - No significant change

## 13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations- No significant change

## 14. Contingencies-

- A. Contingent Commitments- Not applicable
- B. Assessments- No significant change
- C. Gain Contingencies- Not applicable
- D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits- Not applicable
- E. Product Warranties- Not applicable
- F. All Other Contingencies  
Various lawsuits against the Company have arisen in the course of the Company's business. Contingent liabilities arising from litigation, income taxes, and other matters are not considered material in relation to the financial position of the Company. There are no contingent liabilities arising from litigation.

There has been no significant change in the collectability of the Company's accounts receivable for Agents Balances or Uncollected Premiums.

## 15. Leases- No significant change

## 16. Information about Financial Instruments with Off-Balance-Sheet Risk and Financial Instruments with Concentrations of Credit Risk- No significant change

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

- A. Transfer of Receivables Reported as Sales  
The Company has not sold or transferred any receivables to any other parties.
- B. Transfer and Servicing of Financial Assets- Not applicable
- C. Wash Sales  
The Company did not have any wash sales involving transactions for securities with a NAIC designation of 3 or below.

## 18. Gain or Loss to the Reporting Entity from Uninsured A&amp;H Plans and the Uninsured Portion of Partially Insured Plans- Not applicable

## 19. Direct Premium Written / Produced by Managing General Agents / Third Party Administrators- Not applicable

## 20. Fair Value Measurements-

- A. For assets that are measured and reported at fair value in the statement of financial position after initial recognition, the valuation techniques and the inputs used to develop those measurements are as follows:

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

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

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

## NOTES TO FINANCIAL STATEMENTS

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

## (1) Fair Value Measurements at March 31, 2014

Description	(Level 1)	(Level 2)	(Level 3)	Total
<b>Assets at Fair Value:</b>				
Common Stock				
Industrial and Miscellaneous	\$ 110,263,843	\$ 0	\$ 0	\$ 110,263,843
Total Common Stocks	\$ 110,263,843	\$ 0	\$ 0	\$ 110,263,843
Other Invested Assets				
Joint Venture, Ptr or LLC, char. of Com Stks - Unaffiliated	\$ 3,502,170	\$ 0	\$ 0	\$ 3,502,170
Total Other Invested Assets	\$ 3,502,170	\$ 0	\$ 0	\$ 3,502,170
Total Assets at Fair Value	\$ 113,766,013	\$ 0	\$ 0	\$ 113,766,013

(2) At March 31, 2014, the Company held no investments in assets or liabilities measured and reported at fair value that were classified as Level 3.

(3) The Company's policy for determining when transfers between levels is required is based upon change in the inputs used to determine fair value measurement. If an input changes, the Company evaluates the new input (s) and makes the determination whether or not a transfer between levels is appropriate. If an asset or liability is transferred between levels, it is the Company's policy to record the transfer as of the beginning of the quarter in which the transfer occurs. The Company held no assets or liabilities categorized as Level 1, 2 or 3 during the reporting period that were transferred into or out of the level categorization held at January 1, 2014.

(4) As of March 31, 2014, the Company held no investments in assets or liabilities measured and reported at fair value that were classified as Level 2 or Level 3. Historically, fair values in the Level 2 category are provided by independent pricing services. Where independent pricing services provide fair values, the Company has obtained an understanding of the methods, models and inputs used in pricing and has controls in place to validate that amounts provided represent current fair values. Estimated fair values of investments categorized as Level 3 generally include inputs for which no readily observable inputs are available and require management judgment.

(5) As of March 31, 2014, the Company had no holdings classified as either a derivative asset or liability.

B. Combining Fair Value Information- Not required

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

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

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

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

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets or Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
a. Financial Assets:						
Bonds	\$ 229,856,903	\$ 214,524,469	\$ 31,754,746	\$ 198,061,355	\$ 40,802	\$ 0
Common stocks	110,263,843	110,263,843	110,263,843	0	0	0
Short-term investments	948,861	948,861	0	948,861	0	0
Other invested assets	3,502,170	3,502,170	3,502,170	0	0	0
Uncollected premiums and agents' balances in the course of collection	7,601,545	7,601,545	0	7,601,545	0	0
Deferred premiums, agents' balances and installments booked but deferred and not yet due	48,082,847	48,082,847	0	48,082,847	0	0
Amounts recoverable from reinsurers	511	511	0	511	0	0
b. Financial Liabilities: Not applicable						

D. Fair Value Estimating- Not applicable

## 21. Other Items-

A. through C. - Not applicable

D. through F. - No significant change

G. Offsetting and Netting of Assets and Liabilities- Not applicable

H. Joint and Several Liabilities- Not applicable

I. Risk Sharing Provisions of the Affordable Care Act- Not applicable

## 22. Events Subsequent-

Subsequent events have been considered through April 15, 2014 for the statutory statements issued as of March 31, 2014. No events or transactions have occurred that would give rise to a Type I or Type II subsequent event.

## P &amp; C Specific Notes

23. Reinsurance- No significant change

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

## 25. Changes in Incurred Losses and Loss Adjustment Expenses-

Reserves as of December 31, 2013 were \$134.4 million. In calendar year 2014, \$15.5 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$116.2 million. Therefore, there has been a \$2.7 million favorable prior-year development from December 31, 2013 to March 31, 2014. The favorable development is principally from decreases in the estimates of loss and loss adjustment expenses for the following lines of business: other liability, workers compensation, and personal auto liability & physical damage. This change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The estimates are not affected by prior year loss development on retrospectively rated policies, as the Company does not write this type of policy.

**NOTES TO FINANCIAL STATEMENTS**

26. Intercompany Pooling Arrangements-  
A. through F. - No significant change

G. Affiliated Balances due to the Company at 3/31/2014 and 12/31/2013 respectively were:

	<u>3/31/2014</u>	<u>12/31/2013</u>
Ohio Farmers Insurance Company*	\$ 3,525,361	\$ 5,672,363
Affiliated Receivable	<u>\$ 3,525,361</u>	<u>\$ 5,672,363</u>

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

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

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES**

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes ( ) No (X)
- 1.2 If yes, has the report been filed with the domiciliary state? Yes ( ) No ( )
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes ( ) No (X)
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes (X) No ( )  
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes ( ) No (X)
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.  
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes ( ) No (X)
- 4.2 If the response to 4.1 is yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes ( ) No ( ) N/A (X)
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2012
- 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). 01/02/2014
- 6.4 By what department or departments?  
Ohio
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes ( ) No ( ) N/A (X)
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes ( ) No ( ) N/A (X)
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes ( ) No (X)
- 7.2 If yes, give full information  
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes (X) No ( )
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
Ohio Farmers Insurance Company
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes (X) No ( )
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code. Yes (X) No ( )
- 9.11 If the response to 9.1 is No, please explain:  
.....
- 9.2 Has the code of ethics for senior managers been amended? Yes ( ) No (X)
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
.....
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes ( ) No (X)
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).  
.....

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

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes (X) No ( )  
 10.2 If yes, indicate the amounts receivable from parent included in the Page 2 amount: \$ ..... 3,525,361

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes ( ) No (X)  
 11.2 If yes, give full and complete information relating thereto:

- .....  
 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ ..... 0  
 13. Amount of real estate and mortgages held in short-term investments: \$ ..... 0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes ( ) No (X)

- 14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes ( ) No (X)

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

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:

- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$ 0  
 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$ 0  
 16.3 Total payable for securities lending reported on the liability page \$ 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination 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
----------------------------	------------------------

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

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
--------------	------------------	------------------------------

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes ( ) No (X)

- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
--------------------	--------------------	---------------------	-------------

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
---	--------------	--------------

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

- 18.2 If no, list exceptions:

.....

**GENERAL INTERROGATORIES**

**PART 2 - PROPERTY AND CASUALTY INTERROGATORIES**

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

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

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

3.2 If yes, give full and complete information thereto  
 .....

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

- 5.1 A&H loss percent ..... 0.000 %
- 5.2 A&H cost containment percent ..... 0.000 %
- 5.3 A&H expense percent excluding cost containment expenses ..... 0.000 %

6.1 Do you act as a custodian for health savings accounts? Yes ( ) No (X)

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

6.3 Do you act as an administrator for health savings accounts? Yes ( ) No (X)

6.4 If yes, please provide the balance of the funds administered as of the reporting date. \$ ..... 0

**SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurance Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
0199999 - Affiliates						
U. S. Insurers						
11551	35-2293075	Endurance Reins Corp of Amer	DE	Authorized		
20087	47-0355979	National Ind Co	NE	Authorized		
0299999 - U. S. Insurers						
0399999 - Pools and Associations						
All Other Insurers						
00000	AA-1120106	Lloyd's Syndicate Number 1969	GBR	Authorized		
00000	AA-1129000	Lloyd's Syndicate Number 3000	GBR	Authorized		
0499999 - All Other Insurers						

**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year to Date - Allocated by States and Territories

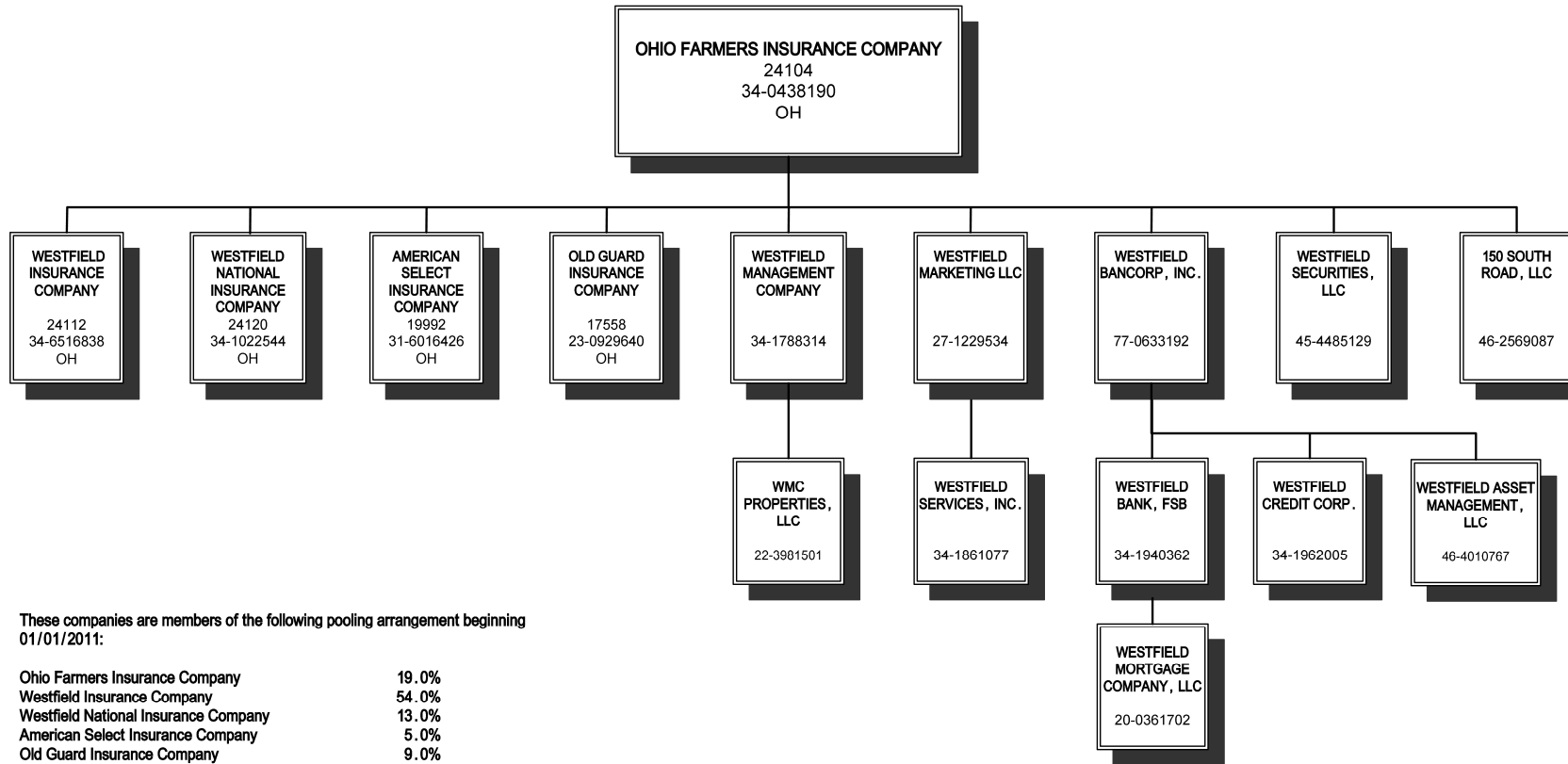
States, etc.	1		Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
	Active Status		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	N	0	0	0	0	0	0
2. Alaska	AK	N	0	0	0	0	0	0
3. Arizona	AZ	N	0	0	0	0	0	0
4. Arkansas	AR	N	0	0	0	0	0	0
5. California	CA	N	0	0	0	0	0	0
6. Colorado	CO	N	0	0	0	0	0	0
7. Connecticut	CT	N	0	0	0	0	0	0
8. Delaware	DE	L	0	0	60,633	162,368	1,115,084	1,522,926
9. District of Columbia	DC	N	0	0	0	0	0	0
10. Florida	FL	N	0	0	0	0	0	0
11. Georgia	GA	N	0	0	0	0	0	0
12. Hawaii	HI	N	0	0	0	0	0	0
13. Idaho	ID	N	0	0	0	0	0	0
14. Illinois	IL	N	0	0	0	0	0	0
15. Indiana	IN	L	0	0	0	0	0	0
16. Iowa	IA	L	0	0	0	0	0	0
17. Kansas	KS	N	0	0	0	0	0	0
18. Kentucky	KY	L	0	0	0	0	0	0
19. Louisiana	LA	N	0	0	0	0	0	0
20. Maine	ME	N	0	0	0	0	0	0
21. Maryland	MD	L	0	0	0	0	87,313	138,453
22. Massachusetts	MA	N	0	0	0	0	0	0
23. Michigan	MI	N	0	0	0	0	0	0
24. Minnesota	MN	N	0	0	0	0	0	0
25. Mississippi	MS	N	0	0	0	0	0	0
26. Missouri	MO	N	0	0	0	0	0	0
27. Montana	MT	N	0	0	0	0	0	0
28. Nebraska	NE	N	0	0	0	0	0	0
29. Nevada	NV	N	0	0	0	0	0	0
30. New Hampshire	NH	N	0	0	0	0	0	0
31. New Jersey	NJ	N	0	0	0	0	0	0
32. New Mexico	NM	N	0	0	0	0	0	0
33. New York	NY	N	0	0	0	0	0	0
34. North Carolina	NC	N	0	0	0	0	0	0
35. North Dakota	ND	L	0	0	0	0	0	0
36. Ohio	OH	L	0	0	0	0	0	0
37. Oklahoma	OK	N	0	0	0	0	0	0
38. Oregon	OR	E	0	0	0	0	0	0
39. Pennsylvania	PA	L	0	0	139,909	297,381	2,102,668	3,420,305
40. Rhode Island	RI	N	0	0	0	0	0	0
41. South Carolina	SC	N	0	0	0	0	0	0
42. South Dakota	SD	L	0	0	0	0	0	0
43. Tennessee	TN	N	0	0	0	0	0	0
44. Texas	TX	N	0	0	0	0	0	0
45. Utah	UT	N	0	0	0	0	0	0
46. Vermont	VT	N	0	0	0	0	0	0
47. Virginia	VA	L	0	0	0	0	0	0
48. Washington	WA	N	0	0	0	0	0	0
49. West Virginia	WV	L	0	0	0	0	0	0
50. Wisconsin	WI	N	0	0	0	0	0	0
51. Wyoming	WY	N	0	0	0	0	0	0
52. American Samoa	AS	N	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0
55. U. S. Virgin Islands	VI	N	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0
59. Totals	(a)	11	0	0	200,542	459,749	3,305,065	5,081,684
<b>DETAILS OF WRITE-INS</b>								
58001		XXX	0	0	0	0	0	0
58002		XXX	0	0	0	0	0	0
58003		XXX	0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0
58999. TOTALS (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)		XXX	0	0	0	0	0	0

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

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

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

**PART 1 - ORGANIZATIONAL CHART**



These companies are members of the following pooling arrangement beginning 01/01/2011:

Ohio Farmers Insurance Company	19.0%
Westfield Insurance Company	54.0%
Westfield National Insurance Company	13.0%
American Select Insurance Company	5.0%
Old Guard Insurance Company	9.0%
<b>Total</b>	<b>100.0%</b>

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0228	OFIC & Affiliates	24104	34-0438190				Ohio Farmers Insurance Company	OH	UDP	NA	NA	0.000	NA	1
0228	OFIC & Affiliates	24112	34-6516838				Westfield Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	24120	34-1022544				Westfield National Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	19992	31-6016426				American Select Insurance Company	OH	IA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
0228	OFIC & Affiliates	17558	23-0929640				Old Guard Insurance Company	OH	RE	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1788314				Westfield Management Company	OH	NIA	Ohio Farmers Insurance Company	Ownership	85.000	Ohio Farmers Insurance Company	
		00000	22-3981501				WMC Properties, LLC	OH	NIA	Westfield Management Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	27-1229534				Westfield Marketing LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1861077				Westfield Services, Inc.	OH	NIA	Westfield Marketing LLC	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	77-0633192				Westfield Bancorp, Inc.	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1962005				Westfield Credit Corp.	OH	NIA	Westfield Bancorp, Inc.	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	46-4010767				Westfield Asset Management, LLC	OH	NIA	Westfield Bancorp, Inc.	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	34-1940362				Westfield Bank, FSB	OH	NIA	Westfield Bancorp, Inc.	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	20-0361702				Westfield Mortgage Company, LLC	OH	NIA	Westfield Bank, FSB	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	45-4485129				Westfield Securities, LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	
		00000	46-2569087				150 South Road, LLC	OH	NIA	Ohio Farmers Insurance Company	Ownership	100.000	Ohio Farmers Insurance Company	

Asterisk

Explanation

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

**PART 1 - LOSS EXPERIENCE**

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire	0	(509)	0.0	0.0
2. Allied lines	0	(11)	0.0	0.0
3. Farmowners multiple peril	0	(436)	0.0	0.0
4. Homeowners multiple peril	0	(251)	0.0	0.0
5. Commercial multiple peril	0	(1)	0.0	0.0
6. Mortgage guaranty	0	0	0.0	0.0
8. Ocean marine	0	0	0.0	0.0
9. Inland marine	0	0	0.0	0.0
10. Financial guaranty	0	0	0.0	0.0
11.1 Medical professional liability-occurrence	0	0	0.0	0.0
11.2 Medical professional liability-claims made	0	0	0.0	0.0
12. Earthquake	0	0	0.0	0.0
13. Group accident and health	0	0	0.0	0.0
14. Credit accident and health	0	0	0.0	0.0
15. Other accident and health	0	0	0.0	0.0
16. Workers' compensation	0	8,238	0.0	0.0
17.1 Other liability-occurrence	0	(149,415)	0.0	0.0
17.2 Other liability-claims made	0	0	0.0	0.0
17.3 Excess Workers' Compensation	0	0	0.0	0.0
18.1 Products liability-occurrence	0	0	0.0	0.0
18.2 Products liability-claims made	0	0	0.0	0.0
19.1, 19.2 Private passenger auto liability	0	110,666	0.0	0.0
19.3, 19.4 Commercial auto liability	0	21	0.0	0.0
21. Auto physical damage	0	(1,363)	0.0	0.0
22. Aircraft (all perils)	0	0	0.0	0.0
23. Fidelity	0	0	0.0	0.0
24. Surety	0	0	0.0	0.0
26. Burglary and theft	0	0	0.0	0.0
27. Boiler and machinery	0	0	0.0	0.0
28. Credit	0	0	0.0	0.0
29. International	0	0	0.0	0.0
30. Warranty	0	0	0.0	0.0
31. Reinsurance-Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance-Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance-Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0.0	0.0
35. TOTALS	0	(33,061)	0.0	0.0
<b>DETAILS OF WRITE-INS</b>				
3401.	0	0	0.0	0.0
3402.	0	0	0.0	0.0
3403.	0	0	0.0	0.0
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0.0	0.0
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34)	0	0	0.0	0.0

**PART 2 - DIRECT PREMIUMS WRITTEN**

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

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**PART 3 (000 Omitted)**

**LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE**

	1	2	3	4	5	6	7	8	9	10	11	12	13
	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Column 1 plus Column 2)	2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2014 Loss and LAE Payments (Column 4 plus Column 5)	Q. S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q. S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q. S. Date IBNR Loss and LAE Reserves	Total Q. S. Loss and LAE Reserves (Column 7 plus Column 8 plus Column 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings) / Deficiency (Column 4 plus Column 7 minus Column 1)	Prior-Year-End IBNR Loss and LAE Reserves Developed (Savings) / Deficiency (Column 5 plus Column 8 plus Column 9 minus Column 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings) / Deficiency (Column 11 plus Column 12)
1. 2011 + Prior	29,908	24,962	54,870	3,592	963	4,555	25,383	414	23,481	49,278	(933)	(104)	(1,037)
2. 2012	17,227	12,084	29,311	2,653	530	3,183	13,855	438	11,786	26,079	(719)	670	(49)
3. Subtotals 2012 + prior	47,135	37,046	84,181	6,245	1,493	7,738	39,238	852	35,267	75,357	(1,652)	566	(1,086)
4. 2013	25,193	24,979	50,172	5,952	1,803	7,755	18,159	3,007	19,715	40,881	(1,082)	(454)	(1,536)
5. Subtotals 2013 + prior	72,328	62,025	134,353	12,197	3,296	15,493	57,397	3,859	54,982	116,238	(2,734)	112	(2,622)
6. 2014	X X X	X X X	X X X	X X X	8,234	8,234	X X X	11,998	7,896	19,894	X X X	X X X	X X X
7. Totals	72,328	62,025	134,353	12,197	11,530	23,727	57,397	15,857	62,878	136,132	(2,734)	112	(2,622)
8. Prior Year-End Surplus As Regards Policy-holders	164,352										Column 11, Line 7 As % of Column 1, Line 7	Column 12, Line 7 As % of Column 2, Line 7	Column 13, Line 7 As % of Column 3, Line 7
											1. .... (3.8)%	2. .... 0.2 %	3. .... (2.0)%
													Column 13, Line 7
													Line 8
													4. .... (1.6)%

## 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

EXPLANATION:

BARCODE:

Document Identifier 490:



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

NO

EXPLANATION:

BARCODE:

Document Identifier 455:



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

NO

EXPLANATION:

BARCODE:

Document Identifier 365:



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

NO

EXPLANATION:

BARCODE:

Document Identifier 505:



**SCHEDULE A - VERIFICATION**

Real Estate

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

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,632,876	3,283,594
2. Cost of acquired:		
2.1. Actual cost at time of acquisition	0	0
2.2. Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	(130,706)	349,282
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)	3,502,170	3,632,876
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	3,502,170	3,632,876

**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	323,085,076	294,142,883
2. Cost of bonds and stocks acquired	7,432,945	70,009,371
3. Accrual of discount	1,879	13,111
4. Unrealized valuation increase (decrease)	195,370	12,505,629
5. Total gain (loss) on disposals	878,953	10,255,716
6. Deduct consideration for bonds and stocks disposed of	5,966,336	60,655,137
7. Deduct amortization of premium	839,575	3,095,652
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	90,845
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	324,788,312	323,085,076
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	324,788,312	323,085,076

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**SCHEDULE D - PART 1B**

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a)	214,068,713	6,469,506	5,599,939	(829,146)	214,109,134	0	0	214,068,713
2. NAIC 2 (a)	1,372,746	0	0	(8,550)	1,364,196	0	0	1,372,746
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	215,441,459	6,469,506	5,599,939	(837,696)	215,473,330	0	0	215,441,459
<b>PREFERRED STOCK</b>								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	215,441,459	6,469,506	5,599,939	(837,696)	215,473,330	0	0	215,441,459

(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 \$ 948,861 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

**SCHEDULE DA - PART 1**

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999 .....	948,861	X X X	948,861	35	0

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year .....	1,737,395	716,009
2. Cost of short-term investments acquired .....	1,987,502	13,624,345
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	2,776,036	12,602,959
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other-than-temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9) .....	948,861	1,737,395
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	948,861	1,737,395

**Page SI04**

Schedule DB, Part A, Verification

**NONE**

Schedule DB, Part B, Verification

**NONE**

**Page SI05**

Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open

**NONE**

**Page SI06**

Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open

**NONE**

**Page SI07**

Schedule DB, Verification

**NONE**

**Page SI08**

Schedule E, Verification (Cash Equivalents)

**NONE**

**Page E01**

Sch. A, Pt. 2, Real Estate Acquired

**NONE**

Sch. A, Pt. 3, Real Estate Disposed

**NONE**

**Page E02**

Schedule B, Part 2, Mortgage Loans Acquired

**NONE**

Schedule B, Part 3, Mortgage Loans Disposed

**NONE**

**Page E03**

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired

**NONE**

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed

**NONE**

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**SCHEDULE D - PART 3**

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)									
665772-BN-8	NORTHERN STS PWR MN 7.125% 07/01/25		02/19/2014	KeyBanc Capital Mkts		2,648,600	2,000,000.00	20,979	1FE
98385X-AT-3	XTO ENERGY INC SR NT 6.500% 12/15/18		01/27/2014	KeyBanc Capital Mkts		1,833,405	1,500,000.00	12,188	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)								
						4,482,005	3,500,000.00	33,167	
8399997	Subtotal - Bonds - Part 3								
						4,482,005	3,500,000.00	33,167	
8399999	Subtotal - Bonds								
						4,482,005	3,500,000.00	33,167	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
054937-10-7	BB&T CORP		02/03/2014	Wells Fargo	15,000.000	547,794		0	L
17243V-10-2	CINEMARK HOLDINGS INC		02/25/2014	MKM Partners LLC	26,000.000	749,850		0	L
000375-20-4	ABB LTD ADR	R	01/22/2014	Morgan Stanley Dean Witter	30,000.000	771,813		0	L
780259-20-6	ROYAL DUTCH SHELL PLC SPS ADR	F	02/25/2014	JP Morgan	12,000.000	881,483		0	L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)								
						2,950,940		0	
9799997	Subtotal - Common Stocks - Part 3								
						2,950,940		0	
9799999	Subtotal - Common Stocks								
						2,950,940		0	
9899999	Subtotal - Preferred and Common Stocks								
						2,950,940		0	
9999999	TOTALS								
						7,432,945		33,167	

E04

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

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP 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)
<b>Bonds - U.S. Governments</b>																					
36202E-3J-6	GNMA GTD PASS THRU POOL 004401 6.500%		03/01/2014	Paydown		15,723	15,723.00	16,613	16,588	0	(865)	0	(865)	0	15,723	0	0	0	146	03/20/2039	1
36202E-5K-1	GNMA GTD PASS THRU POOL 004450 6.500%		03/01/2014	Paydown		30,127	30,126.00	31,991	31,917	0	(1,791)	0	(1,791)	0	30,126	0	0	0	338	05/20/2039	1
36202E-PC-7	GNMA GTD PASS THRU POOL 004019 7.000%		03/01/2014	Paydown		11,820	11,820.00	12,278	12,278	0	(441)	0	(441)	0	11,820	0	0	0	144	08/20/2037	1
36202E-PP-8	GNMA GTD PASS THRU POOL 004030 7.000%		03/01/2014	Paydown		18,761	18,761.00	19,447	19,431	0	(670)	0	(670)	0	18,761	0	0	0	226	09/20/2037	1
36202E-SD-2	GNMA GTD PASS THRU POOL 004116 6.500%		03/01/2014	Paydown		41,821	41,820.00	43,611	43,563	0	(1,742)	0	(1,742)	0	41,820	0	0	0	461	04/20/2038	1
36294S-DJ-3	GNMA GTD PASS THRU POOL 658105 6.500%		03/01/2014	Paydown		17,426	17,426.00	17,851	17,842	0	(416)	0	(416)	0	17,426	0	0	0	233	09/15/2036	1
36294S-EP-8	GNMA GTD PASS THRU POOL 658142 7.000%		03/01/2014	Paydown		139,200	139,200.00	144,051	143,934	0	(4,733)	0	(4,733)	0	139,200	0	0	0	1,621	10/15/2036	1
36295H-R9-3	GNMA GTD PASS THRU POOL 671112 6.500%		03/01/2014	Paydown		385	385.00	398	397	0	(12)	0	(12)	0	385	0	0	0	4	08/15/2037	1
36296U-NG-1	GNMA GTD PASS THRU POOL 701591 6.500%		03/01/2014	Paydown		16,144	16,144.00	17,001	16,994	0	(851)	0	(851)	0	16,144	0	0	0	152	01/15/2039	1
83162C-GN-7	SMALL BUSINESS ADMIN PASSTHRU 6.375%		02/01/2014	Paydown		4,052	4,052.00	4,052	4,052	0	0	0	0	0	4,052	0	0	0	129	02/01/2016	1FE
83162C-HH-9	SMALL BUSINESS ADMIN PASSTHRU 7.150%		03/01/2014	Paydown		5,503	5,503.00	5,503	5,503	0	0	0	0	0	5,503	0	0	0	197	03/01/2017	1FE
0599999 - Subtotal - Bonds - U.S. Governments						300,962	300,960.00	312,796	312,482	0	(11,521)	0	(11,521)	0	300,960	0	0	0	3,651		
<b>Bonds - U.S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																					
31287N-CF-3	FHLMC 30 YR GOLD PC GRP POOL 7.000%		03/01/2014	Paydown		5,945	5,945.00	6,274	6,219	0	(274)	0	(274)	0	5,945	0	0	0	70	01/01/2032	1
3128M4-AX-1	FHLMC 30 YR GOLD PC GRP POOL 6.000%		03/01/2014	Paydown		27,724	27,724.00	29,534	29,479	0	(1,755)	0	(1,755)	0	27,724	0	0	0	264	12/01/2036	1
3133TL-V5-4	FHLMC REMIC SER T 18 A3 SEQ 7.790%		03/01/2014	Paydown		654	654.00	654	654	0	0	0	0	0	654	0	0	0	8	08/15/2029	1
31371K-L7-4	FNMA PASS THRU POOL 254250 7.500%		03/01/2014	Paydown		5,976	5,976.00	6,337	6,294	0	(317)	0	(317)	0	5,976	0	0	0	62	03/01/2032	1
31388T-Q6-3	FNMA PASS THRU POOL 614377 7.000%		03/01/2014	Paydown		21,926	21,926.00	23,097	23,036	0	(1,110)	0	(1,110)	0	21,926	0	0	0	138	02/01/2032	1
31392M-HL-9	FHLMC REMIC SER 2465 PG PAC 6.500%		03/01/2014	Paydown		16,861	16,861.00	17,283	17,259	0	(397)	0	(397)	0	16,861	0	0	0	196	06/15/2032	1
31397J-2R-4	FHLMC REMIC SER 3331 EP 5.500%		03/01/2014	Paydown		354,120	354,120.00	379,628	358,083	0	(3,963)	0	(3,963)	0	354,120	0	0	3,000	02/15/2036	1	
31406D-7A-8	FNMA PASS THRU POOL 807389 6.500%		03/01/2014	Paydown		1,635	1,635.00	1,687	1,685	0	(50)	0	(50)	0	1,635	0	0	0	17	08/01/2032	1
31409A-X3-8	FNMA PASS THRU POOL 865698 7.000%		03/01/2014	Paydown		132,789	132,788.00	136,648	136,481	0	(3,693)	0	(3,693)	0	132,788	0	0	0	783	02/01/2036	1
31410B-GT-5	FNMA PASS THRU POOL 884110 7.000%		03/01/2014	Paydown		463	463.00	484	395	0	68	0	68	0	463	0	0	0	5	05/01/2036	1
31410G-KU-6	FNMA PASS THRU POOL 888707 7.500%		03/01/2014	Paydown		53,165	53,165.00	55,890	55,783	0	(2,618)	0	(2,618)	0	53,165	0	0	0	636	10/01/2037	1
31410G-RK-1	FNMA PASS THRU POOL 888890 6.500%		03/01/2014	Paydown		62,020	62,020.00	64,181	64,080	0	(2,060)	0	(2,060)	0	62,020	0	0	0	626	10/01/2037	1
31410K-CX-0	FNMA PASS THRU POOL 889386 6.000%		03/01/2014	Paydown		21,259	21,260.00	23,037	22,999	0	(1,740)	0	(1,740)	0	21,260	0	0	0	226	03/01/2038	1
31410S-PW-1	FNMA PASS THRU POOL 896037 7.000%		03/01/2014	Paydown		48,776	48,775.00	50,262	50,182	0	(1,407)	0	(1,407)	0	48,775	0	0	0	569	08/01/2036	1
31410X-B9-6	FNMA PASS THRU POOL 900164 6.500%		03/01/2014	Paydown		121,318	121,318.00	123,811	123,703	0	(2,384)	0	(2,384)	0	121,318	0	0	0	1,081	08/01/2036	1
31412F-H4-8	FNMA PASS THRU POOL 923751 7.000%		03/01/2014	Paydown		12,712	12,712.00	13,061	13,038	0	(326)	0	(326)	0	12,712	0	0	0	184	04/01/2037	1
31412M-A2-4	FNMA PASS THRU POOL 928925 6.500%		03/01/2014	Paydown		45,093	45,093.00	46,770	46,734	0	(1,642)	0	(1,642)	0	45,093	0	0	0	601	12/01/2037	1
31413Q-U3-0	FNMA PASS THRU POOL 952502 6.500%		03/01/2014	Paydown		37,667	37,667.00	38,638	38,606	0	(939)	0	(939)	0	37,667	0	0	0	410	09/01/2037	1
645791-LJ-1	NEW JERSEY ST ENVIR INFR TR 5.500%		03/24/2014	Key Capital		64,460	55,000.00	63,805	62,483	0	(362)	0	(362)	0	62,120	0	2,340	2,340	1,731	09/01/2023	1FE
3199999 - Subtotal - Bonds - U.S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						1,034,563	1,025,102.00	1,081,081	1,057,193	0	(24,969)	0	(24,969)	0	1,032,222	0	2,340	2,340	10,607		
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
69349L-AM-0	PNC BANK 3.800% 07/25/23		03/06/2014	KeyBanc Capital Mkts		1,505,665	1,500,000.00	1,490,275	1,490,581	0	135	0	135	0	1,490,716	0	14,949	14,949	34,886	07/25/2023	1FE
3899999 - Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,505,665	1,500,000.00	1,490,275	1,490,581	0	135	0	135	0	1,490,716	0	14,949	14,949	34,886		
8399997 - Subtotal - Bonds - Part 4						2,841,190	2,826,062.00	2,884,152	2,860,256	0	(36,355)	0	(36,355)	0	2,823,898	0	17,289	17,289	49,144		
8399999 - Subtotal - Bonds						2,841,190	2,826,062.00	2,884,152	2,860,256	0	(36,355)	0	(36,355)	0	2,823,898	0	17,289	17,289	49,144		
<b>Common Stocks - Industrial and Miscellaneous (Unaffiliated)</b>																					
038222-10-5	APPLIED MATLS INC		01/09/2014	Strategas Research Partners	60,000.000	1,039,194		686,400	1,060,800	(374,400)	0	0	(374,400)	0	686,400	0	352,794	352,794	0		L
156700-10-6	CENTURYLINK INC		03/07/2014	Various	33,000.000	984,667		1,051,050	1,051,050	0	0	0	0	1,051,050	0	(66,383)	(66,383)	1,620			L
464286-65-7	ISHARES MSCI BRIC IDX FD		01/17/2014	Jeffries & Co Inc	4,000.000	144,064		91,900	150,760	(58,860)	0	0	(58,860)	0	91,900	0	52,165	52,165	0		L

(continues)

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

STATEMENT AS OF MARCH 31, 2014 OF THE Old Guard Insurance Company

**SCHEDULE D - PART 4**

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

1 CUSIP Identifi- cation	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 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 Designa- tion or Market Indi- cator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ Accretion	13 Current Year's Other- Than-Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
88579Y-10-1	3M CO		01/09/2014	Strategas Research Partners	7,000,000	957,221	434,132	981,750	981,750	(547,618)	0	0	(547,618)	0	434,132	0	523,088	523,088	0		L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					3,125,146	2,263,482	3,244,360	3,244,360	(980,878)	0	0	(980,878)	0	2,263,482	0	861,664	861,664	1,620		
9799997	- Subtotal - Common Stocks - Part 4					3,125,146	2,263,482	3,244,360	3,244,360	(980,878)	0	0	(980,878)	0	2,263,482	0	861,664	861,664	1,620		
9799999	- Subtotal - Common Stocks					3,125,146	2,263,482	3,244,360	3,244,360	(980,878)	0	0	(980,878)	0	2,263,482	0	861,664	861,664	1,620		
9899999	- Subtotal - Preferred and Common Stocks					3,125,146	2,263,482	3,244,360	3,244,360	(980,878)	0	0	(980,878)	0	2,263,482	0	861,664	861,664	1,620		
9999999	- TOTALS					5,966,336	5,147,634	6,104,616	6,104,616	(980,878)	(36,355)	0	(1,017,233)	0	5,087,380	0	878,953	878,953	50,764		

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Schedule DB, Part A, Section 1

**NONE**

Description of Hedged Risk (s)

**NONE**

Financial or Economic Impact of the Hedge

**NONE**

**Page E07**

Schedule DB, Part B, Section 1

**NONE**

Schedule DB, Part B, Section 1, Broker Name

**NONE**

Schedule DB, Part B, Description of Hedged Risk (s)

**NONE**

Schedule DB, Part B, Financial or Economic Impact of the Hedge

**NONE**

**Page E08**

Schedule DB, Part D, Section 1

**NONE**

**Page E09**

Schedule DB, Part D, Section 2, By Reporting Entity

**NONE**

Schedule DB, Part D, Section 2, To Reporting Entity

**NONE**

**Page E10**

Schedule DL, Part 1

**NONE**

**Page E11**

Schedule DL, Part 2

**NONE**

**Page E12**

Schedule E, Part 1, Cash

**NONE**

**Page E13**

Schedule E, Part 2, Cash Equivalents

**NONE**