



QUARTERLY STATEMENT

As of March 31, 2014
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 Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... June 22, 1978	Commenced Business..... August 11, 1978	
Statutory Home Office	550 Polaris Parkway..... Westerville OH US 43082 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	
Main Administrative Office	550 Polaris Parkway..... Westerville OH US 43082 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	614-895-2000 <i>(Area Code) (Telephone Number)</i>
Mail Address	550 Polaris Parkway..... Westerville OH US 43082 <i>(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)</i>	
Primary Location of Books and Records	26255 American Drive..... Southfield MI US 48034 <i>(Street and Number) (City or Town, State, Country and Zip Code)</i>	248-358-1100 <i>(Area Code) (Telephone Number)</i>
Internet Web Site Address	www.meadowbrook.com	
Statutory Statement Contact	Kimberlee A. Arnold <i>(Name)</i> karnold@meadowbrook.com <i>(E-Mail Address)</i>	248-358-1100-8102 <i>(Area Code) (Telephone Number) (Extension)</i> 248-358-1614 <i>(Fax Number)</i>

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	Randolph Witt Fort	Vice President
Karen Marwell Spaun	Vice President	Nathan Karl Voorhis	Vice President
Angelo Lovell Williams	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) Christopher John Timm 1. (Printed Name) President _____ (Title)	_____ (Signature) Michael Gerard Costello 2. (Printed Name) Secretary _____ (Title)	_____ (Signature) Steven Christopher Divine 3. (Printed Name) Treasurer _____ (Title)
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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			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	391,994,971		391,994,971	396,246,887
2. Stocks:				
2.1 Preferred stocks.....	0		0	8,455
2.2 Common stocks.....	120,997,941		120,997,941	119,562,058
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 (\$....4,712,462), cash equivalents (\$.....0) and short-term investments (\$....6,669,719).....	11,382,181		11,382,181	13,790,953
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....	7,970,790		7,970,790	6,901,251
9. Receivables for securities.....			0	11,331
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).....	532,345,883	0	532,345,883	536,520,934
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	4,137,907		4,137,907	3,879,157
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	53,031,576	485,121	52,546,455	42,935,550
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	45,219,227		45,219,227	35,609,672
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.....	3,433,122		3,433,122	5,465,417
18.2 Net deferred tax asset.....	15,262,265	6,884	15,255,381	15,479,625
19. Guaranty funds receivable or on deposit.....	298		298	446
20. Electronic data processing equipment and software.....			0	7
21. Furniture and equipment, including health care delivery assets (\$.....0).....	3,772	3,772	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....	488,581		488,581	9,776
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	1,572,962	30,000	1,542,962	2,181,345
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	655,495,593	525,777	654,969,816	642,081,930
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	655,495,593	525,777	654,969,816	642,081,930

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.....	1,292,962		1,292,962	1,931,345
2502. Security Deposits.....	280,000	30,000	250,000	250,000
2503.....			0	
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).....	1,572,962	30,000	1,542,962	2,181,345

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$....21,683,313).....	248,423,217	250,134,542
2. Reinsurance payable on paid losses and loss adjustment expenses.....	43,778,341	38,051,914
3. Loss adjustment expenses.....	70,155,359	71,164,831
4. Commissions payable, contingent commissions and other similar charges.....	64,740	266,077
5. Other expenses (excluding taxes, licenses and fees).....	342,240	78,054
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	840,915	804,179
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 \$....93,996,174 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.....	83,474,175	83,841,858
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	23,598,411	17,913,044
13. Funds held by company under reinsurance treaties.....	0	0
14. Amounts withheld or retained by company for account of others.....	346,202	346,202
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.....	93,721	324,732
20. Derivatives.....		
21. Payable for securities.....		
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	707,689	527,921
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	471,825,010	463,453,354
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	471,825,010	463,453,354
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	119,914,779
35. Unassigned funds (surplus).....	60,230,028	55,713,798
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).....	183,144,806	178,628,576
38. Totals (Page 2, Line 28, Col. 3).....	654,969,816	642,081,930

DETAILS OF WRITE-INS

2501. Miscellaneous Payables.....	563,856	416,476
2502. Escheat Claims.....	98,833	111,445
2503. Deferred Income.....	45,000	
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).....	707,689	527,921
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 \$....4,284,932).....	18,412,080	54,657,546	177,616,095
1.2 Assumed..... (written \$....76,742,787).....	69,884,742	49,441,702	227,241,002
1.3 Ceded..... (written \$....34,694,640).....	41,596,060	54,657,546	203,235,593
1.4 Net..... (written \$....46,333,079).....	46,700,762	49,441,702	201,621,503
DEDUCTIONS:			
2. Losses incurred (current accident year \$....23,182,663):			
2.1 Direct.....	10,957,085	23,400,450	93,514,531
2.2 Assumed.....	33,339,715	27,033,363	134,891,546
2.3 Ceded.....	21,037,093	23,388,333	105,921,470
2.4 Net.....	23,259,707	27,045,480	122,484,607
3. Loss adjustment expenses incurred.....	6,737,781	8,366,524	37,120,649
4. Other underwriting expenses incurred.....	17,189,082	16,146,141	67,925,825
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	47,186,570	51,558,145	227,531,081
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	(485,808)	(2,116,443)	(25,909,578)
INVESTMENT INCOME			
9. Net investment income earned.....	3,234,465	3,351,955	13,951,577
10. Net realized capital gains (losses) less capital gains tax of \$....615,762.....	1,143,557	188,112	2,282,159
11. Net investment gain (loss) (Lines 9 + 10).....	4,378,023	3,540,067	16,233,736
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$....158,664).....	(158,664)	(156,720)	(854,733)
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	15,000	15,346	60,495
15. Total other income (Lines 12 through 14).....	(143,664)	(141,374)	(794,238)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	3,748,551	1,282,251	(10,470,080)
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).....	3,748,551	1,282,251	(10,470,080)
19. Federal and foreign income taxes incurred.....	(297,145)	368,713	(6,694,272)
20. Net income (Line 18 minus Line 19) (to Line 22).....	4,045,696	913,538	(3,775,808)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	178,628,576	163,161,584	163,161,584
22. Net income (from Line 20).....	4,045,696	913,538	(3,775,808)
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$....249,642.....	478,489	428,564	5,704,870
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(642,386)	436,920	98,140
27. Change in nonadmitted assets.....	634,431	396,302	5,439,790
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	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.....			(7,000,000)
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).....	4,516,230	17,175,324	15,466,992
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	183,144,806	180,336,908	178,628,576
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.....	15,000	15,346	60,495
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).....	15,000	15,346	60,495
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.....	42,373,292	58,521,743	210,955,124
2. Net investment income.....	3,834,788	2,804,380	16,105,757
3. Miscellaneous income.....	(143,664)	(141,374)	(794,238)
4. Total (Lines 1 through 3).....	46,064,416	61,184,749	226,266,643
5. Benefit and loss related payments.....	28,854,159	29,187,109	113,564,864
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	24,836,602	25,170,631	103,052,554
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....615,762 tax on capital gains (losses).....	(1,713,678)	(950,000)	(3,555,580)
10. Total (Lines 5 through 9).....	51,977,083	53,407,740	213,061,838
11. Net cash from operations (Line 4 minus Line 10).....	(5,912,667)	7,777,009	13,204,805
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	5,815,437	3,581,786	46,704,638
12.2 Stocks.....	6,742,513	5,233,947	35,225,887
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.....	11,331		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	12,569,281	8,815,733	81,930,525
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	2,440,132	68,138,513	118,505,314
13.2 Stocks.....	6,734,497	54,350,693	71,663,686
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....		268,199	2,898,268
13.6 Miscellaneous applications.....		500,000	11,331
13.7 Total investments acquired (Lines 13.1 to 13.6).....	9,174,629	123,257,405	193,078,599
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	3,394,652	(114,441,672)	(111,148,074)
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	5,000,000
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			7,000,000
16.6 Other cash provided (applied).....	109,242	827,432	(2,411,366)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	109,242	5,827,432	(4,411,366)
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).....	(2,408,772)	(100,837,230)	(102,354,634)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	13,790,953	116,145,587	116,145,587
19.2 End of period (Line 18 plus Line 19.1).....	11,382,181	15,308,356	13,790,953

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

20.0001			
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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 March 31, 2014.

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

	<u>State of Domicile</u>	<u>March 31, 2014</u>	<u>December 31, 2013</u>
1. Net Income/(Loss), Ohio Basis	OH	\$ 4,045,696	\$ (3,775,808)
2. State Prescribed Practices: NONE		0	0
3. State Permitted Practices: NONE		<u>0</u>	<u>0</u>
4. Net Income/(Loss), NAIC SAP basis (1-2-3=4)	OH	\$ 4,045,696	\$ (3,775,808)
5. Policyholders surplus, Ohio basis	OH	\$ 183,144,806	\$ 178,628,576
6. State Prescribed Practice: NONE		0	0
7. State Permitted Practice: NONE		<u>0</u>	<u>0</u>
8. Policyholders surplus, NAIC SAP basis (5-6-7=8)	OH	\$ 183,144,806	\$ 178,628,576

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 historical or current period other-than-temporary ("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. - Not applicable.

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 month	\$ 1,102,688
2. Twelve months or longer	<u>1,353,580</u>
3. Total	\$ 2,456,268

B. Aggregate fair value of securities with unrealized loss

1. Less than twelve months	\$ 28,205,864
2. Twelve months or longer	<u>1,698,662</u>
3. Total	\$ 29,904,526

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.

NOTES TO FINANCIAL STATEMENTS

H. Restricted Assets
1. Restricted Assets (including Pledged)

	Gross Restricted							8	Percentage	
	Current Year					6	7		9	10
	1	2	3	4	5					
Total General Account (G/A)	G/A Support S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	b/A Assets Support G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (4 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Additional Restricted to Total Admitted Assets	
a. Subject to contractual obligation for which liability is not shown					0		0		0%	0%
b. Collateral held under security lending agreements					0		0		0%	0%
c. Subject to repurchase agreements					0		0		0%	0%
d. Subject to reverse repurchase agreements					0		0		0%	0%
e. Subject to dollar repurchase agreements					0		0		0%	0%
f. Subject to dollar reverse repurchase agreements					0		0		0%	0%
g. Placed under option contracts					0		0		0%	0%
h. Letter stock or securities restricted as to sale					0		0		0%	0%
i. FHLB capital stock					0		0		0%	0%
j. On deposit with states	6,974,639				6,974,639	7,091,454	(116,815)	6,974,639	1.064%	1.065%
k. On deposit with other regulatory bodies					0		0		0%	0%
l. Pledged as collateral FHLB (including assets backing funding agreements)					0		0		0%	0%
m. Pledged as collateral not captured in other categories	132,571,109				132,571,109	108,188,636	24,382,473	132,571,109	20.225%	20.241%
n. Other restricted assets					0		0		0%	0%
o. Total Restricted Assets	139,545,748	0	0	0	139,545,748	115,280,090	24,265,658	139,545,748	21.289%	21.306%

(a) Subset of column 1
(b) Subset of column 3

2. Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that share similar characteristics, such as Reinsurance and Derivatives are reported in the aggregate)

Description of Assets	Gross Restricted							8	Percentage	
	Current Year					6	7		9	10
	1	2	3	4	5					
Total General Account (G/A)	G/A Support S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Support G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (4 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Additional Restricted to Total Admitted Assets	
Reinsurance Agreement	132,571,109				132,571,109	108,188,636	24,382,473	132,571,109	20.225%	20.241%
	132,571,109	0	0	0	132,571,109	108,188,636	24,382,473	132,571,109	20.225%	20.241%

(a) Subset of column 1
(b) Subset of column 3

NOTES TO FINANCIAL STATEMENTS

3. Detail of Other Restricted Assets (Contracts that share similar characteristics, such as Reinsurance and Derivatives, are reported in the aggregate)

Description of Assets	Gross Restricted							Percentage		
	Current Year					6	7	8	9	10
	1	2	3	4	5					
	Total General Account (G/A)	G/A Support S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Support G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (4 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Additional Restricted to Total Admitted Assets
		NONE							0%	0%
	0	0	0	0	0	0	0	0	0%	0%

- I. Working Capital Finance Investments - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

Not applicable.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

No significant change.

9. INCOME TAXES

No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

A. No significant change.

B. No significant change.

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 March 31, 2014 and 2013, the Company reported \$488,581 and \$141,359, respectively due from parent, subsidiaries and affiliates and \$93,721 and \$2,390,958 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 \$5,766,958 and \$6,538,767 of such expenses as of March 31, 2014 and 2013, respectively.

Effective October 1, 2009 the Company entered into an 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 March 31, 2014 and 2013, the Company has paid the Agent \$1,333 and \$38,754, 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 \$318,617 and a \$470,004 tax expense as of March 31, 2014 and 2013, 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

A. Not applicable.

B. Funding Agreements issued to Federal Home Loan Bank (FHLB) - Not applicable.

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 March 31, 2014.

5. Within the limitations of (3) above, the maximum ordinary dividend payment allowed to shareholders as of March 31, 2014, without prior regulatory approval, is \$10,862,858 after considering the ordinary dividend payment per (4) above.

6. No significant change.

NOTES TO FINANCIAL STATEMENTS

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 \$15,215,394.
11. No significant change.
12. No significant change.
13. No significant change.

14. CONTINGENCIES

No significant change.

15. LEASES

No significant change.

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

Not applicable.

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 March 31, 2014.

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
Bonds - Industrial & Misc.	0	528,750	358,048	886,798
Bonds - MBS/CMO - Industrial & Misc.	0	120,199	326	120,524
Common Stock - Industrial & Misc.	74,933,365	0	0	74,933,365
	\$ 74,933,365	\$ 648,949	\$ 358,374	\$ 75,940,687

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 1/1/14	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 3/31/14
Bonds - Industrial & Misc.	\$ 328,829	\$ 0	\$ 0	\$ 0	\$ 29,219	\$ 0	\$0	\$ 0	\$ 0	\$ 358,048
Bonds - MBS/CMO - Industrial & Misc.	191,211	0	0	0	(65,977)	0	0	(4,708)	0	120,526
Ending Balance	\$ 520,040	\$ 0	\$ 0	\$ 0	\$(36,758)	\$ 0	\$0	\$(4,708)	\$ 0	\$ 478,574

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 into or out of Level 3.

NOTES TO FINANCIAL STATEMENTS**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.

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	\$ 394,639,125	\$ 391,994,972	\$ 0	\$ 393,411,030	\$ 1,393,447	\$ 0
Common Stocks	74,933,365	74,933,365	74,933,365	0	0	0
Cash Equivalents & Short-Term Investments	6,669,719	6,669,719	6,669,719	0	0	0
Total Assets	\$ 476,242,208	\$ 473,598,055	\$ 81,603,083	\$ 393,411,030	\$ 1,393,447	\$ 0

D. Financial Instruments for which Not Practical to Estimate Fair Values - Not applicable.**21. OTHER ITEMS**

- A. No significant change.
- B. No significant change.
- C. No significant change.
- D. No significant change.
- E. State Transferable and Non-Transferable Tax Credits - Not applicable.
- F. Subprime Mortgage Related Exposure - Not applicable.
- G. Offsetting and Netting of Assets and Liabilities - Not applicable.
- H. Joint and Several Liabilities - Not applicable.

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 March 31, 2014 as follows:

Reinsurer Name	NAIC Code	Federal ID#	Amount
Star Insurance Company	18023	38-2626205	339,697,918

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 March 31, 2014.

	Assumed		Ceded		Assumed less Ceded	
	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity	Unearned Premiums	Commission Equity
a. Affiliates	\$ 102,248,000	\$ 0	\$ 93,996,000	\$ 0	\$ 8,252,000	\$ 0
b. All other	\$ 49,673,000	\$ 8,941,000	\$ 0	\$ 0	\$ 49,673,000	\$ 8,941,000
c. Totals	\$ 151,921,000	\$ 8,941,000	\$ 93,996,000	\$ 0	\$ 57,925,000	\$ 8,941,000
d. Direct Unearned Premium Reserve:	\$ 25,549,000					

In 2013, the Insurance Operations subsidiaries of Meadowbrook Insurance Group, Inc. entered into a 100% policy issuance arrangement with State National Insurance Company, and its affiliates, effective July 1, 2013. A 100% quota share reinsurance agreement(s) was executed with State National Insurance Company, National Specialty Insurance Company and United Specialty Insurance Company (collectively, "SNIC"), wherein certain of our business from our six insurance carriers is now written on SNIC and 100% assumed collectively by our six carriers based on agreed upon percentages. The SNIC policy issuance business has a 5.5% fee, which is reflected as assumed commission on the applicable Company's financial statements. As of March 31, 2014 and December 31, 2013, our six insurance companies collectively have assumed \$75.8 million and \$170.2 million respectively in gross written premium from SNIC of which the Company has a quota share reinsurance 40% share.

NOTES TO FINANCIAL STATEMENTS

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	\$ 1,839	\$ 0	\$ 0	\$ 1,839
b. Sliding Scale Commission	\$ 0	\$ 0	\$ 0	\$ 0
c. Other Profit Commission Arrangements	\$ 10,043	\$ 0	\$ 0	\$ 10,043
d. Total	\$ 11,882	\$ 0	\$ 0	\$ 11,882

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 2014.

E. Commutation of Ceded Reinsurance

The Company did not have any commutations of ceded reinsurance as of March 31, 2014.

F. Retroactive Reinsurance

The Company does not have any retroactive reinsurance as of March 31, 2014.

G. Reinsurance Accounted for as a Deposit

The Company has no reinsurance agreements that have been accounted for as deposits as of March 31, 2014.

H. Transfer of Property and Casualty Run-off Agreements - Not applicable.**I. Certified Reinsurer Downgraded or Status Subject to Revocation - Not applicable.****24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION**

No significant change.

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Net incurred losses and loss adjustment expenses attributable to insured events of prior accident years decreased \$0.2 million during calendar year 2014 as a result of re-estimation of unpaid loss and loss adjustment expenses. This decrease recognizes additional paid loss and loss adjustment expenses of \$30.6 million, offset by a decrease in reserves on prior accident years of \$30.8 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:

<u>Name of Insurer</u>	<u>NAIC Code</u>	<u>Percentage Participation</u>
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:

- For Liability Lines (\$10,000,000 xs of \$1,000,000 retention)
- For Workers Compensation Lines (\$99,000,000 xs \$1,000,000 retention)
- For Terrorism Lines (\$164,000,000 xs \$1,000,000 retention)
- For Public Entity Liability Lines (\$9,000,000 xs \$1,000,000 retention)
- For Property Per Risk Coverage (\$9,000,000 xs \$1,000,000 retention)
- For Property Catastrophe Coverage (\$59,000,000 xs \$5,000,000 retention)
- For Medical Professional Liability Lines (\$700,000 xs \$300,000 retention)
- For Commercial Truck Liability Lines (\$1,500,000 xs \$500,000 retention)
- For Other Liability Lines (\$750,000 xs \$250,000 retention)
- For Agriculture Lines –Property (\$9,500,000 xs \$500,000 retention)
- For Agriculture Lines- Liability (\$500,000 xs \$500,000 retention)
- For Awards Lines (\$10,000,000 xs \$5,000,000 retention)
- For Clash Lines (\$3,000,000 xs \$0 retention)
- For Ocean Marine Lines (Variable quota share maximum retained line \$1,000,000 part of \$5,000,000)
- Various quota share treaties all lines
- Various Facultative agreements all lines
- Various Umbrella agreements.
- 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.

NOTES TO FINANCIAL STATEMENTS

G. Amounts due to/from lead entity and pool participants as of March 31, 2014:

<u>Name of Insurer</u>	<u>Amounts Receivable</u>	<u>Amounts Payable</u>	<u>Net Receivable/(Payable)</u>
Star Insurance Co. (Lead insurer)	\$ 175,348,369	\$ 151,390,969	\$ 23,957,400
Century Surety Co.	\$ 76,479,177	\$ 67,535,639	\$ 8,943,538
Savers Property and Casualty Ins. Co.	\$ 24,932,397	\$ 38,085,492	\$ (13,153,095)
Williamsburg National Ins. Co.	\$ 17,409,081	\$ 21,181,741	\$ (3,772,660)
ProCentury Insurance Co.	\$ 22,264,319	\$ 32,011,905	\$ (9,747,587)
Ameritrust Insurance Corp.	\$ 10,305,995	\$ 16,533,591	\$ (6,227,596)

27. STRUCTURED SETTLEMENTS

No significant change.

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 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 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]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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 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

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

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.....	\$46,049,711	\$46,064,576
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).....	\$46,049,711	\$46,064,576
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

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 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 Bank, N.A.	P.O. Box 710634, Columbus, OH 43271-0634

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

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

PART 1 - INVESTMENT

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

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

5. Operating Percentages:

5.1 A&H loss percent 0.0 %
 5.2 A&H cost containment percent 0.0 %
 5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [] No [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 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
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NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, Etc.	Active Status	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date	Current Year to Date	Prior Year to Date
1. Alabama.....	AL.....E	9,080	489,389	40,772	1,066,922	1,420,186	1,715,984
2. Alaska.....	AK.....E	79,465	303,363	4,000	2,049	749,852	941,489
3. Arizona.....	AZ.....L	(10,685)	323,078	26,295	54,308	1,730,832	1,613,583
4. Arkansas.....	AR.....E	3,985	239,113	24,926	28,251	725,429	982,195
5. California.....	CA.....E	3,242,991	15,210,893	5,140,277	4,191,677	37,200,712	39,337,923
6. Colorado.....	CO.....E	42,853	636,903	39,782	75,076	1,946,983	2,506,633
7. Connecticut.....	CT.....E	137,570	209,975	1,004,200	33,398	962,235	950,213
8. Delaware.....	DE.....E	44,939	52,575		(3,277)	235,898	216,357
9. District of Columbia.....	DC.....E	(2,099)	38,971	10,000	9,000	206,496	224,199
10. Florida.....	FL.....E	167,812	9,026,676	3,619,075	5,100,897	33,643,235	36,284,383
11. Georgia.....	GA.....E	29,977	1,366,562	212,215	369,839	2,802,220	3,258,213
12. Hawaii.....	HI.....E	36,228	120,389		1,742	425,559	629,472
13. Idaho.....	ID.....E	(6,342)	118,718	18,500	(2,500)	350,579	334,929
14. Illinois.....	IL.....E	99,784	917,565	150,009	562,436	2,880,747	3,077,282
15. Indiana.....	IN.....L	978	118,029	57,292	15,900	268,175	364,428
16. Iowa.....	IA.....E	1,918	55,049			187,315	180,958
17. Kansas.....	KS.....E	(32,355)	133,562	75,663	12,312	783,305	799,307
18. Kentucky.....	KY.....E	3,854	266,119	39,000	27,307	1,191,045	1,158,232
19. Louisiana.....	LA.....E	35,353	2,546,534	608,125	1,664,272	9,950,219	9,545,532
20. Maine.....	ME.....E	(3,963)	77,757	57,500		97,127	97,661
21. Maryland.....	MD.....E	23,962	219,996	94,699	1,506	1,276,221	810,739
22. Massachusetts.....	MA.....E	44,568	296,558	170,785	101,260	1,639,802	1,502,728
23. Michigan.....	MI.....E	15,763	705,265	271,376	84,521	1,892,645	2,556,441
24. Minnesota.....	MN.....E	(18,745)	357,547	2,000	275,116	641,417	581,513
25. Mississippi.....	MS.....E	5,591	575,585	159,743	268,453	1,561,637	1,941,392
26. Missouri.....	MO.....E	8,989	472,447	74,410	165,781	3,231,439	3,286,066
27. Montana.....	MT.....E	8,764	216,087	(1,000)	26,037	779,442	504,271
28. Nebraska.....	NE.....E	(3,944)	112,651			656,946	629,155
29. Nevada.....	NV.....E	(1,603)	313,598	529,451	993,432	2,035,362	2,884,231
30. New Hampshire.....	NH.....E	15,561	95,926	2,492		168,710	205,180
31. New Jersey.....	NJ.....E	(18,037)	1,189,682	1,649,138	450,485	6,043,484	5,048,029
32. New Mexico.....	NM.....E	8,963	471,408	656,638		1,139,703	1,779,602
33. New York.....	NY.....E	(68,931)	4,398,741	2,369,845	1,156,151	21,604,897	19,006,990
34. North Carolina.....	NC.....E	554	748,749	66,891	192,103	2,853,415	1,992,278
35. North Dakota.....	ND.....E	19,968	175,488	365		481,732	328,679
36. Ohio.....	OH.....L	(11,246)	482,569	387,866	1,035,077	826,987	1,734,756
37. Oklahoma.....	OK.....E	(7,165)	957,954	308,208	926,103	2,431,473	3,151,370
38. Oregon.....	OR.....E	213,208	838,189	87,936	77,796	2,969,284	3,184,759
39. Pennsylvania.....	PA.....E	(276)	1,558,724	585,079	467,068	4,091,871	4,067,228
40. Rhode Island.....	RI.....E		12,163			59,740	63,964
41. South Carolina.....	SC.....E	9,500	356,648	173,641	284,291	3,345,915	1,900,099
42. South Dakota.....	SD.....E	366	62,178	(500)	4,347	162,074	128,368
43. Tennessee.....	TN.....E	6,960	253,662	248,210	176,182	1,241,574	1,401,856
44. Texas.....	TX.....E	(150,765)	4,790,984	1,861,129	3,669,948	18,169,858	21,406,957
45. Utah.....	UT.....E	301	214,806	99,457	346,935	740,045	899,238
46. Vermont.....	VT.....E	1,128	90,106	38,002	7,227	227,572	230,903
47. Virginia.....	VA.....E	(23,713)	404,535	98,801	30,686	1,071,075	981,073
48. Washington.....	WA.....E	314,449	1,092,336	696,469	846,512	5,694,545	7,124,061
49. West Virginia.....	WV.....L		673		14,610	5,737	8,317
50. Wisconsin.....	WI.....L	697	14,163	6,019	17,740	164,888	275,825
51. Wyoming.....	WY.....E	8,722	94,532		2,500	675,502	1,294,685
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	4,284,932	53,825,170	21,764,783	24,831,476	185,643,141	195,129,727

DETAILS OF WRITE-INS

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

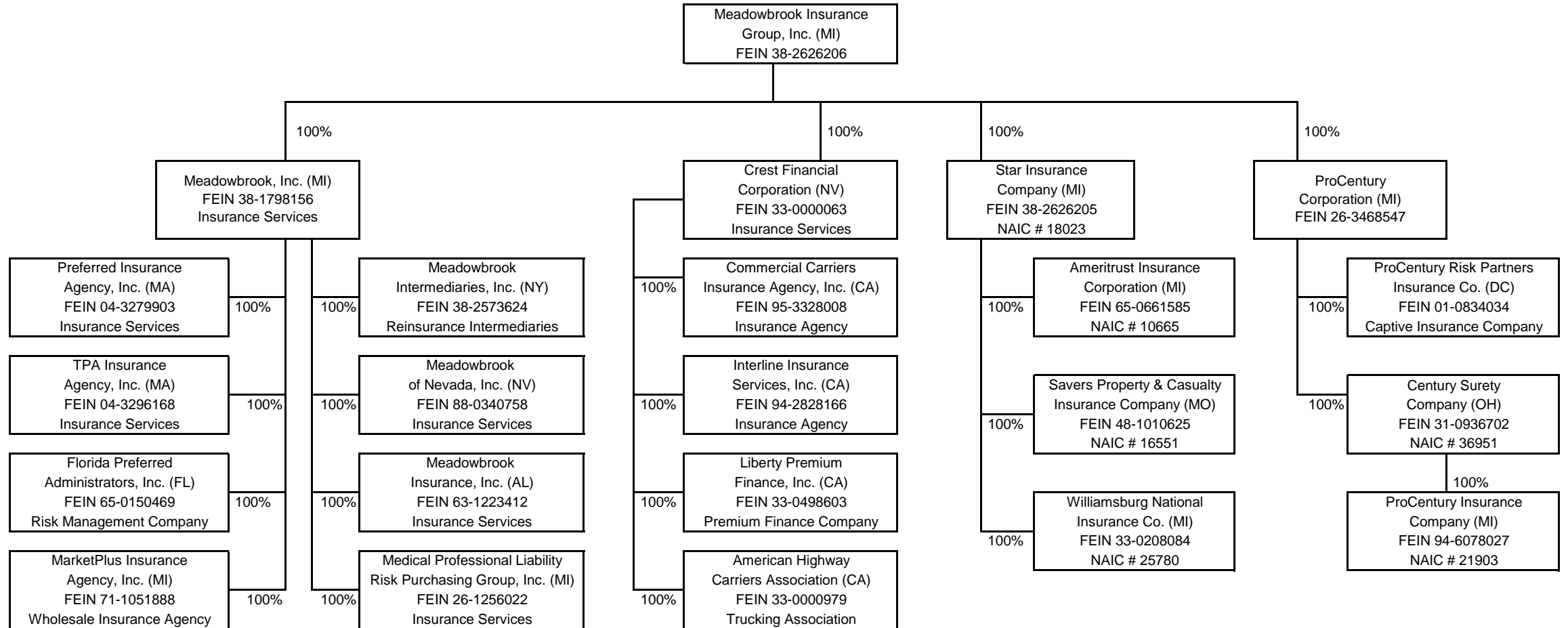
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to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

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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.	
			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	RE	ProCentury Corporation	Ownership	100.000	Meadowbrook Insurance Group, Inc.	
0748		21903	94-6078027				ProCentury Insurance Company	MI	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.	
			04-3296168				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.	
			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.	

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Asterisk	Explanation
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NONE

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	1,593,400	330,506	20.7	1.2
2. Allied lines.....	354,724	428,918	120.9	48.2
3. Farmowners multiple peril.....			0.0	
4. Homeowners multiple peril.....			0.0	
5. Commercial multiple peril.....	4,475,115	3,047,177	68.1	66.7
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....	222,116	(51,557)	(23.2)	9.1
9. Inland marine.....	206,352	246,989	119.7	41.6
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....			0.0	
11.2. Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....			0.0	
17.1 Other liability-occurrence.....	9,384,197	4,328,502	46.1	38.6
17.2 Other liability-claims made.....	697,359	3,047,754	437.0	29.1
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....	136,049	(123,759)	(91.0)	(2.3)
18.2 Products liability-claims made.....	7,536	(564)	(7.5)	9.7
19.1, 19.2 Private passenger auto liability.....			0.0	
19.3, 19.4 Commercial auto liability.....	912,634	(254,260)	(27.9)	51.3
21. Auto physical damage.....	372,401	19,538	5.2	33.5
22. Aircraft (all perils).....			0.0	
23. Fidelity.....	301	124	41.2	20.7
24. Surety.....	21,019	(18,853)	(89.7)	(68.8)
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....	28,878	(43,430)	(150.4)	13.1
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.....	18,412,080	10,957,085	59.5	42.8

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	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire.....	180,354	180,354	4,058,371
2. Allied lines.....	(10,647)	(10,647)	808,729
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....	3,597,120	3,597,120	18,978,052
6. Mortgage guaranty.....			
8. Ocean marine.....	5,014	5,014	400,406
9. Inland marine.....	(6,778)	(6,778)	476,111
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.....	712,052	712,052	21,843,227
17.2 Other liability-claims made.....	(122,057)	(122,057)	3,207,611
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....	25,269	25,269	346,605
18.2 Products liability-claims made.....	2,736	2,736	5,289
19.1 19.2 Private passenger auto liability.....			
19.3 19.4 Commercial auto liability.....	(87,720)	(87,720)	2,516,273
21. Auto physical damage.....	(20,205)	(20,205)	1,124,511
22. Aircraft (all perils).....			
23. Fidelity.....	794	794	597
24. Surety.....	10,914	10,914	11,069
26. Burglary and theft.....			
27. Boiler and machinery.....	(1,914)	(1,914)	48,319
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.....	4,284,932	4,284,932	53,825,170

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

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	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 (Cols. 1 + 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 (Cols. 4 + 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 (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2011 + Prior.....	78,159	51,887	130,046	12,816	153	12,968	71,064	1,228	46,680	118,972	5,721	(3,827)	1,894
2. 2012.....	40,775	44,345	85,120	7,176	153	7,328	38,839	1,228	38,922	78,988	5,239	(4,043)	1,196
3. Subtotals 2012 + Prior.....	118,934	96,233	215,167	19,991	306	20,297	109,903	2,456	85,601	197,960	10,960	(7,870)	3,090
4. 2013.....	31,306	74,827	106,133	7,510	2,750	10,260	10,003	22,103	60,469	92,575	(13,793)	10,495	(3,298)
5. Subtotals 2013 + Prior.....	150,240	171,060	321,299	27,501	3,056	30,557	119,906	24,559	146,070	290,535	(2,832)	2,625	(207)
6. 2014.....	XXX	XXX	XXX	XXX	2,161	2,161	XXX	6,037	22,007	28,043	XXX	XXX	XXX
7. Totals.....	150,240	171,060	321,299	27,501	5,217	32,718	119,906	30,596	168,077	318,579	(2,832)	2,625	(207)
8. Prior Year-End's Surplus As Regards Policyholders	178,629										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.(1.9)%	2.1.5 %	3.(0.1)%
													Col. 13, Line 7 Line 8
													4.(0.1)%

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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:



NONE

Century Surety Company
SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	6,901,251	3,063,726
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		2,898,268
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....	1,069,539	939,257
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).....	7,970,790	6,901,251
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	7,970,790	6,901,251

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.....	515,817,402	388,499,416
2. Cost of bonds and stocks acquired.....	9,174,627	190,168,999
3. Accrual of discount.....	17,728	103,263
4. Unrealized valuation increase (decrease).....	(341,409)	18,700,781
5. Total gain (loss) on disposals.....	1,759,319	3,511,014
6. Deduct consideration for bonds and stocks disposed of.....	12,557,951	81,930,525
7. Deduct amortization of premium.....	876,801	3,235,546
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).....	512,992,915	515,817,402
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	512,992,915	515,817,402

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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	348,613,441	23,352,664	30,577,048	2,949,250	343,905,791			348,613,441
2. NAIC 2 (a).....	58,050,820		854,280	(3,893,223)	53,728,035			58,050,820
3. NAIC 3 (a).....	621,323			17,697	639,020			621,323
4. NAIC 4 (a).....								
5. NAIC 5 (a).....	363,300		36,094	18,273	345,478			363,300
6. NAIC 6 (a).....	24,582		4,904	18,893	46,369			24,582
7. Total Bonds.....	407,673,466	23,352,664	31,472,326	(889,110)	398,664,693	0	0	407,673,466
PREFERRED STOCK								
8. NAIC 1.....								
9. NAIC 2.....								
10. NAIC 3.....								
11. NAIC 4.....	8,454		8,454					8,454
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	8,454	0	8,454	0	0	0	0	8,454
15. Total Bonds and Preferred Stock.....	407,681,920	23,352,664	31,480,780	(889,110)	398,664,693	0	0	407,681,920

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(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 \$.....6,669,719; 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.....	6,669,719	XXX.....	6,669,719		

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.....	11,426,578	113,392,117
2. Cost of short-term investments acquired.....	20,912,532	250,821,730
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	25,669,391	352,787,269
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).....	6,669,719	11,426,578
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	6,669,719	11,426,578

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

**Sch. E-Verification
NONE**

**Sch. A-Pt 2
NONE**

**Sch. A-Pt 3
NONE**

**Sch. B-Pt 2
NONE**

**Sch. B-Pt 3
NONE**

**Sch. BA-Pt 2
NONE**

**Sch. BA-Pt 3
NONE**

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
238388 PC 0	DAVENPORT IA.....		02/19/2014	BARCLAYS AMERICAN.....		1,411,987	1,185,000		1FE.....
660266 FR 3	N KANSAS CITY MO SCH DIST #74.....		03/12/2014	EXCHANGE.....		257,036	250,000	382	1.....
660266 FS 1	N KANSAS CITY MO SCH DIST #74.....		03/12/2014	EXCHANGE.....		771,109	750,000	1,146	1FE.....
2499999	Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions.....					2,440,132	2,185,000	1,528	XXX.....
8399997	Total Bonds - Part 3.....					2,440,132	2,185,000	1,528	XXX.....
8399999	Total Bonds.....					2,440,132	2,185,000	1,528	XXX.....
Common Stocks - Industrial and Miscellaneous									
00206R 10 2	AT&T INC.....		03/03/2014	BARCLAYS AMERICAN.....	3,405,000	108,517	XXX		L.....
02209S 10 3	ALTRIA GROUP INC.....		03/03/2014	BARCLAYS AMERICAN.....	302,000	11,011	XXX		L.....
039483 10 2	ARCHER-DANIELS-MIDLAND CO.....		03/03/2014	BARCLAYS AMERICAN.....	34,114,000	1,360,214	XXX		L.....
053015 10 3	AUTOMATIC DATA PROCESSING.....		03/03/2014	BARCLAYS AMERICAN.....	554,000	42,481	XXX		L.....
097023 10 5	BOEING CO/THE.....		03/03/2014	BARCLAYS AMERICAN.....	10,624,000	1,362,316	XXX		L.....
12572Q 10 5	CME GROUP INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,653,000	122,520	XXX		L.....
166764 10 0	CHEVRON CORP.....		03/03/2014	BARCLAYS AMERICAN.....	700,000	80,395	XXX		L.....
189054 10 9	CLOROX COMPANY.....		03/03/2014	BARCLAYS AMERICAN.....	15,711,000	1,360,043	XXX		L.....
191216 10 0	COCA-COLA CO/THE.....		03/03/2014	BARCLAYS AMERICAN.....	1,621,000	61,809	XXX		L.....
194162 10 3	COLGATE-PALMOLIVE CO.....		03/03/2014	BARCLAYS AMERICAN.....	937,000	58,310	XXX		L.....
291011 10 4	EMERSON ELECTRIC CO.....		03/03/2014	BARCLAYS AMERICAN.....	719,000	46,275	XXX		L.....
370334 10 4	GENERAL MILLS INC.....		03/03/2014	BARCLAYS AMERICAN.....	15,000	748	XXX		L.....
478160 10 4	JOHNSON & JOHNSON.....		03/03/2014	BARCLAYS AMERICAN.....	383,000	35,071	XXX		L.....
577081 10 2	MATTEL INC.....		03/03/2014	BARCLAYS AMERICAN.....	6,958,000	256,820	XXX		L.....
580135 10 1	MCDONALDS CORP.....		03/03/2014	BARCLAYS AMERICAN.....	229,000	21,602	XXX		L.....
594918 10 4	MICROSOFT CORP.....		03/03/2014	BARCLAYS AMERICAN.....	509,000	19,230	XXX		L.....
670346 10 5	NUCOR CORP.....		03/03/2014	BARCLAYS AMERICAN.....	481,000	23,843	XXX		L.....
713448 10 8	PEPSICO INC.....		03/03/2014	BARCLAYS AMERICAN.....	798,000	63,465	XXX		L.....
742718 10 9	PROCTER & GAMBLE CO/THE.....		03/03/2014	BARCLAYS AMERICAN.....	1,126,000	87,254	XXX		L.....
87612E 10 6	TARGET CORP.....		03/03/2014	BARCLAYS AMERICAN.....	162,000	10,039	XXX		L.....
88579Y 10 1	3M CO.....		03/03/2014	BARCLAYS AMERICAN.....	10,289,000	1,360,242	XXX		L.....
911312 10 6	UNITED PARCEL SERVICE-CL B.....		03/03/2014	BARCLAYS AMERICAN.....	889,000	85,157	XXX		L.....
92343V 10 4	VERIZON COMMUNICATIONS INC.....		03/03/2014	BARCLAYS AMERICAN.....	963,000	45,569	XXX		L.....
931142 10 3	WAL-MART STORES INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,505,000	111,566	XXX		L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					6,734,497	XXX	0	XXX.....
9799997	Total Common Stocks - Part 3.....					6,734,497	XXX	0	XXX.....
9799999	Total Common Stocks.....					6,734,497	XXX	0	XXX.....
9899999	Total Preferred and Common Stocks.....					6,734,497	XXX	0	XXX.....
9999999	Total Bonds, Preferred and Common Stocks.....					9,174,629	XXX	1,528	XXX.....

QE04

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	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 Desig- nation or Market Indicator (a)
										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.							
Bonds - U.S. Government																					
38373M 5G 1	GNR 2009-7 C.....		03/01/2014	MBS PAYMENT.....		56,830	56,830	59,245	56,839		(9)		(9)		56,830			0	277	07/16/2043	1.....
38373M 5U 0	GNR 2009-5 B.....		03/01/2014	MBS PAYMENT.....		3,359	3,359	3,304	3,358		1		1		3,359			0	28	08/16/2049	1.....
38374B LQ 4	GNR 2003-60 MA.....		03/01/2014	MBS PAYMENT.....		6,216	6,216	6,007	6,211		5		5		6,216			0	33	07/16/2033	1.....
38374K DC 4	GNR 2004-104 GA.....		03/01/2014	MBS PAYMENT.....		27,718	27,718	26,851	27,699		19		19		27,718			0	192	11/20/2034	1.....
38376G EZ 9	GNR 2010-13 AB.....		03/01/2014	MBS PAYMENT.....		188,162	188,162	189,602	188,162				0		188,162			0	1,041	02/16/2030	1.....
0599999. Total Bonds - U.S. Government.....						282,285	282,285	285,009	282,269		0		16		282,285			0	1,571	....XXX...	....XXX...
Bonds - U.S. States, Territories and Possessions																					
93974A H7 2	WASHINGTON ST.....		01/02/2014	CALLED BY ISSUER at 100.000		575,000	575,000	607,792	575,000				0		575,000			0	14,375	01/01/2015	1FE.....
1799999. Total Bonds - U.S. States, Territories and Possessions.....						575,000	575,000	607,792	575,000		0		0		575,000			0	14,375	....XXX...	....XXX...
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
018105 Y8 3	ALLEN TX INDEP SCH DIST.....		02/18/2014	CALLED BY ISSUER at 100.000		1,000,000	1,000,000	1,108,420	1,001,584		(1,584)		(1,584)		1,000,000			0	25,000	02/15/2017	1FE.....
660266 BG 1	N KANSAS CITY MO SCH DIST #74.....		03/12/2014	EXCHANGE.....		1,028,145	1,000,000	1,084,150	1,029,894		(1,748)		(1,748)		1,028,145			0	26,528	03/01/2021	1FE.....
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions.....						2,028,145	2,000,000	2,192,570	2,031,478		0		(3,332)		2,028,145			0	51,528	....XXX...	....XXX...
Bonds - U.S. Special Revenue and Special Assessment																					
31292L 5D 3	FG C04444.....		03/01/2014	MBS PAYMENT.....		44,668	44,668	46,608	44,686		(18)		(18)		44,668			0	254	01/01/2043	1.....
31294K RE 7	FG E01385.....		03/01/2014	MBS PAYMENT.....		10,791	10,791	10,717	10,789		2		2		10,791			0	81	06/01/2018	1.....
31294K ZT 5	FG E01654.....		03/01/2014	MBS PAYMENT.....		8,951	8,951	8,949	8,951				0		8,951			0	75	06/01/2019	1.....
312962 6K 4	FG B10874.....		03/01/2014	MBS PAYMENT.....		11,976	11,976	11,929	11,974		2		2		11,976			0	96	11/01/2018	1.....
312962 WC 3	FG B10643.....		03/01/2014	MBS PAYMENT.....		14,871	14,871	15,126	14,877		(7)		(7)		14,871			0	118	11/01/2018	1.....
312964 6W 4	FG B12685.....		03/01/2014	MBS PAYMENT.....		17,380	17,380	17,557	17,384		(4)		(4)		17,380			0	145	02/01/2019	1.....
312964 UH 0	FG B12384.....		03/01/2014	MBS PAYMENT.....		13,711	13,711	13,844	13,714		(3)		(3)		13,711			0	102	02/01/2019	1.....
312968 5L 0	FG B16251.....		03/01/2014	MBS PAYMENT.....		14,338	14,338	14,520	14,341		(3)		(3)		14,338			0	119	07/01/2019	1.....
31297H YK 9	FG A29714.....		03/01/2014	MBS PAYMENT.....		2,179	2,179	2,165	2,179				0		2,179			0	18	01/01/2030	1.....
31297U Y8 7	FG A38835.....		03/01/2014	MBS PAYMENT.....		14,828	14,828	14,636	14,823		5		5		14,828			0	110	05/01/2035	1.....
31371K 2R 1	FN 254684.....		03/01/2014	MBS PAYMENT.....		9,890	9,890	10,058	9,893		(3)		(3)		9,890			0	80	03/01/2018	1.....
31371K Y4 7	FN 254631.....		03/01/2014	MBS PAYMENT.....		8,844	8,844	9,003	8,847		(3)		(3)		8,844			0	72	02/01/2018	1.....
31376K B3 9	FN 357458.....		03/01/2014	MBS PAYMENT.....		4,204	4,204	4,223	4,205				0		4,204			0	30	11/01/2018	1.....
31385X GU 5	FN 555611.....		03/01/2014	MBS PAYMENT.....		3,443	3,443	3,459	3,443				0		3,443			0	25	07/01/2018	1.....
31390V K3 7	FN 657414.....		03/01/2014	MBS PAYMENT.....		8,950	8,950	9,263	8,956		(6)		(6)		8,950			0	81	11/01/2017	1.....
31391H 2X 1	FN 667790.....		03/01/2014	MBS PAYMENT.....		5,511	5,511	5,610	5,513		(2)		(2)		5,511			0	42	02/01/2018	1.....
31391Y 5W 3	FN 681361.....		03/01/2014	MBS PAYMENT.....		8,635	8,635	8,792	8,639		(4)		(4)		8,635			0	70	03/01/2018	1.....
31393E B3 2	FNR 2003-94 CE.....		03/01/2014	MBS PAYMENT.....		3,114	3,114	3,184	3,115		(1)		(1)		3,114			0	23	10/25/2033	1.....
31394C CH 3	FNR 2005-3 HC.....		03/01/2014	MBS PAYMENT.....		54,548	54,548	52,805	54,502		46		46		54,548			0	392	01/25/2035	1.....
31395P EM 0	FHR 2952 PA.....		03/01/2014	MBS PAYMENT.....		15,889	15,889	15,482	15,882		7		7		15,889			0	130	02/15/2035	1.....
31398N XW 9	FNA 2010-M5 A1.....		03/01/2014	MBS PAYMENT.....		224,411	224,411	225,533	224,455		(43)		(43)		224,411			0	1,219	07/25/2020	1.....

QE05

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	For eig n	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)
31400J	GV 5 FN 688812.....		03/01/2014	MBS PAYMENT.....		6,633	6,633	6,746	6,635		(2)		(2)		6,633			0	56	02/01/2018	1.....
31400P	BE 4 FN 693137.....		03/01/2014	MBS PAYMENT.....		11,852	11,852	12,065	11,855		(4)		(4)		11,852			0	95	03/01/2018	1.....
31401B	P5 8 FN 703444.....		03/01/2014	MBS PAYMENT.....		2,437	2,437	2,494	2,438		(1)		(1)		2,437			0	21	05/01/2018	1.....
31401L	E6 6 FN 711257.....		03/01/2014	MBS PAYMENT.....		3,669	3,669	3,690	3,669				0		3,669			0	31	07/01/2018	1.....
31401M	CE 9 FN 712069.....		03/01/2014	MBS PAYMENT.....		55,170	55,170	55,135	55,168		2		2		55,170			0	381	07/01/2018	1.....
31402J	2C 0 FN 730771.....		03/01/2014	MBS PAYMENT.....		24,784	24,784	25,171	24,795		(11)		(11)		24,784			0	218	08/01/2018	1.....
31402Q	4B 4 FN 735318.....		03/01/2014	MBS PAYMENT.....		14,462	14,462	14,308	14,458		4		4		14,462			0	107	11/01/2019	1.....
31402R	LY 3 FN 735743.....		03/01/2014	MBS PAYMENT.....		25,632	25,632	25,356	25,625		7		7		25,632			0	187	08/01/2020	1.....
31404D	ED 6 FN 765232.....		03/01/2014	MBS PAYMENT.....		10,654	10,654	10,734	10,656		(2)		(2)		10,654			0	66	02/01/2019	1.....
31404S	TP 0 FN 777358.....		03/01/2014	MBS PAYMENT.....		8,051	8,051	7,980	8,050		2		2		8,051			0	52	05/01/2019	1.....
31405S	HL 1 FN 797735.....		03/01/2014	MBS PAYMENT.....		24,746	24,746	25,140	24,752		(5)		(5)		24,746			0	160	02/01/2020	1.....
31417C	MW 2 FN AB5772.....		03/01/2014	MBS PAYMENT.....		110,023	110,023	115,619	110,119		(95)		(95)		110,023			0	611	08/01/2027	1.....
31417E	CK 5 FN AB7273.....		03/01/2014	MBS PAYMENT.....		42,323	42,323	44,181	42,341		(18)		(18)		42,323			0	229	12/01/2042	1.....
31417E	VQ 1 FN AB7822.....		03/01/2014	MBS PAYMENT.....		126,011	126,011	130,559	126,082		(71)		(71)		126,011			0	507	02/01/2028	1.....
31417F	NN 4 FN AB8496.....		03/01/2014	MBS PAYMENT.....		133,679	133,679	138,546	133,752		(73)		(73)		133,679			0	520	02/01/2028	1.....
31418A	PX 0 FN MA1337.....		03/01/2014	MBS PAYMENT.....		75,196	75,196	77,934	75,241		(45)		(45)		75,196			0	320	02/01/2028	1.....
31419A	K2 2 FN AE0312.....		03/01/2014	MBS PAYMENT.....		31,016	31,016	31,940	31,033		(16)		(16)		31,016			0	181	09/01/2040	1.....
31419G	XX 7 FN AE6093.....		03/01/2014	MBS PAYMENT.....		13,625	13,625	14,133	13,632		(7)		(7)		13,625			0	100	10/01/2025	1.....
60415N	XR 8 MINNESOTA ST HSG FIN AGY.....		01/02/2014	CALLED BY ISSUER at 100.000.....		55,000	55,000	57,034	55,267		(267)		(267)		55,000			0	1,375	01/01/2036	1FE.....
65821F	CM 6 NORTH CAROLINA ST HSG FIN AGY.....		01/02/2014	CALLED BY ISSUER at 100.000.....		65,000	65,000	67,010	65,000				0		65,000			0	1,381	07/01/2034	1FE.....
93978K	3L 0 WASHINGTON ST HSG FIN COMMISSI.....		01/29/2014	CALLED BY ISSUER at 100.000.....		10,000	10,000	10,261	10,014		(14)		(14)		10,000			0	68	12/01/2025	1FE.....
3199999	Total Bonds - U.S. Special Revenue and Special Assessment.....					1,351,095	1,351,095	1,379,499	1,351,750	0	(651)	0	(651)	0	1,351,095	0	0	0	9,948	XXX...	XXX...

QE05.1

Bonds - Industrial and Miscellaneous

00253C	HW 0 AMT 2002-2 A2.....		03/01/2014	MBS PAYMENT.....		253	253	253	253				0		253			0	2	03/25/2033	1FM.....
00441R	AJ 6 ACERV 2001-RV1 E.....		03/20/2014	VARIOUS.....		46,886	46,886	36,094	36,094				0		36,094		10,792	10,792	1,038	09/20/2021	5Z.....
12572Q	AD 7 CME GROUP INC.....		02/15/2014	MATURITY.....		200,000	200,000	199,678	199,991		9		9		200,000			0	5,750	02/15/2014	1FE.....
126380	AB 0 CSMC 2006-9 2A1.....		03/01/2014	MBS PAYMENT.....		23,406	23,406	22,807	23,418		(12)		(12)		23,406			0	212	02/01/2038	1FM.....
22541N	UA 5 CSFB 2002-30 DB1.....		03/01/2014	MBS PAYMENT.....		4,280	4,280	4,360	4,280				0		4,280			0	49	11/25/2032	2FM.....
225458	PD 4 CSFB 2005-AGE1 B3.....		03/30/2014	VARIOUS.....		3,392	3,392	3,080	2,488	904			904		3,392			0		02/25/2032	1FM.....
31846L	BT 2 FAMLT 1998-1F NOTE.....		03/01/2014	MBS PAYMENT.....		309	309	319	309				0		309			0	3	06/20/2029	1FM.....
32054Y	AC 7 FIB 2000-1 A.....		03/18/2014	MBS PAYMENT.....		1,710	1,710	353					0				1,710	1,710		07/15/2026	6FE.....
456606	DD 1 INHEL 2001-C M2.....		03/30/2014	VARIOUS.....		1,654	1,654	1,482	1,654				0		1,654			0		12/25/2032	1FM.....
466157	AC 8 WENT5 2001-AA A2.....		03/15/2014	MBS PAYMENT.....		8,566	8,566	8,610	8,566				0		8,566			0	97	08/15/2026	1FE.....
478366	AV 9 JOHNSON CONTROLS INC.....		03/01/2014	MATURITY.....		850,000	850,000	849,720	849,985		15		15		850,000			0	7,438	03/01/2014	2FE.....
55265K	T4 1 MASTR 2003-10 3A1.....		03/01/2014	MBS PAYMENT.....		12,281	12,281	12,413	12,283		(2)		(2)		12,281			0	133	11/25/2033	1FM.....
68389F	EY 6 OOMLT 2004-1 M7.....		03/30/2014	VARIOUS.....		1,316	1,316	1,162	252	1,065			1,065		1,316			0		01/25/2034	6FM.....

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	For eign	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)
68619A AG 2	ORGN 2001-A M1.....		03/30/2014	VARIOUS.....		3,588	3,588	1,753	3,588				0		3,588			0		03/15/2032	6FE....
86358R EA 1	SASC 2001-SB1 B1.....		03/01/2014	MBS PAYMENT.....		3,014	3,014	2,420	3,070		(57)		(57)		3,014			0	18	08/25/2031	1FM....
86359A ME 0	SASC 2003-AL1 A.....		03/01/2014	MBS PAYMENT.....		7,271	7,271	6,966	7,266		5		5		7,271			0	40	04/25/2031	1FM....
88576P AB 9	HENDR 2003-AA NOTE.....		03/15/2014	MBS PAYMENT.....		10,986	10,986	10,985	10,966		20		20		10,986			0	76	11/15/2033	1FE....
88166D AA 4	TEVA PHARM FIN III.....	F	03/21/2014	MATURITY.....		400,000	400,000	399,768	399,982		18		18		400,000			0	3,400	03/21/2014	1FE....
3899999. Total Bonds - Industrial and Miscellaneous.....						1,578,912	1,578,912	1,562,223	1,564,445	1,969	(4)	0	1,965	0	1,566,410	0	12,502	12,502	18,256	XXX...	XXX...
8399997. Total Bonds - Part 4.....						5,815,437	5,787,292	6,027,093	5,804,942	1,969	(3,971)	0	(2,002)	0	5,802,935	0	12,502	12,502	95,678	XXX...	XXX...
8399999. Total Bonds.....						5,815,437	5,787,292	6,027,093	5,804,942	1,969	(3,971)	0	(2,002)	0	5,802,935	0	12,502	12,502	95,678	XXX...	XXX...
Preferred Stocks - Industrial and Miscellaneous																					
02005N 60 5	ALLY FINANCIAL INC.....		02/04/2014	BARCLAYS AMERICAN.....	27,000	26,021	1,000.00	8,454	8,454				0		8,454		17,567	17,567	488	XXX...	P4UFE.
8499999. Total Preferred Stocks - Industrial and Miscellaneous.....						26,021	XXX	8,454	8,454	0	0	0	0	0	8,454	0	17,567	17,567	488	XXX...	XXX...
8999997. Total Preferred Stocks - Part 4.....						26,021	XXX	8,454	8,454	0	0	0	0	8,454	0	17,567	17,567	488	XXX...	XXX...	
8999999. Total Preferred Stocks.....						26,021	XXX	8,454	8,454	0	0	0	0	8,454	0	17,567	17,567	488	XXX...	XXX...	
Common Stocks - Industrial and Miscellaneous																					
002824 10 0	ABBOTT LABORATORIES.....		03/03/2014	BARCLAYS AMERICAN.....	1,235,000	48,559	XXX	47,105	47,338	(232)			(232)		47,105		1,454	1,454	272	XXX...	L.....
00287Y 10 9	ABBVIE INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,011,000	50,630	XXX	38,236	53,391	(15,155)			(15,155)		38,236		12,394	12,394	404	XXX...	L.....
032654 10 5	ANALOG DEVICES INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,447,000	73,174	XXX	69,969	73,696	(3,727)			(3,727)		69,969		3,205	3,205	535	XXX...	L.....
071813 10 9	BAXTER INTERNATIONAL INC.....		03/03/2014	BARCLAYS AMERICAN.....	229,000	15,773	XXX	15,792	15,927	(135)			(135)		15,792		(19)	(19)	112	XXX...	L.....
219350 10 5	CORNING INC.....		03/03/2014	BARCLAYS AMERICAN.....	8,556,000	162,818	XXX	102,415	152,468	(50,053)			(50,053)		102,415		60,403	60,403	856	XXX...	L.....
260543 10 3	DOW CHEMICAL CO/THE.....		03/03/2014	BARCLAYS AMERICAN.....	34,021,000	1,647,523	XXX	1,173,421	1,510,532	(337,111)			(337,111)		1,173,421		474,102	474,102	10,887	XXX...	L.....
263534 10 9	DU PONT (E.I.) DE NEMOURS.....		03/03/2014	BARCLAYS AMERICAN.....	1,514,000	99,741	XXX	72,082	98,365	(26,283)			(26,283)		72,082		27,659	27,659	681	XXX...	L.....
30231G 10 2	EXXON MOBIL CORP.....		03/03/2014	BARCLAYS AMERICAN.....	307,000	29,315	XXX	27,553	31,068	(3,515)			(3,515)		27,553		1,762	1,762	193	XXX...	L.....
369550 10 8	GENERAL DYNAMICS CORP.....		03/03/2014	BARCLAYS AMERICAN.....	2,636,000	291,537	XXX	171,735	251,870	(80,134)			(80,134)		171,735		119,801	119,801	1,476	XXX...	L.....
438516 10 6	HONEYWELL INTERNATIONAL INC.....		03/03/2014	BARCLAYS AMERICAN.....	15,462,000	1,447,071	XXX	1,088,158	1,412,763	(324,605)			(324,605)		1,088,158		358,913	358,913	6,958	XXX...	L.....
452308 10 9	ILLINOIS TOOL WORKS.....		03/03/2014	BARCLAYS AMERICAN.....	582,000	47,624	XXX	36,579	48,935	(12,356)			(12,356)		36,579		11,046	11,046	244	XXX...	L.....
458140 10 0	INTEL CORP.....		03/03/2014	BARCLAYS AMERICAN.....	2,121,000	51,942	XXX	44,944	55,061	(10,117)			(10,117)		44,944		6,998	6,998	477	XXX...	L.....
459200 10 1	INTL BUSINESS MACHINES CORP.....		03/03/2014	BARCLAYS AMERICAN.....	309,000	56,932	XXX	54,844	57,959	(3,115)			(3,115)		54,844		2,088	2,088	294	XXX...	L.....
494368 10 3	KIMBERLY-CLARK CORP.....		03/03/2014	BARCLAYS AMERICAN.....	314,000	34,235	XXX	28,339	32,800	(4,462)			(4,462)		28,339		5,896	5,896	254	XXX...	L.....
50076Q 10 6	KRAFT FOODS GROUP INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,053,000	58,009	XXX	57,862	56,778	1,085			1,085		57,862		146	146	553	XXX...	L.....
532457 10 8	ELI LILLY & CO.....		03/03/2014	BARCLAYS AMERICAN.....	4,106,000	242,332	XXX	222,176	209,406	12,770			12,770		222,176		20,156	20,156	2,012	XXX...	L.....
539830 10 9	LOCKHEED MARTIN CORP.....		03/03/2014	BARCLAYS AMERICAN.....	1,432,000	234,185	XXX	124,613	212,881	(88,268)			(88,268)		124,613		109,573	109,573	1,905	XXX...	L.....
58933Y 10 5	MERCK & CO. INC.....		03/03/2014	BARCLAYS AMERICAN.....	3,091,000	174,360	XXX	128,091	154,705	(26,614)			(26,614)		128,091		46,269	46,269	1,360	XXX...	L.....
655844 10 8	NORFOLK SOUTHERN CORP.....		03/03/2014	BARCLAYS AMERICAN.....	15,375,000	1,410,593	XXX	1,076,861	1,427,261	(350,400)			(350,400)		1,076,861		333,732	333,732	8,303	XXX...	L.....
674599 10 5	OCCIDENTAL PETROLEUM CORP.....		03/03/2014	BARCLAYS AMERICAN.....	186,000	17,863	XXX	16,446	17,689	(1,242)			(1,242)		16,446		1,417	1,417	119	XXX...	L.....
717081 10 3	PFIZER INC.....		03/03/2014	BARCLAYS AMERICAN.....	437,000	13,971	XXX	13,914	13,385	529			529		13,914		57	57	114	XXX...	L.....
755111 50 7	RAYTHEON COMPANY.....		03/03/2014	BARCLAYS AMERICAN.....	1,696,000	166,527	XXX	90,770	153,827	(63,057)			(63,057)		90,770		75,757	75,757	933	XXX...	L.....

QE052

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	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 Desig- nation or Market Indicator (a)
										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.							
761713 10 6	REYNOLDS AMERICAN INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,607.000	85,619	XXX	70,499	80,334	(9,835)			(9,835)		70,499		15,120	15,120	1,012	XXX	L.....
871829 10 7	SYSCO CORP.....		03/03/2014	BARCLAYS AMERICAN.....	3,010.000	108,328	XXX	101,160	108,661	(7,501)			(7,501)		101,160		7,168	7,168	873	XXX	L.....
882508 10 4	TEXAS INSTRUMENTS INC.....		03/03/2014	BARCLAYS AMERICAN.....	1,423.000	63,422	XXX	49,135	62,484	(13,348)			(13,348)		49,135		14,287	14,287	427	XXX	L.....
913017 10 9	UNITED TECHNOLOGIES CORP.....		03/03/2014	BARCLAYS AMERICAN.....	723.000	84,409	XXX	64,542	82,277	(17,735)			(17,735)		64,542		19,867	19,867	427	XXX	L.....
9099999	Total Common Stocks - Industrial and Miscellaneous.....					6,716,492	XXX	4,987,241	6,421,861	(1,434,616)	0	0	(1,434,616)	0	4,987,241	0	1,729,251	1,729,251	41,681	XXX	XXX
9799997	Total Common Stocks - Part 4.....					6,716,492	XXX	4,987,241	6,421,861	(1,434,616)	0	0	(1,434,616)	0	4,987,241	0	1,729,251	1,729,251	41,681	XXX	XXX
9799999	Total Common Stocks.....					6,716,492	XXX	4,987,241	6,421,861	(1,434,616)	0	0	(1,434,616)	0	4,987,241	0	1,729,251	1,729,251	41,681	XXX	XXX
9899999	Total Preferred and Common Stocks.....					6,742,513	XXX	4,995,695	6,430,315	(1,434,616)	0	0	(1,434,616)	0	4,995,695	0	1,746,818	1,746,818	42,169	XXX	XXX
9999999	Total Bonds, Preferred and Common Stocks.....					12,557,950	XXX	11,022,788	12,235,257	(1,432,647)	(3,971)	0	(1,436,618)	0	10,798,630	0	1,759,320	1,759,320	137,847	XXX	XXX

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

QE05.3

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt A-Sn 1-Footer A
NONE**

**Sch. DB-Pt A-Sn 1-Footer B
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1-Footer A
NONE**

**Sch. DB-Pt B-Sn 1-Footer B
NONE**

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

**Sch. DB-Pt D-Sn 1
NONE**

**Sch. DB-Pt D-Sn 2
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
JPMorgan Chase Bank, N.A..... Columbus, OH.....					4,711,776	3,457,752	4,711,776	XXX..
Wells Fargo..... Jacksonville, FL.....					686	786	686	XXX..
0199999. Total Open Depositories.....	...XXX...	...XXX...	0	0	4,712,462	3,458,538	4,712,462	XXX..
0399999. Total Cash on Deposit.....	...XXX...	...XXX...	0	0	4,712,462	3,458,538	4,712,462	XXX..
0599999. Total Cash.....	...XXX...	...XXX...	0	0	4,712,462	3,458,538	4,712,462	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
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NONE

QE13