PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

1275020142010010102

QUARTERLY STATEMENT

As of June 30, 2014

of the Condition and Affairs of the

EVERGREEN NATIONAL INDEMNITY COMPANY

NAIC Group Code..... , NAIC Company Code..... 12750 Employer's ID Number..... 36-2467238
(Current Period) (Prior Period)

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

Incorporated/Organized..... December 30, 1939 Commenced Business..... January 1, 1940

Statutory Home Office 6140 PARKLAND BLVD, STE 321….. MAYFIELD HEIGHTS ..... OH ..... US 44124
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 6140 PARKLAND BLVD, STE 321….. MAYFIELD HEIGHTS ..... OH ..... US 44124440-229-3420
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 6140 PARKLAND BLVD, STE 321….. MAYFIELD HEIGHTS ..... OH ..... US 44124
(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 6140 PARKLAND BLVD, STE 321….. MAYFIELD HEIGHTS ..... OH ..... US 44124440-229-3403
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address

Statutory Statement Contact DAVID ALAN CANZONE 440-229-3403
(Name) (Area Code) (Telephone Number) (Extension)
dcanzone@evergreen-national.com 440-229-3421
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. CHARLES DELL HAMM JR.	PRESIDENT	2. DAVID ALAN CANZONE	CFO/TREASURER
3. WAN CHEN COLLIER	SECRETARY	4. MATTHEW TRACY TUCKER	COO

OTHER

CRAIG LANGJAHR STOUT VICE PRESIDENT

DIRECTORS OR TRUSTEES

CHARLES DELL HAMM JR. CRAIG LANGJAHR STOUT EDWARD FARRELL FEIGHAN DAVID ALAN CANZONE
ROSWELL PAINE ELLIS

State of..... Ohio
County of..... Cuyahoga

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

(Signature)	(Signature)	(Signature)
CHARLES DELL HAMM JR.	DAVID ALAN CANZONE	WAN CHEN COLLIER
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
PRESIDENT	CFO/TREASURER	SECRETARY
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____

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

ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	18,086,201		18,086,201	19,384,634
2. Stocks:				
2.1 Preferred stocks	840,613		840,613	855,180
2.2 Common stocks	293,923		293,923	291,347
3. Mortgage loans on real estate:				
3.1 First liens	845,265		845,265	850,000
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 $.....0 encumbrances)			0	
5. Cash ($.....9,316,460), cash equivalents ($.....0) and short-term investments ($.....12,294,702)	21,611,162		21,611,162	22,623,743
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	500,000		500,000	500,000
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	42,177,164	0	42,177,164	44,504,904
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	234,760		234,760	241,171
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	2,372,314		2,372,314	2,112,328
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	348,252	62,365	285,887	263,255
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon	581,385		581,385	
18.2 Net deferred tax asset	741,676	253,641	488,035	476,523
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	25,000	11,995	13,005	14,965
21. Furniture and equipment, including health care delivery assets ($.....0)	2,026	2,026	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates			0	
24. Health care ($.....0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	73,026	41,544	31,482	69
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	46,555,603	371,570	46,184,032	47,613,215
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	46,555,603	371,570	46,184,032	47,613,215

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 Receivable	31,482		31,482	69
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	41,544	41,544	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	73,026	41,544	31,482	69

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....798,269)	2,240,434	2,251,851
2.	Reinsurance payable on paid losses and loss adjustment expenses		
3.	Loss adjustment expenses	1,237,095	1,214,168
4.	Commissions payable, contingent commissions and other similar charges		
5.	Other expenses (excluding taxes, licenses and fees)	151,155	236,518
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)		239,261
7.1	Current federal and foreign income taxes (including $.....0 on realized capital gains (losses))		227,889
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 $.....9,913,003 and including warranty reserves of $.....62,285 and accrued accident and health experience rating refunds including $.....0 for medical loss ratio rebate per the Public Health Service Act	5,140,715	4,971,438
10.	Advance premium		
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	3,362,658	3,388,542
13.	Funds held by company under reinsurance treaties		
14.	Amounts withheld or retained by company for account of others	369	1,230
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		
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	1,232,174	1,221,458
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	13,364,600	13,752,355
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	13,364,600	13,752,355
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock	3,018,004	3,018,004
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	25,841,820	25,841,820
35.	Unassigned funds (surplus)	3,959,608	5,001,036
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)	32,819,432	33,860,860
38.	Totals (Page 2, Line 28, Col. 3)	46,184,032	47,613,215
	DETAILS OF WRITE-INS		
2501.	Unrestricted Collateral	1,008,736	911,119
2502.	Pledged as Collateral	223,438	310,339
2503.			
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)	1,232,174	1,221,458
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 $.....14,046,706)	16,031,442	15,843,544	32,322,773
1.2 Assumed (written $.....2,380,787)	1,987,367	2,325,803	4,246,161
1.3 Ceded (written $.....10,595,041)	12,355,634	12,093,956	24,686,795
1.4 Net (written $.....5,832,452)	5,663,175	6,075,391	11,882,139
DEDUCTIONS:			
2. Losses incurred (current accident year $.....798,269):			
2.1 Direct	111,435	318,630	(723,551)
2.2 Assumed	29,266	58,497	(65,531)
2.3 Ceded	147,851	306,404	(728,769)
2.4 Net	(7,150)	70,723	(60,313)
3. Loss adjustment expenses incurred	16,476	84,995	(102,350)
4. Other underwriting expenses incurred	5,830,958	4,663,618	8,988,221
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	5,840,284	4,819,336	8,825,558
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(177,109)	1,256,055	3,056,581
INVESTMENT INCOME			
9. Net investment income earned	382,410	415,924	783,313
10. Net realized capital gains (losses) less capital gains tax of $.....0	(15,023)	91,463	126,603
11. Net investment gain (loss) (Lines 9 + 10)	367,387	507,387	909,916
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered $.....0 amount charged off $.....0)	0		
13. Finance and service charges not included in premiums			
14. Aggregate write-ins for miscellaneous income	540	13,045	10,252
15. Total other income (Lines 12 through 14)	540	13,045	10,252
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	190,818	1,776,487	3,976,749
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)	190,818	1,776,487	3,976,749
19. Federal and foreign income taxes incurred	70,726	579,244	1,309,962
20. Net income (Line 18 minus Line 19) (to Line 22)	120,092	1,197,243	2,666,787
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	33,860,860	33,651,831	33,651,831
22. Net income (from Line 20)	120,092	1,197,243	2,666,787
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....0	38,010	(6,181)	(38,123)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	11,511	(33,177)	(497,467)
27. Change in nonadmitted assets	38,960	89,260	527,832
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			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(1,250,000)	(1,250,000)	(2,450,000)
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)	(1,041,428)	(2,855)	209,029
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	32,819,432	33,648,976	33,860,860
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	540	13,045	10,252
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)	540	13,045	10,252
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	5,546,582	5,657,590	11,937,938
2.	Net investment income	449,009	492,675	938,162
3.	Miscellaneous income	540	13,045	10,252
4.	Total (Lines 1 through 3)	5,996,131	6,163,310	12,886,352
5.	Benefit and loss related payments	26,899	77,313	(18,306)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	6,149,131	8,637,984	12,800,416
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	880,000	772,171	1,275,000
10.	Total (Lines 5 through 9)	7,056,030	9,487,468	14,057,110
11.	Net cash from operations (Line 4 minus Line 10)	(1,059,899)	(3,324,158)	(1,170,758)
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	1,716,936	3,876,831	6,467,045
	12.2 Stocks	50,000	651,031	1,085,469
	12.3 Mortgage loans	4,735		
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,771,671	4,527,862	7,552,514
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	493,713	3,253,629	4,987,863
	13.2 Stocks		399,299	399,299
	13.3 Mortgage loans		850,000	850,000
	13.4 Real estate			
	13.5 Other invested assets		500,000	500,000
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)	493,713	5,002,928	6,737,162
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)	1,277,958	(475,066)	815,352
	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			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders	1,250,000	1,250,000	2,450,000
	16.6 Other cash provided (applied)	19,360	87,976	365,548
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(1,230,640)	(1,162,024)	(2,084,452)
	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)	(1,012,581)	(4,961,248)	(2,439,858)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	22,623,743	25,063,601	25,063,601
	19.2 End of period (Line 18 plus Line 19.1)	21,611,162	20,102,352	22,623,743

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

20.0001				

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

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

The Department recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Ohio insurance law. The Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. In addition, the Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices.

	State of Domicile	2014	2013
NET INCOME			
(1) EVERGREEN NATIONAL INDEMNITY COMPANY state basis (Page 4, Line 20, Columns 1 & 3)	OHIO	120,092	2,666,787
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 – 2 – 3 = 4)	OHIO	120,092	2,666,787
SURPLUS			
(5) CompName#CompName state basis (Page 3, line 37, Columns 1 & 2)	OHIO	32,819,432	33,860,860
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	OHIO	32,819,432	33,860,860

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

D. Loan-Backed Securities

(1)

(2)		1 Amortized Cost Basis Before Other-than-Temporary Impairment	2 Other-than-Temporary Impairment Recognized in Loss	3 Fair Value 1 – 2
OTTI recognized 1st Quarter				
a.	Intent to sell			
b.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
c.	Total 1st Quarter	None		
OTTI recognized 2nd Quarter				
d.	Intent to sell			
e.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
f.	Total 2nd Quarter	None		
OTTI recognized 3rd Quarter				
g.	Intent to sell			
h.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
i.	Total 4th Quarter			
OTTI recognized 4th Quarter				
j.	Intent to sell			

NOTES TO FINANCIAL STATEMENTS

k.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
l.	Total 4th Quarter			
m.	Annual aggregate total	XXX		XXX

(3) Recognized OTTI securities

CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at Time of OTTI	Date of Financial Statement Where Reported
Total						

(4) All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains): None

a.	The aggregate amount of unrealized losses:	1.	Less than 12 Months	
		2.	12 Months or Longer	
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than12 Months	
		2.	12 Months or Longer	

E. Repurchase Agreements and/or Securities Lending Transactions

(3) Collateral Received - Not Applicable

b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged

I. Working Capital Finance Investments - Not Applicable

(2) Aggregate Maturity Distribution on the Underlying Working Capital Finance Programs

		Book/Adjusted Carrying Value
(a)	Up to 180 Days	
(b)	181 to 365 Days	
(c)	Total	

(3)

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

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

Effective August 1, 2014, ProAlliance Corporation and its shareholders entered into a stock purchase agreement with Stillwater Insurance Company (SIC). According to the agreement, SIC purchased 90% of the issued and outstanding capital stock of ProAlliance Corporation. The agreement was approved on July 29, 2014 by the Ohio Department of Insurance.

Note 11 - Debt

B. FHLB (Federal Home Loan Bank) Agreements -Not Applicable

(1)

(2) a. FHLB Capital Stock – Aggregate Totals

1. Current Year

		1 Total 2 + 3	2 General Account	3 Protected Cell Accounts
(a)	Membership Stock – Class A			
(b)	Membership Stock – Class B			

NOTES TO FINANCIAL STATEMENTS

		1 Total 2 + 3	2 General Account	3 Protected Cell Accounts
(c)	Activity Stock			
(d)	Excess Stock			
(e)	Aggregate Total			
(f)	Actual or estimated borrowing capacity as determined by the insurer		XXX	XXX

2. Prior Year

		1 Total 2 + 3	2 General Account	3 Protected Cell Accounts
(a)	Membership Stock – Class A			
(b)	Membership Stock – Class B			
(c)	Activity Stock			
(d)	Excess Stock			
(e)	Aggregate Total			
(f)	Actual or estimated borrowing capacity as determined by the insurer		XXX	XXX

b. Membership Stock (Class A and B) Eligible for Redemption

		Current Period Total	Not Eligible for Redemption	Less Than 6 Months	6 Months to Less than 1 Year	1 to Less than 3 Years	3 to 5 Years
1.	Class A						
2.	Class B						

(3) Collateral Pledged to FHLB

a. Amount Pledged as of Reporting Date

1. Current Period Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

2. Current Period General Account

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

3. Current Period Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

4. Prior Year Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

b. Maximum Amount Pledged During Reporting Period

1. Current Period Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

2. Current Period General Account

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

3. Current Period Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

4. Prior Year Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

(4) Borrowing from FHLB

a. Amount as of the Reporting Date

1. Current Year

		1 Total 2 + 3	2 General Account	3 Protected Cell Account	4 Funding Agreements Established
(a)	Debt				
(b)	Funding Agreements				
(c)	Other				
(d)	Aggregate Total				

NOTES TO FINANCIAL STATEMENTS

2. Prior Year-end

		1 Total 2 + 3	2 General Account	3 Protected Cell Account	4 Funding Agreements Established
(a)	Debt				
(b)	Funding Agreements				
(c)	Other				
(d)	Aggregate Total				

b. Maximum Amount During Reporting Period (Current Year)

		1 Total 2 + 3	2 General Account	3 Protected Cell Account
1.	Debt			
2.	Funding Agreements			
3.	Other			
4.	Aggregate Total			

c. FHLB Prepayment Obligations

		Does the company have prepayment obligations under the following arrangements?
1.	Debt	
2.	Funding Agreements	
3.	Other	

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

A. Defined Benefit Plan -Not Applicable

(1)

(2)

(3)

(4)	Components of net periodic benefit cost		Pension Benefits		Postretirement Benefits		Postemployment	
			2014	2013	2014	2013	2014	2013
	a.	Service cost						
	b.	Interest cost						
	c.	Expected return on plan assets						
	d.	Transition asset or obligation						
	e.	Gains and losses						
	f.	Prior service cost or credit						
	g.	Gain or loss recognized due to a settlements curtailment						
	h.	Total net periodic benefit cost						

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

On April 16, 2014, the Company declared an ordinary dividend of $1,250,000. The cash dividend was paid April 28, 2014.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

B. Transfer and Servicing of Financial Assets -Not Applicable

(2)

b.

NOTES TO FINANCIAL STATEMENTS

(4)

a.

b.

C. Wash Sales -Not Applicable

(1)

(2) The details by NAIC designation 3 or below, or unrated of securities sold during the current period, 2014 and reacquired within 30 days of the sale date are:

Description	NAIC Designation	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain/(Loss)

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

No significant change.

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

No significant change.

Note 20 - Fair Value

A.

(1) Fair Value Measurements at Reporting Date

Assets at Fair Value	Level 1	Level 2	Level 3	Total
Preferred Stocks		454,173		454,173
Common Stocks	86,810	17,619	189,494	293,923
Total	86,810	471,792	189,494	748,096

Liabilities at Fair Value	Level 1	Level 2	Level 3	Total
Total				

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

a. Assets	Beginning Balance at Period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
Common Stocks	189,494									189,494
Total	189,494									189,494

b. Liabilities	Beginning Balance at Period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
Total										

(3)

(4)

(5)

B.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Total						

D. Not Practicable to Estimate Fair Value

Type of Class or Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
		0.000		
Total				

Note 21 - Other Items

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

NOTES TO FINANCIAL STATEMENTS

Note 22 - Events Subsequent

Effective August 1, 2014, ProAlliance Corporation and its shareholders entered into a stock purchase agreement with Stillwater Insurance Company (SIC). According to the agreement, SIC purchased 90% of the issued and outstanding capital stock of ProAlliance Corporation. The agreement was approved on July 29, 2014 by the Ohio Department of Insurance.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

F. Risk Sharing Provisions of the Affordable Care Act -Not Applicable

(1) Permanent Risk Adjustment Program

Assets	Amount
a. Premium adjustments receivable	$
Liabilities	
b. Risk adjustment user fees payable	$
c. Premium adjustments payable	$
Operations (Revenue & Expense)	
d. Premium for accident and health contracts (written/collected)	$

(2) Transitional Reinsurance Program

Assets	
a. Amounts recoverable for claims paid	$
b. Amounts recoverable for claims unpaid	$
c. Amounts receivable relating to uninsured plans	$
Liabilities	
d. Claims unpaid-ceded	$
e. Contributions payable-not reported as ceded premium	$
f. Ceded reinsurance premiums payable	$
g. Liability for amounts held under uninsured plans	$
Operations (Revenue & Expense)	
h. Ceded reinsurance premiums	$
i. Reinsurance recoveries	$
j. Contributions-not reported as ceded premium	$

(3) Temporary Risk Corridors Program

Assets	
a. Accrued retrospective premium	$
Liabilities	
b. Reserve for rate credits or policy experience rating refunds	$
Operations (Revenue & Expense)	
c. Net premium income (paid/received)	$
d. Change in reserves for rate credits	$

(4) Have there been any material re-estimations and/or impairments for the reporting period **Yes/No**

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were $3.46 million. As of June 30, 2014, $(2) thousand has been paid for net incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $2.53 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on the landfill and contract lines of business. Therefore, there has been a $939 thousand favorable prior year development since December 31, 2013 to June 30, 2014. The decrease is the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. None of the decrease the Company experienced was due to retrospectively rated policies.

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

NOTES TO FINANCIAL STATEMENTS

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - High Deductibles

No significant change.

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

No significant change.

Note 33 - Asbestos/Environmental Reserves

No significant change.

Note 34 - Subscriber Savings Accounts

No significant change.

Note 35 - Multiple Peril Crop Insurance

No significant change.

Note 36 - Financial Guaranty Insurance

B. Schedule of Insured Financial Obligations at the End of the Period: -Not Applicable

			Surveillance Categories				
			A	B	C	D	Total
1.	Number of policies						
2.	Remaining weighted average contract period (in years)						
3.	Insured contractual payments outstanding:						
	a.	Principal					
	b.	Interest					
	c.	Total					
4.	Gross claim liability						
Less							
5.	a.	Gross potential recoveries					
	b.	Discount, net					
6.	Net claim liability						
7.	Unearned premium revenue						
8.	Reinsurance recoverables						

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? If yes, complete Schedule Y, Parts 1 and 1A. Yes [X] No [ ]

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? If yes, attach an explanation. Yes [ ] No [X] N/A [ ]

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....12/31/2009.....

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. .....12/31/2009.....

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). .....2/11/2011.....

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 [X] No [ ] N/A [ ]

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

7.2 If yes, give full information:

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

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

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

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

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

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

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

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

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

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

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $.....0
16.3 Total payable for securities lending reported on the liability page: $.....0

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

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

1 Name of Custodian(s)	2 Custodian Address
Huntington Bank	7 Easton Oval, Columbus, OH 43219

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
SEC FILE #801-22445	GENERAL RE/NEW ENGLAND ASSET MANAGEMENT	76 BATTERSON AVE. FARMINGTON , CT 06032

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

18.2 If no, list exceptions: .....

GENERAL INTERROGATORIES (continued)

PART 2
PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsuer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating

NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

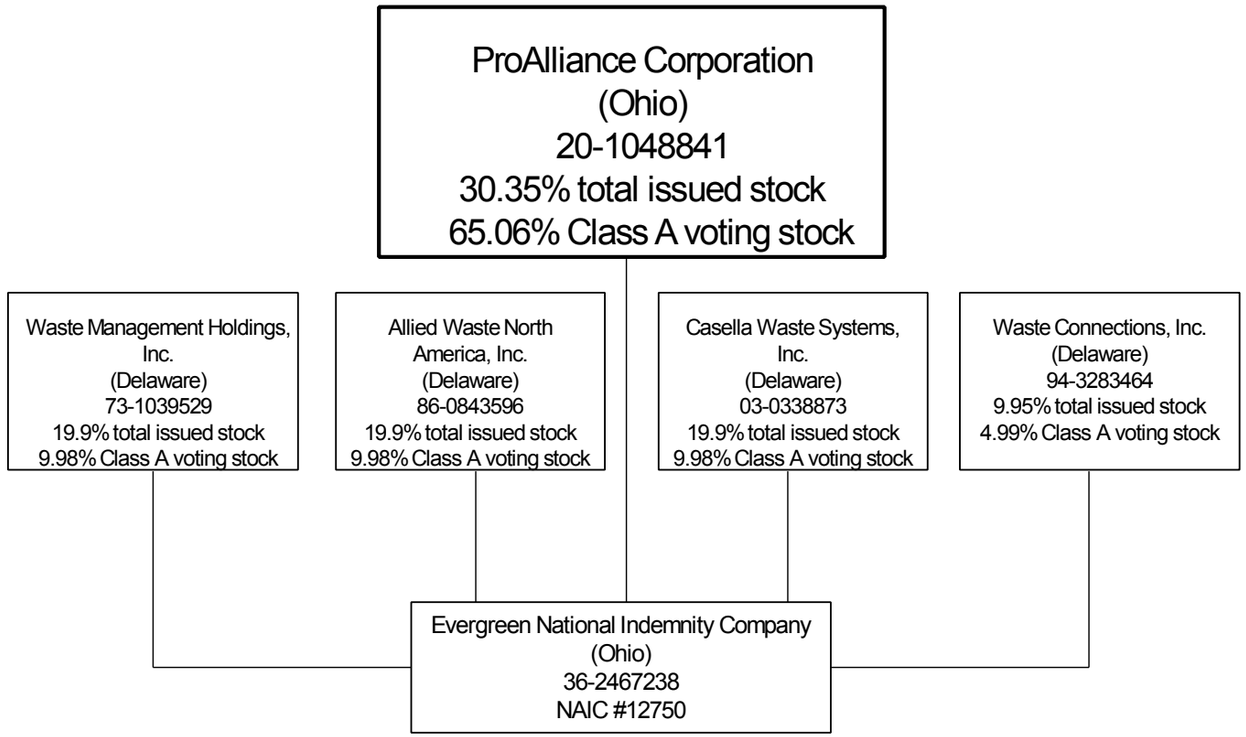
States, Etc.	1 Active Status	Direct Premiums Written 2 Current Year to Date	3 Prior Year to Date	Direct Losses Paid (Deducting Salvage) 4 Current Year to Date	5 Prior Year to Date	Direct Losses Unpaid 6 Current Year to Date	7 Prior Year to Date
1. Alabama AL	L	177,489	119,257			82,743	46,634
2. Alaska AK	L		100				184
3. Arizona AZ	L	16,060	28,081			8,860	31,624
4. Arkansas AR	L	225,303	230,960			86,960	81,198
5. California CA	L	458,324	271,262	17,068		218,190	107,117
6. Colorado CO	L	138,572	122,688			202,275	83,738
7. Connecticut CT	L	156,194	137,389	20,973	511,516	393,406	93,378
8. Delaware DE	L	225	216			76	76
9. District of Columbia DC	L	10,828	9,336			12,418	4,860
10. Florida FL	L	290,621	307,606			345,814	113,964
11. Georgia GA	L	24,637	67,237		67,378	15,398	124,879
12. Hawaii HI	N						
13. Idaho ID	L	875	1,465			295	515
14. Illinois IL	L	443,751	456,202	1,075	12,781	291,914	826,338
15. Indiana IN	L	27,024	81,039			17,767	30,586
16. Iowa IA	L	168,888	166,901		(4,490)	56,997	60,061
17. Kansas KS	L	27,413	53,214			20,628	46,355
18. Kentucky KY	L	660,196	538,678	236,012	291,421	9,173,129	9,905,021
19. Louisiana LA	L	530,383	485,494			181,292	178,816
20. Maine ME	L	92,313	90,063			31,154	(32,441)
21. Maryland MD	L	78,851	113,659			26,954	105,450
22. Massachusetts MA	L	571,757	494,186			335,286	254,122
23. Michigan MI	L	801,275	609,929			253,760	253,410
24. Minnesota MN	L	58,161	85,522			25,006	61,892
25. Mississippi MS	L	114,267	150,960			67,470	55,291
26. Missouri MO	L	473,710	466,929	45,129	36,987	1,181,273	1,143,175
27. Montana MT	L	26,074	27,164			8,356	11,062
28. Nebraska NE	L	138,191	139,948			46,637	53,183
29. Nevada NV	L	17,408	11,883			53,456	18,104
30. New Hampshire NH	L	338,511	444,408			154,234	286,245
31. New Jersey NJ	L	197,214	211,767			677,664	349,707
32. New Mexico NM	L	52,904	52,137			17,854	18,478
33. New York NY	L	650,640	525,052			310,987	267,949
34. North Carolina NC	E	1,482					
35. North Dakota ND	L	724	1,876			2,728	3,444
36. Ohio OH	L	1,648,656	2,021,302			971,429	1,675,363
37. Oklahoma OK	L	132,109	139,083			60,664	55,886
38. Oregon OR	L	283,111	270,498			93,155	92,855
39. Pennsylvania PA	L	2,654,654	2,867,146			913,173	1,056,452
40. Rhode Island RI	L	100	6,350			34	2,232
41. South Carolina SC	L	162,613	158,589			58,261	55,754
42. South Dakota SD	L	3,631	1,700			1,225	598
43. Tennessee TN	L	393,816	282,789	5,044	4,426	166,521	120,558
44. Texas TX	L	495,421	529,490			214,069	262,217
45. Utah UT	L	38,478	38,208			13,160	13,164
46. Vermont VT	L	73,414	92,504			26,038	101,205
47. Virginia VA	L	271,120	262,870			113,949	134,598
48. Washington WA	L	113,662	125,751			37,950	51,635
49. West Virginia WV	E					77,803	155,369
50. Wisconsin WI	L	805,396	803,670			277,922	298,120
51. Wyoming WY	L	260	410				
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) 48	14,046,706	14,102,968	325,301	920,019	17,326,334	18,660,421
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



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														
.....	.....	.....	20-1048841	.....	.....	.....	ProAlliance Corporation.....	OH.....	UDP.....	ProAlliance Board of Directors.....	Board.....	.....	.....	.....
.....	.....	.....	32-2467238	.....	.....	.....	Evergreen National Indemnity Company.....	OH.....	.....	ProAlliance Corporation.....	Ownership.....	.....65.060	ProAlliance Corporation.....	.....

Q12

Asterisk	Explanation

NONE

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1. Fire			0.0	
2. Allied lines			0.0	
3. Farmowners multiple peril			0.0	
4. Homeowners multiple peril			0.0	
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine			0.0	
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation		59,005	0.0	
17.1 Other liability-occurrence		(15,699)	0.0	
17.2 Other liability-claims made			0.0	
17.3 Excess workers' compensation			0.0	
18.1 Products liability-occurrence			0.0	
18.2 Products liability-claims made			0.0	
19.1, 19.2 Private passenger auto liability			0.0	
19.3, 19.4 Commercial auto liability		(10,479)	0.0	
21. Auto physical damage			0.0	
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety	16,010,952	78,608	0.5	2.0
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
28. Credit			0.0	
29. International			0.0	
30. Warranty	20,490		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	16,031,442	111,435	0.7	2.0
DETAILS OF WRITE-INS				
3401.			0.0	
3402.			0.0	
3403.			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims made			
12. Earthquake			
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability-occurrence			
17.2 Other liability-claims made			
17.3 Excess workers' compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1 19.2 Private passenger auto liability			
19.3 19.4 Commercial auto liability			
21. Auto physical damage			
22. Aircraft (all perils)			
23. Fidelity			
24. Surety	7,983,048	14,027,636	14,081,083
26. Burglary and theft			
27. Boiler and machinery			
28. Credit			
29. International			
30. Warranty	10,850	19,070	21,885
31. Reinsurance-nonproportional assumed property	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	0	0	0
35. Totals	7,993,898	14,046,706	14,102,968
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	4 2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2014 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2011 + Prior	83	1,120	1,203	(1)		(1)	80		978	1,058	(4)	(142)	(146)
2. 2012	1	380	381	(1)		(1)	9		320	329	7	(60)	(53)
3. Subtotals 2012 + Prior	84	1,500	1,584	(2)	0	(2)	89	0	1,298	1,387	3	(202)	(199)
4. 2013		1,882	1,882			0			1,145	1,145	0	(737)	(737)
5. Subtotals 2013 + Prior	84	3,382	3,466	(2)	0	(2)	89	0	2,443	2,532	3	(939)	(936)
6. 2014	XXX	XXX	XXX	XXX		0	XXX		946	946	XXX	XXX	XXX
7. Totals	84	3,382	3,466	(2)	0	(2)	89	0	3,389	3,478	3	(939)	(936)

8. Prior Year-End's Surplus As Regards Policyholders	33,861

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. 3.6 %	2. (27.8)%	3. (27.0)%

Col. 13, Line 7 Line 8
4. (2.8)%

Q14

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.
2.
3.
4.

Bar Code:

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. Prepaid Insurance	41,544	41,544	0	
2597. Summary of remaining write-ins for Line 25	41,544	41,544	0	0

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

		1 Year to Date	2 Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	850,000	0
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		850,000
	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	4,735	
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)	845,265	850,000
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)	845,265	850,000
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)	845,265	850,000

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	500,000	
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		500,000
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	500,000	500,000
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)	500,000	500,000

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	20,531,161	22,740,940
2.	Cost of bonds and stocks acquired	493,713	5,387,162
3.	Accrual of discount	9,469	16,782
4.	Unrealized valuation increase (decrease)	38,010	(38,123)
5.	Total gain (loss) on disposals	(15,023)	126,602
6.	Deduct consideration for bonds and stocks disposed of	1,766,936	7,552,515
7.	Deduct amortization of premium	69,657	149,686
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)	19,220,737	20,531,161
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	19,220,737	20,531,161

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	30,329,667	32,872,440	32,990,935	(30,381)	30,329,667	30,180,791		30,102,169
2. NAIC 2 (a)	149,994				149,994	149,994		200,125
3. NAIC 3 (a)	50,124			(7)	50,124	50,117		
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	30,529,785	32,872,440	32,990,935	(30,388)	30,529,785	30,380,902	0	30,302,294
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2	554,760			(101,080)	554,760	453,680		441,200
10. NAIC 3	263,720			108,113	263,720	371,833		398,880
11. NAIC 4								
12. NAIC 5								
13. NAIC 6	15,100				15,100	15,100		15,100
14. Total Preferred Stock	833,580	0	0	7,033	833,580	840,613	0	855,180
15. Total Bonds and Preferred Stock	31,363,365	32,872,440	32,990,935	(23,355)	31,363,365	31,221,515	0	31,157,474

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $.....0; NAIC 2 $.....0; NAIC 3 $.....0; NAIC 4 $.....0; NAIC 5 $.....0; NAIC 6 $.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	12,294,702	XXX	12,294,702	960	

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	10,917,659	12,946,474
2. Cost of short-term investments acquired	54,286,770	70,774,434
3. Accrual of discount	634	1,628
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	52,910,361	72,804,877
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	12,294,702	10,917,659
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	12,294,702	10,917,659

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

SCHEDULE B - PART 2

Showing all Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3				Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Value of Land and Buildings
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest			

NONE

QE02

SCHEDULE B - PART 3

Showing all Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	Location		4	5	6	7	Change in Book Value/Recorded Investment						14	15	16	17	18
	2	3				Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization)/ Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)	13 Total Foreign Exchange Change in Book Value	Book Value/ Recorded Investment Excluding Accrued Interest on Disposal				
Loan Number	City	State	Loan Type	Date Acquired	Disposal Date									Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal
Mortgages With Partial Repayments																	
001-0260	Twinsburg	OH		01/29/2013		850,000					0			4,735			0
0299999. Total - Mortgages With Partial Repayments						850,000	0	0	0	0	0	0	0	4,735	0	0	0
0599999. Total Mortgages						850,000	0	0	0	0	0	0	0	4,735	0	0	0

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

Sch. D-Pt 3
NONE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig-nation or Market Indicator (a)
Bonds - U.S. Government																					
36177X 6U 7	GOVERNMENT NATL MTG ASSOC #AA1783		06/01/2014	PAYDOWN		21,063	21,063	22,547	21,141		(78)		(78)		21,063			0	291	10/15/2042	1FE
36178L FH 1	GOVERNMENT NATL MTG ASSOC #AB1068		06/01/2014	PAYDOWN		4,464	4,464	4,779	4,476		(12)		(12)		4,464			0	49	10/15/2042	1FE
36200A 4B 2	GOVERNMENT NATL MTG ASSOC #595818		06/01/2014	PAYDOWN		2,195	2,195	2,137	2,189		6		6		2,195			0	41	08/15/2035	1FE
36200M TD 5	GOVERNMENT NATL MTG ASSOC #604548		06/01/2014	PAYDOWN		5,024	5,024	4,935	5,020		4		4		5,024			0	93	08/15/2033	1FE
36290R U4 3	GOVERNMENT NATL MTG ASSOC #615403		06/01/2014	PAYDOWN		8,822	8,822	8,662	8,814		8		8		8,822			0	160	08/15/2033	1FE
38374B LQ 4	GOVERNMENT NATL MTG ASSOC 03 60 MA		06/01/2014	PAYDOWN		2,434	2,434	2,352	2,428		6		6		2,434			0	33	07/16/2033	1FE
0599999. Total Bonds - U.S Government						44,002	44,002	45,412	44,068	0	(66)	0	(66)	0	44,002	0	0	0	667	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
172217 GP 0	CINCINNATI OH		06/02/2014	SECURITY CALLED BY ISSUER at 100.000		250,000	250,000	269,205	266,745		(1,722)		(1,722)		265,023		(15,023)	(15,023)	5,088	12/01/2017	1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						250,000	250,000	269,205	266,745	0	(1,722)	0	(1,722)	0	265,023	0	(15,023)	(15,023)	5,088	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3128H8 CB 4	FEDERAL HOME LOAN MTG CORP #E99966		06/01/2014	PAYDOWN		3,582	3,582	3,644	3,587		(5)		(5)		3,582			0	75	10/01/2018	1FE
3128MM AC 7	FEDERAL HOME LOAN MTG CORP #G18002		06/01/2014	PAYDOWN		3,512	3,512	3,557	3,516		(4)		(4)		3,512			0	71	07/01/2019	1FE
3128MM B5 1	FEDERAL HOME LOAN MTG CORP #G18059		06/01/2014	PAYDOWN		5,346	5,346	5,321	5,344		2		2		5,346			0	100	06/01/2020	1FE
3128MM CP 6	FEDERAL HOME LOAN MTG CORP #G18077		06/01/2014	PAYDOWN		1,337	1,337	1,314	1,336		2		2		1,337			0	26	10/01/2020	1FE
3128PM 3G 3	FEDERAL HOME LOAN MTG CORP #J09799		06/01/2014	PAYDOWN		5,659	5,659	5,738	5,664		(5)		(5)		5,659			0	90	05/01/2024	1FE
3128PP UF 8	FEDERAL HOME LOAN MTG CORP #J10582		06/01/2014	PAYDOWN		4,479	4,479	4,619	4,485		(6)		(6)		4,479			0	84	09/01/2024	1FE
312962 ZK 2	FEDERAL HOME LOAN MTG CORP #B10746		06/01/2014	PAYDOWN		2,152	2,152	2,190	2,155		(3)		(3)		2,152			0	45	11/01/2018	1FE
31371M AU 1	FEDERAL NATIONAL MTG ASSOC #255719		06/01/2014	PAYDOWN		3,064	3,064	3,020	3,056		8		8		3,064			0	50	04/01/2015	1FE
31376K B3 9	FEDERAL NATIONAL MTG ASSOC #357458		06/01/2014	PAYDOWN		3,059	3,059	3,073	3,060		(1)		(1)		3,059			0	57	11/01/2018	1FE
31385X GU 5	FEDERAL NATIONAL MTG ASSOC #555611		06/01/2014	PAYDOWN		3,289	3,289	3,304	3,289				0		3,289			0	62	07/01/2018	1FE
3138E0 V2 2	FEDERAL NATIONAL MTG ASSOC #AJ7832		06/01/2014	PAYDOWN		1,456	1,456	1,483	1,456				0		1,456			0	21	11/01/2041	1FE
31404D ED 6	FEDERAL NATIONAL MTG ASSOC #765232		06/01/2014	PAYDOWN		3,354	3,354	3,379	3,356		(2)		(2)		3,354			0	64	02/01/2019	1FE
31405X M6 7	FEDERAL NATIONAL MTG ASSOC #802381		06/01/2014	PAYDOWN		5,236	5,236	5,318	5,253		(17)		(17)		5,236			0	109	12/01/2019	1FE
31406E GZ 1	FEDERAL NATIONAL MTG ASSOC #807616		06/01/2014	PAYDOWN		6,624	6,624	6,729	6,636		(11)		(11)		6,624			0	138	12/01/2019	1FE
31410F Y6 6	FEDERAL NATIONAL MTG ASSOC #888233		06/01/2014	PAYDOWN		4,842	4,842	4,541	4,829		13		13		4,842			0	101	11/01/2035	1FE
31412V AM 0	FEDERAL NATIONAL MTG ASSOC #935712		06/01/2014	PAYDOWN		2,377	2,377	2,451	2,378		(1)		(1)		2,377			0	45	09/01/2024	1FE
31417J GJ 3	FEDERAL NATIONAL MTG ASSOC #AC0200		06/01/2014	PAYDOWN		3,356	3,356	3,461	3,379		(23)		(23)		3,356			0	63	09/01/2024	1FE
31417N DN 8	FEDERAL NATIONAL MTG ASSOC #AC3708		06/01/2014	PAYDOWN		4,547	4,547	4,703	4,557		(10)		(10)		4,547			0	91	11/01/2024	1FE
914233 LM 1	UNIV OF CONNECTICUT CT		04/22/2014	SECURITY CALLED BY ISSUER at 100.000		250,000	250,000	279,670	250,138		(138)		(138)		250,000			0	9,618	01/15/2015	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						317,271	317,271	347,515	317,474	0	(201)	0	(201)	0	317,271	0	0	0	10,910	XXX	XXX
Bonds - Industrial and Miscellaneous																					
12667F AH 8	COUNTRYWIDE ALT LN TR 04 2CB 1A2		06/01/2014	PAYDOWN		28,598	28,598	28,822	28,598				0		28,598			0	615	03/25/2034	1FM
594918 AB 0	MICROSOFT CORP		06/01/2014	MATURITY		198,000	198,000	196,418	197,857		143		143		198,000			0	2,921	06/01/2014	1FE
931142 CQ 4	WAL-MART STORES INC		05/15/2014	MATURITY		250,000	250,000	248,720	249,896		104		104		250,000			0	4,000	05/15/2014	1FE
3899999. Total Bonds - Industrial and Miscellaneous						476,598	476,598	473,960	476,351	0	247	0	247	0	476,598	0	0	0	7,536	XXX	XXX
8399997. Total Bonds - Part 3						1,087,871	1,087,871	1,136,092	1,104,638	0	(1,742)	0	(1,742)	0	1,102,894	0	(15,023)	(15,023)	24,201	XXX	XXX
8399999. Total Bonds						1,087,871	1,087,871	1,136,092	1,104,638	0	(1,742)	0	(1,742)	0	1,102,894	0	(15,023)	(15,023)	24,201	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						1,087,871	XXX	1,136,092	1,104,638	0	(1,742)	0	(1,742)	0	1,102,894	0	(15,023)	(15,023)	24,201	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

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

Sch. DB-Pt A-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote A
NONE

Sch. DB-Pt B-Sn 1-Footnote 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	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
INTEREST RECEIVED DURING QTR ON DISPOSED HOLDINGS			6,142					XXX
HUNTINGTON OPERATING	COLUMBUS, OH				1,586,783	2,120,232	2,535,269	XXX
HUNTINGTON MM	COLUMBUS, OHIO				258,259	258,281	258,302	XXX
HUNTINGTON MONEY MARKET-2	COLUMBUS, OH				1,953,760	58,846	53,850	XXX
0199998. Deposits in 85 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX			6,476,488	6,478,069	6,468,789	XXX
0199999. Total Open Depositories	XXX	XXX	6,142	0	10,275,290	8,915,428	9,316,210	XXX
0399999. Total Cash on Deposit	XXX	XXX	6,142	0	10,275,290	8,915,428	9,316,210	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	250	250	250	XXX
0599999. Total Cash	XXX	XXX	6,142	0	10,275,540	8,915,678	9,316,460	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE