* 1 6 7 1 3 2 0 1 4 2 0 1 0 0 1 0 2 *

QUARTERLY STATEMENT

As of June 30, 2014

of the Condition and Affairs of the

BUCKEYE STATE MUTUAL INSURANCE COMPANY

NAIC Group Code.....46, 46 (Current Period) (Prior Period) NAIC Company Code..... 16713 Employer's ID Number..... 31-6035649

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

Incorporated/Organized..... January 28, 1897 Commenced Business..... April 30, 1879

Statutory Home Office	One Heritage Place….. Piqua ..... OH ..... US ..... 45356-4888 (Street and Number) (City or Town, State, Country and Zip Code)	
Main Administrative Office	One Heritage Place….. Piqua ..... OH ..... US ..... 45356 (Street and Number) (City or Town, State, Country and Zip Code)	937-778-5000 (Area Code) (Telephone Number)
Mail Address	One Heritage Place….. Piqua ..... OH ..... US ..... 45356 (Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	One Heritage Place….. Piqua ..... OH ..... US ..... 45356 (Street and Number) (City or Town, State, Country and Zip Code)	937-778-5000 (Area Code) (Telephone Number)
Internet Web Site Address	http://www.buckeye-ins.com/	
Statutory Statement Contact	Robert E. Bornhorst (Name)	937-778-5000 (Area Code) (Telephone Number) (Extension)
	rob.bornhorst@buckeye-ins.com (E-Mail Address)	937-778-5019 (Fax Number)

OFFICERS

Name	Title	Name	Title
1. R. Douglas Haines	President & CEO	2. Lisa Lyn Wesner	VP & Secretary
3. Robert E. Bornhorst	Sr VP, Treasurer, & CFO	4.	

OTHER

John Michael Brooks	Sr VP - Insurance Operations	Craig Allen Curcio	VP - Controller
John Evans Davis	Sr VP - Claims	R. Christopher Haines	VP - Technical Operations
Steven Charles Moeller	VP - Sales & Marketing		

DIRECTORS OR TRUSTEES

Donald E. Benschneider	Robert W. Clark	R. Douglas Haines	John S. Haldeman II
Thomas C. Lynch	James D. Rogers #	Richard J. Seitz	J. MacAlpine Smith
William L. Sweet Jr.	Ralph F Thiele		

State of........ Ohio
County of..... Miami

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)
R. Douglas Haines	Lisa Lyn Wesner	Robert E. Bornhorst
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & CEO	VP & Secretary	Sr VP, Treasurer, & CFO
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This ________ day of August, 2014

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	31,001,918		31,001,918	34,191,019
2. Stocks:				
2.1 Preferred stocks	725,739		725,739	699,324
2.2 Common stocks	12,108,273	34,075	12,074,198	15,338,288
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)	1,225,497		1,225,497	1,278,760
4.2 Properties held for the production of income (less $..........0 encumbrances)	364,643		364,643	363,619
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....879,849), cash equivalents ($..........0) and short-term investments ($.....766,543)	1,646,392		1,646,392	2,618,991
6. Contract loans (including $..........0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities	240,000		240,000	90,286
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)	47,312,462	34,075	47,278,387	54,580,286
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	197,018		197,018	211,937
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,714,455		3,714,455	3,633,556
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	9,101,702		9,101,702	8,526,160
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,731,899		3,731,899	1,184,900
16.2 Funds held by or deposited with reinsured companies	300,000		300,000	300,000
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	
18.2 Net deferred tax asset	4,306,303	1,431,103	2,875,200	2,832,936
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	236,263	45,833	190,430	208,961
21. Furniture and equipment, including health care delivery assets ($..........0)	33,177	33,177	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	248,338		248,338	293,570
24. Health care ($..........0) and other amounts receivable			0	
25. Aggregate write-ins for other than invested assets	574,911	574,911	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	69,756,528	2,119,099	67,637,429	71,772,306
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	69,756,528	2,119,099	67,637,429	71,772,306

DETAILS OF WRITE-INS

	1	2	3	4
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. Other	345,000	345,000	0	
2502. Company owned automobile	229,911	229,911	0	
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)	574,911	574,911	0	0

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Losses (current accident year $.....3,861,679)	11,060,264	12,151,653
2.	Reinsurance payable on paid losses and loss adjustment expenses	21,937	30,796
3.	Loss adjustment expenses	1,548,512	1,505,433
4.	Commissions payable, contingent commissions and other similar charges	2,956,214	3,595,128
5.	Other expenses (excluding taxes, licenses and fees)	1,029,323	1,118,012
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	328,480	444,773
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 $.....21,807	21,807	18,914
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $.....10,105,758 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	20,233,397	19,193,589
10.	Advance premium	800,084	750,835
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders		
12.	Ceded reinsurance premiums payable (net of ceding commissions)	3,659,880	5,959,572
13.	Funds held by company under reinsurance treaties	2,009,999	2,009,999
14.	Amounts withheld or retained by company for account of others		
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	47,425	
20.	Derivatives		
21.	Payable for securities		30,286
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	1,533,266	1,519,073
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	45,250,588	48,328,063
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	45,250,588	48,328,063
29.	Aggregate write-ins for special surplus funds	0	0
30.	Common capital stock		
31.	Preferred capital stock		
32.	Aggregate write-ins for other than special surplus funds	0	0
33.	Surplus notes	6,200,000	6,200,000
34.	Gross paid in and contributed surplus		
35.	Unassigned funds (surplus)	16,186,841	17,244,246
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)	22,386,841	23,444,246
38.	Totals (Page 2, Line 28, Col. 3)	67,637,429	71,772,309

DETAILS OF WRITE-INS

2501.	Ceded commissions in excess of costs	342,182	327,989
2502.	SSAP 102 pension liability	1,191,084	1,191,084
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)	1,533,266	1,519,073
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 $.....31,263,156)	29,960,760	27,208,461	59,678,995
1.2 Assumed........ (written $.....216,217)	203,708	1,752,690	365,282
1.3 Ceded............ (written $.....11,095,519)	10,820,422	13,251,882	14,365,150
1.4 Net................. (written $.....20,383,855)	19,344,047	15,709,269	45,679,127
DEDUCTIONS:			
2. Losses incurred (current accident year $.....13,038,928):			
2.1 Direct	20,507,943	13,336,650	34,265,951
2.2 Assumed	80,214	1,918,846	88,848
2.3 Ceded	7,839,858	6,130,634	6,760,181
2.4 Net	12,748,300	9,124,862	27,594,618
3. Loss adjustment expenses incurred	1,363,141	1,148,558	3,111,420
4. Other underwriting expenses incurred	7,132,111	6,356,502	15,850,080
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	21,243,552	16,629,922	46,556,118
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	(1,899,506)	(920,652)	(876,991)
INVESTMENT INCOME			
9. Net investment income earned	4,148	(23,823)	82,514
10. Net realized capital gains (losses) less capital gains tax of $..........0	1,533,479	90,238	940,563
11. Net investment gain (loss) (Lines 9 + 10)	1,537,627	66,415	1,023,077
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	153,772	115,677	334,411
14. Aggregate write-ins for miscellaneous income	0	0	0
15. Total other income (Lines 12 through 14)	153,772	115,677	334,411
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	(208,106)	(738,560)	480,497
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)	(208,106)	(738,560)	480,497
19. Federal and foreign income taxes incurred			
20. Net income (Line 18 minus Line 19) (to Line 22)	(208,106)	(738,560)	480,497
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	23,444,246	17,991,873	19,983,424
22. Net income (from Line 20)	(208,106)	(738,560)	480,497
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of $.....327,171	(552,178)	302,539	1,340,386
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	104,370	279,328	(3,247,409)
27. Change in nonadmitted assets	(401,491)	(136,812)	4,826,315
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			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	0	0	61,033
38. Change in surplus as regards policyholders (Lines 22 through 37)	(1,057,405)	(293,505)	3,460,822
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	22,386,841	17,698,368	23,444,246

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.			
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)	0	0	0
3701. Change in SSAP No 102 minimum liability			61,033
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	61,033

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	17,476,971	18,447,217	48,049,568
2.	Net investment income	195,901	171,838	475,699
3.	Miscellaneous income	153,772	115,677	334,411
4.	Total (Lines 1 through 3)	17,826,644	18,734,733	48,859,678
5.	Benefit and loss related payments	16,395,547	6,416,067	26,324,697
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	9,296,070	7,561,414	17,759,310
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)			
10.	Total (Lines 5 through 9)	25,691,616	13,977,481	44,084,007
11.	Net cash from operations (Line 4 minus Line 10)	(7,864,973)	4,757,252	4,775,671
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	5,218,649	3,616,014	9,038,931
	12.2 Stocks	3,920,250	85,998	506,717
	12.3 Mortgage loans			
	12.4 Real estate			327,100
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds		1,038,528	30,286
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	9,138,900	4,740,541	9,903,034
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	1,981,374	6,999,892	14,209,301
	13.2 Stocks	169,077	179,700	658,812
	13.3 Mortgage loans			
	13.4 Real estate	13,483		62,317
	13.5 Other invested assets			
	13.6 Miscellaneous applications	180,000		90,286
	13.7 Total investments acquired (Lines 13.1 to 13.6)	2,343,934	7,179,592	15,020,717
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)	6,794,966	(2,439,051)	(5,117,682)
	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			
	16.6 Other cash provided (applied)	97,408	(84,272)	327,145
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	97,408	(84,272)	327,145
	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)	(972,599)	2,233,929	(14,866)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	2,618,989	2,164,005	2,633,855
	19.2 End of period (Line 18 plus Line 19.1)	1,646,390	4,397,934	2,618,989

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 accompanying financial statements of Buckeye State Mutual Insurance Company have been prepared on the basis of accounting practices prescribed or permitted by the Ohio Insurance Department.

The state of Ohio requires insurance companies domiciled in the state of Ohio to prepare their statutory financial statements in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual subject to any deviations prescribed or permitted by the Ohio Insurance Department

	State of Domicile	2014	2013
NET INCOME			
(1) BUCKEYE STATE MUTUAL INSURANCE COMPANY state basis (Page 4, Line 20, Columns 1 & 3)	OH	(208,106)	480,497
(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)	OH	(208,106)	480,497
SURPLUS			
(5) BUCKEYE STATE MUTUAL INSURANCE COMPANY state basis (Page 3, line 37, Columns 1 & 2)	OH	22,386,841	23,444,246
(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)	OH	22,386,841	23,444,246

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.

NOTES TO FINANCIAL STATEMENTS

Note 5 - Investments

D. Loan-Backed Securities

(1)

			1	2	3
(2)			Amortized Cost Basis Before Other-than-Temporary Impairment	Other-than-Temporary Impairment Recognized in Loss	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			
	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			
	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			
	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):

a.	The aggregate amount of unrealized losses:	1.	Less than 12 Months	328,790
		2.	12 Months or Longer	124,065
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than12 Months	1,770,779
		2.	12 Months or Longer	2,927,140

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.

NOTES TO FINANCIAL STATEMENTS

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

No significant change.

Note 11 - Debt

B. FHLB (Federal Home Loan Bank) Agreements

(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	107,700	107,700	
(b)	Membership Stock – Class B			
(c)	Activity Stock			
(d)	Excess Stock			
(e)	Aggregate Total	107,700	107,700	
(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	95,500	95,500	
(b)	Membership Stock – Class B			
(c)	Activity Stock			
(d)	Excess Stock			
(e)	Aggregate Total	95,500	95,500	
(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				

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

(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		183,029				
	c.	Expected return on plan assets		(208,893)				
	d.	Transition asset or obligation		35,001				
	e.	Gains and losses		51,150				
	f.	Prior service cost or credit		(4,531)				
	g.	Gain or loss recognized due to a settlements curtailment						
	h.	Total net periodic benefit cost		55,756				

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

No significant change.

NOTES TO FINANCIAL STATEMENTS

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

A. Transfers of Receivables Reported as Sales

Not applicable

B. Transfers and Servicing of Financial Assets

Not applicable

C. Wash Sales

1. In the course of the Company's asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.

   The were no securities with an NAIC designation 3 or below that were sold during the year and reacquired within 30 days of the sale.

2014

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 Stock	504,882			504,882
Common Stock - Industrial & Misc	289,950			289,950
Common Stock - Mutual Funds	5,032,556			5,032,556
Common Stock - Affiliated	6,751,692			6,751,692
Total	12,579,080			12,579,080

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
Total										

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										

NOTES TO FINANCIAL STATEMENTS

		0.000		

Note 21 - Other Items

G. Offsetting and Netting of Assets and Liabilities

Not applicable

I. Risk Sharing Provisions of the Affordable Care Act

Not applicable

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable - this type of business is not written by the company.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were $13,657,000. As of June 30, 2014, $5,065,000 has been paid for incurred losses and loss adjusting expense attributable to insured events of prior years. Reserves remaining for prior years are now $7,896,000 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore there has been a $700,000 favorable prior year development since December 31, 2013 to June 30, 2014. The decrease is generally the result on ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The Company does not have 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

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.

NOTES TO FINANCIAL STATEMENTS

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

Not applicable - this type of business is not written by the company.

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 [ ] No [X]
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). ....4/4/2012................

6.4 By what department or departments?
Ohio

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

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]

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 [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $..............................248,338

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 6,715,066	$ 6,751,692
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)	$ 6,715,066	$ 6,751,692
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
US Bank	425 Walnut Street, Cincinnti, Ohio 45202

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
109875	Asset Allocation & Management	30 West Monroe Street, Chicago, IL 60603
104751	Asset Allocation & Management (Zazove)	30 West Monroe Street, Chicago, IL 60603

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 [X] No [ ]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto:

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

4.2 If yes, complete the following schedule:

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

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

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

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

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

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 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

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	
	States, Etc.	Active Status	2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1.	Alabama AL	N						
2.	Alaska AK	N						
3.	Arizona AZ	L						
4.	Arkansas AR	N						
5.	California CA	N						
6.	Colorado CO	L	2,129,681	1,896,738	744,333	905,303	1,543,522	938,940
7.	Connecticut CT	N						
8.	Delaware DE	N						
9.	District of Columbia DC	N						
10.	Florida FL	N						
11.	Georgia GA	L	2,394,145	84,316	1,776,819		736,204	
12.	Hawaii HI	N						
13.	Idaho ID	N						
14.	Illinois IL	L						
15.	Indiana IN	L	5,489,178	5,605,110	3,577,948	2,355,884	2,286,525	2,199,600
16.	Iowa IA	L			111,361	387,996	28,990	801,147
17.	Kansas KS	L	6,207,179	6,620,111	3,115,987	3,104,895	3,470,976	3,573,831
18.	Kentucky KY	N						
19.	Louisiana LA	N						
20.	Maine ME	N						
21.	Maryland MD	N						
22.	Massachusetts MA	N						
23.	Michigan MI	L						
24.	Minnesota MN	L						
25.	Mississippi MS	N						
26.	Missouri MO	N						
27.	Montana MT	N						
28.	Nebraska NE	L	2,564,016	3,119,882	3,927,168	1,613,322	3,723,611	2,807,741
29.	Nevada NV	N						
30.	New Hampshire NH	N						
31.	New Jersey NJ	N						
32.	New Mexico NM	L						
33.	New York NY	N						
34.	North Carolina NC	N						
35.	North Dakota ND	L						
36.	Ohio OH	L	10,440,353	10,030,734	6,436,658	3,748,989	3,948,102	5,836,310
37.	Oklahoma OK	N						
38.	Oregon OR	N						
39.	Pennsylvania PA	N						
40.	Rhode Island RI	N						
41.	South Carolina SC	N						
42.	South Dakota SD	L	2,038,603	2,021,931	871,596	908,266	880,203	934,115
43.	Tennessee TN	N						
44.	Texas TX	N						
45.	Utah UT	N						
46.	Vermont VT	N						
47.	Virginia VA	N						
48.	Washington WA	N						
49.	West Virginia WV	N						
50.	Wisconsin WI	L						
51.	Wyoming WY	N						
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) 15	31,263,156	29,378,821	20,561,870	13,024,654	16,618,135	17,091,684

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 Domicilied RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

Sch. Y-Pt 1
NONE

Schedule Y-Part 1A
NONE

Sch. Y-Pt. 1A
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	2,149,509	2,042,969	95.0	42.4
2. Allied lines			0.0	
3. Farmowners multiple peril	7,953,577	5,955,871	74.9	41.0
4. Homeowners multiple peril	6,885,721	5,416,146	78.7	49.4
5. Commercial multiple peril			0.0	
6. Mortgage guaranty			0.0	
8. Ocean marine			0.0	
9. Inland marine	179,654	69,769	38.8	20.3
10. Financial guaranty			0.0	
11.1. Medical professional liability - occurrence			0.0	
11.2. Medical professional liability - claims-made			0.0	
12. Earthquake			0.0	
13. Group accident and health			0.0	
14. Credit accident and health			0.0	
15. Other accident and health			0.0	
16. Workers' compensation			0.0	
17.1 Other liability-occurrence	380,326	(77,397)	(20.4)	71.2
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	6,266,748	3,263,735	52.1	55.7
19.3, 19.4 Commercial auto liability			0.0	
21. Auto physical damage	6,145,227	3,836,850	62.4	54.1
22. Aircraft (all perils)			0.0	
23. Fidelity			0.0	
24. Surety			0.0	
26. Burglary and theft			0.0	
27. Boiler and machinery			0.0	
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	29,960,760	20,507,943	68.4	49.0

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	1,073,216	2,133,876	1,856,093
2. Allied lines			
3. Farmowners multiple peril	4,335,989	8,685,360	8,421,192
4. Homeowners multiple peril	3,823,146	6,684,916	6,389,356
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	92,693	176,618	175,441
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	196,449	431,608	409,656
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	3,421,936	6,656,761	6,000,925
19.3 19.4 Commercial auto liability			
21. Auto physical damage	3,322,587	6,494,018	6,126,158
22. Aircraft (all perils)			
23. Fidelity			
24. Surety			
26. Burglary and theft			
27. Boiler and machinery			
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	16,266,016	31,263,156	29,378,821

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	1,885	461	2,346	608	22	630	1,174	37	277	1,488	(103)	(125)	(228)
2. 2012	1,790	1,382	3,172	840	44	884	998	12	1,090	2,100	48	(236)	(188)
3. Subtotals 2012 + Prior	3,675	1,843	5,518	1,448	66	1,514	2,172	49	1,367	3,588	(55)	(361)	(416)
4. 2013	4,493	3,650	8,143	2,974	577	3,551	1,661	156	2,491	4,308	142	(426)	(284)
5. Subtotals 2013 + Prior	8,168	5,493	13,661	4,422	643	5,065	3,833	205	3,858	7,896	87	(787)	(700)
6. 2014	XXX	XXX	XXX	XXX	10,095	10,095	XXX	3,388	1,324	4,712	XXX	XXX	XXX
7. Totals	8,168	5,493	13,661	4,422	10,738	15,160	3,833	3,593	5,182	12,608	87	(787)	(700)
8. Prior Year-End's Surplus As Regards Policyholders	23,444										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. 1.1 %	2. (14.3)%	3. (5.1)%
													Col. 13, Line 7 Line 8
													4. (3.0)%

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:

* 1 6 7 1 3 2 0 1 4 4 9 0 0 0 0 0 2 *

* 1 6 7 1 3 2 0 1 4 4 5 5 0 0 0 0 2 *

* 1 6 7 1 3 2 0 1 4 3 6 5 0 0 0 0 2 *

* 1 6 7 1 3 2 0 1 4 5 0 5 0 0 0 0 2 *

Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,642,380	1,753,573
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	13,483	62,317
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		302,100
5. Deduct amounts received on disposals		327,100
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	65,723	148,509
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	1,590,140	1,642,380
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	1,590,140	1,642,380

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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 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)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

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	50,294,435	43,130,262
2. Cost of bonds and stocks acquired	2,150,451	14,868,113
3. Accrual of discount	4,372	8,363
4. Unrealized valuation increase (decrease)	(879,342)	1,422,523
5. Total gain (loss) on disposals	1,517,503	661,282
6. Deduct consideration for bonds and stocks disposed of	9,138,899	9,545,648
7. Deduct amortization of premium	112,590	221,310
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		29,150
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	43,835,930	50,294,435
11. Deduct total nonadmitted amounts	34,075	65,808
12. Statement value at end of current period (Line 10 minus Line 11)	43,801,855	50,228,627

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)	28,384,506	3,974,582	4,306,916	(80,138)	28,384,506	27,803,434		31,714,367
2. NAIC 2 (a)	3,203,863	78,819	178,815	(11,915)	3,203,863	3,260,552		3,151,419
3. NAIC 3 (a)	514,553	10,175	168,154	45,748	514,553	402,323		586,314
4. NAIC 4 (a)	154,105		95,182	(3,262)	154,105	55,661		153,111
5. NAIC 5 (a)	196,782			(1,025)	196,782	195,758		198,304
6. NAIC 6 (a)	50,732				50,732	50,732		50,732
7. Total Bonds	32,504,542	4,063,576	4,749,068	(50,591)	32,504,542	31,768,460	0	35,854,248
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2	477,810			2,236	477,810	480,046		460,907
10. NAIC 3	245,606			87	245,606	245,693		238,417
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	723,416	0	0	2,323	723,416	725,739	0	699,324
15. Total Bonds and Preferred Stock	33,227,958	4,063,576	4,749,068	(48,268)	33,227,958	32,494,199	0	36,553,572

(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	766,544	XXX	766,544	10	

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	1,663,228	1,715,857
2. Cost of short-term investments acquired	6,514,563	19,222,897
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		1
6. Deduct consideration received on disposals	7,411,248	19,275,527
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)	766,543	1,663,228
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	766,543	1,663,228

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 - Industrial and Miscellaneous									
02665W AC 5	American honda Finance		04/09/2014	Keybanc		146,260	145,000	34	1FE
19624R AB 2	Colony Financial Inc.		06/12/2014	Merrill Lynch		50,625	50,000	748	1
200340 AP 2	Comerica Inc.		05/20/2014	J.P. Morgan Securities, Inc.		60,000	60,000		1
200340 AP 2	Comerica Inc.		05/30/2014	UBS Warburg		120,467	120,000	78	1
584688 AC 9	Medicines Company		04/01/2014	Barclays		5,636	5,000	23	1
584688 AC 9	Medicines Company		04/04/2014	J.P. Morgan Securities, Inc.		5,677	5,000	24	1
58933Y AD 7	Merck & Co Inc.		06/05/2014	Keybanc		301,335	300,000	128	1
61746B DM 5	Morgan Stanley		04/24/2014	MSDW		150,158	150,000	990	1
681919 AV 8	Omnicom Group		04/23/2014	Nomura		63,581	50,000		2FE
693320 AN 3	PHH Corp		05/20/2014	Merrill Lynch		5,088	5,000	46	3FE
693320 AN 3	PHH Corp		05/19/2014	Deutche Banc Securities		5,088	5,000	45	3FE
741503 AQ 9	Priceline.com		05/15/2014	Jefferies and Company		6,904	5,000	9	1
741503 AQ 9	Priceline.com		05/16/2014	Jefferies and Company		20,709	15,000	28	1
74348T AK 8	Prospect Capital Corp		04/25/2014	Barclays		58,025	55,000	123	1
760759 AL 4	Republic Services Inc.		05/07/2014	Mesirow		160,974	150,000	2,803	1
780287 AA 6	Royal Gold Inc.		05/27/2014	Jefferies and Company		5,088	5,000	66	2
780287 AA 6	Royal Gold Inc.		04/03/2014	Jefferies and Company		10,150	10,000	90	2
867914 BG 7	Suntrust Banks Inc.		04/24/2014	Suntrust		134,880	135,000		1
88163V AE 9	Teva Pharm (Series C)		04/08/2014	Nomura		12,338	10,000	5	1FE
3899999. Total Bonds - Industrial and Miscellaneous						1,322,981	1,280,000	5,240	XXX
8399997. Total Bonds - Part 3						1,322,981	1,280,000	5,240	XXX
8399999. Total Bonds						1,322,981	1,280,000	5,240	XXX
Common Stocks - Industrial and Miscellaneous									
FHLB12 *0 6	Federal Home Loan Bank		04/10/2014	Federal Home Loan Bank	122.000	12,200	XXX		L
858119 10 0	Steel Dynamics Inc.		06/13/2014	Converted	2,923.655	50,492	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						62,692	XXX	0	XXX
Common Stocks - Mutual Funds									
022865 10 9	Amana Income		06/23/2014	Ameriprise	14.412	664	XXX		L
022865 10 9	Amana Income		06/02/2014	Ameriprise	3.723	169	XXX		L
02368A 82 8	American Beacon Balanced Plan		04/03/2014	Ameriprise	48.246	719	XXX		L
02368A 82 8	American Beacon Balanced Plan		06/23/2014	Ameriprise	71.654	1,107	XXX		L
09251M 10 8	BLACKROCK FUNDS		04/17/2014	Ameriprise	21.808	531	XXX		U
09251M 10 8	BLACKROCK FUNDS		06/23/2014	Ameriprise	104.439	2,657	XXX		U
128119 10 4	Calamos Growth & Inc.		06/23/2014	Ameriprise	63.606	2,214	XXX		L
128119 10 4	Calamos Growth & Inc.		06/23/2014	Ameriprise	2.443	85	XXX		L
192476 10 9	Cohen & Steers Realty Fund		04/02/2014	Ameriprise	3.023	207	XXX		L
192476 10 9	Cohen & Steers Realty Fund		06/23/2014	Ameriprise	12.097	886	XXX		L
19766G 71 0	Col Mult ADV S/CP Val - A		06/23/2014	Ameriprise	367.138	2,878	XXX		L
277907 10 1	Eaton Inc Fund Boston		05/01/2014	Ameriprise	10.547	65	XXX		L
277907 10 1	Eaton Inc Fund Boston		06/23/2014	Ameriprise	107.656	664	XXX		L
277907 10 1	Eaton Inc Fund Boston		06/02/2014	Ameriprise	10.946	67	XXX		L
277907 10 1	Eaton Inc Fund Boston		04/01/2014	Ameriprise	10.845	66	XXX		L
353496 40 9	FRANKLIN GROUP FUNDS		06/23/2014	Ameriprise	155.559	2,657	XXX		L
353496 40 9	FRANKLIN GROUP FUNDS		06/03/2014	Ameriprise	51.676	857	XXX		L
38145C 31 5	Goldman Sachs Rising Dividend		06/30/2014	Ameriprise	1.323	27	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
464287 83 8	I Shares US Basic Materials		06/30/2014	Vanguard	2.546	222	XXX		L
464287 17 6	IShares Barclays		06/23/2014	Ameriprise	6.000	688	XXX		L
464286 65 7	IShares MSCI Bric Index		06/23/2014	Ameriprise	34.000	1,323	XXX		L
470259 10 2	James Balanced Golden Rainbow Fund		04/01/2014	Vanguard	28.561	696	XXX		L
55273G 33 0	MFS INTL DIVERS A		06/23/2014	Ameriprise	233.202	3,985	XXX		L
560636 10 2	Mairs and Power Growth Fund Inc		06/27/2014	Mairs & Power	0.661	76	XXX		L
560636 10 2	Mairs and Power Growth Fund Inc		06/26/2014	Mairs & Power	19.780	2,274	XXX		L
577130 20 6	Matthews International Funds		06/20/2014	Vanguard	66.266	1,302	XXX		L
68380T 10 3	Oppenheimer International Bond Fund		06/02/2014	Ameriprise	27.828	172	XXX		U
68380T 10 3	Oppenheimer International Bond Fund		06/23/2014	Ameriprise	251.196	1,550	XXX		U
68380T 10 3	Oppenheimer International Bond Fund		04/01/2014	Ameriprise	24.800	151	XXX		U
68380T 10 3	Oppenheimer International Bond Fund		05/01/2014	Ameriprise	26.860	165	XXX		U
76628T 43 9	Ridgeworth Funds		04/02/2014	Ameriprise	1.998	20	XXX		L
76628T 43 9	Ridgeworth Funds		05/02/2014	Ameriprise	2.044	21	XXX		L
76628T 43 9	Ridgeworth Funds		06/23/2014	Ameriprise	87.515	886	XXX		L
76628T 43 9	Ridgeworth Funds		06/03/2014	Ameriprise	2.106	21	XXX		L
817418 10 6	Sequoia Fund		06/09/2014	Sequoia	35.054	7,876	XXX		U
922042 84 1	Vanguard Emerging Mkt St Index Fd		06/23/2014	Vanguard	31.275	1,116	XXX		L
921908 60 4	Vanguard Dividend Growth Fund		06/20/2014	Vanguard	51.533	1,143	XXX		L
921921 30 0	Vanguard Equity Income Fund Admiral		06/20/2014	Vanguard	11.051	736	XXX		L
921908 20 8	Vanguard Precious Metals and Mining		06/20/2014	Vanguard	1,810.345	21,000	XXX		L
921935 20 1	Vanguard Wellington Fund		06/20/2014	Vanguard	20.344	1,403	XXX		L
936793 84 3	Wasatch 1st Source Income Equity		06/30/2014	Wasatch	43.590	568	XXX		L
97717W 31 5	Wisdomtree Trust		06/27/2014	Vanguard	7.928	412	XXX		L
9299999. Total Common Stocks - Mutual Funds						64,326	XXX	0	XXX
9799997. Total Common Stocks - Part 3						127,017	XXX	0	XXX
9799999. Total Common Stocks						127,017	XXX	0	XXX
9899999. Total Preferred and Common Stocks						127,017	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						1,449,999	XXX	5,240	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....7.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
38374H UF 5	GNR 2004-67 D		06/16/2014	Principal Reduction		4,643	4,643	4,853	4,774		(6)		(6)		4,769		(126)	(126)	106	06/16/2028	1
38376G 6E 5	GNR 2011-152A		06/16/2014	Principal Reduction		2,282	2,282	2,292	2,291		(0)		(0)		2,291		(9)	(9)	22	07/16/2033	1
38378B R3 5	GNR 2012 - 142 AB		05/06/2014	JEFFERIES & COMPANY		375,683	388,251	375,875	376,133		257		257		376,391		(707)	(707)	2,275	11/16/2042	1
38378C LQ 8	GNR 2012-13 VK		06/20/2014	Principal Reduction		4,949	4,949	5,183	5,158		(28)		(28)		5,130		(181)	(181)	101	01/20/2025	1
38378T X8 8	GNR 2013-109 M		06/16/2014	Principal Reduction		10,474	10,474	10,949	10,921		(33)		(33)		10,888		(414)	(414)	215	06/16/2041	1
0599999. Total Bonds - U.S Government						398,032	410,599	399,152	399,279	0	190	0	190	0	399,469	0	(1,437)	(1,437)	2,718	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
31395V NZ 8	Freddie Mac FHR 2985 LA		06/16/2014	Principal Reduction		5,928	5,928	6,088	5,951		(4)		(4)		5,947		(19)	(19)	128	06/15/2035	1
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						5,928	5,928	6,088	5,951	0	(4)	0	(4)	0	5,947	0	(19)	(19)	128	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
12667F X9 1	CWALT 2005-3CB 1A11		06/25/2014	Principal Reduction		5,221	5,221	4,801	4,801				0		4,801		420	420	157	03/25/2035	1FM
15200M AA 5	Centerpoint Energy		02/03/2014	Principal Reduction					(2)		2		2					0	11	02/01/2020	1FE
3128M7 YV 2	FG G05824		06/16/2014	Principal Reduction		3,988	3,988	4,302	4,155		(18)		(18)		4,137		(149)	(149)	139	01/01/2040	1
3128MD W7 4	FG G14970		06/16/2014	Principal Reduction		8,228	8,228	8,632	8,629		(29)		(29)		8,600		(372)	(372)	153	12/01/2028	1
3128PX T7 1	FG J17774 Freddie Mac		06/16/2014	Principal Reduction		11,153	11,153	11,590	11,496		(20)		(20)		11,476		(323)	(323)	192	01/01/2027	1
3132J6 Z9 8	FG Q15767		06/16/2014	Principal Reduction		94,704	97,300	100,310	100,196		(44)		(44)		100,153		(5,449)	(5,449)	179	02/01/2043	1
3128Q0 KX 4	FGCI J19310		06/16/2014	Principal Reduction		10,992	10,992	11,484	11,295		(40)		(40)		11,255		(263)	(263)	173	06/01/2027	1
31297F JD 6	FGLMC		05/06/2014	WELLS FARGO		56,545	51,379	53,233	52,953		(14)		(14)		52,939		3,606	3,606	1,337	10/01/2034	1
31396G SN 2	FGLMC		06/16/2014	Principal Reduction		30,985	30,985	29,775	29,941		12		12		29,953		1,032	1,032	809	06/15/2034	1
31394N RF 7	FHR 2735 OG		05/15/2014	Principal Reduction		273	273	287	279		(1)		(1)		278		(5)	(5)	14	08/15/2032	1
31394N RF 7	FHR 2735 OG		05/15/2014	Principal Reduction		2,044	2,044	2,151	2,072		(7)		(7)		2,065		(20)	(20)	107	08/15/2032	1
31398K A5 9	FHR 3589 PA		06/16/2014	Principal Reduction		6,604	6,604	6,802	6,620		(5)		(5)		6,615		(11)	(11)	197	09/15/2039	1
31398K A5 9	FHR 3589 PA		06/16/2014	Principal Reduction		825	825	850	827		(1)		(1)		827		(1)	(1)	25	09/15/2039	1
3137AT 6B 3	FHR 4098		06/16/2014	Principal Reduction		14,107	14,107	14,283	14,221		(16)		(16)		14,205		(98)	(98)	156	05/15/2041	1
3138AV RH 0	FN AJ4087		05/06/2014	USBANK		298,725	288,835	300,930	295,986		(692)		(692)		295,294		3,430	3,430	3,793	10/01/2026	1
3138AX XQ 9	FN AJ6086		06/25/2014	Principal Reduction		8,501	8,501	8,999	8,909		(52)		(52)		8,858		(357)	(357)	140	12/01/2026	1
3138E2 MD 4	FN AJ9355		05/06/2014	USBANK		344,697	333,258	348,098	341,806		(886)		(886)		340,920		3,776	3,776	4,377	01/01/2027	1
3138EJ AV 0	FN AL 1819		06/25/2014	Principal Reduction		5,889	5,889	6,340	6,285		(33)		(33)		6,252		(363)	(363)	122	05/01/2042	1
3138EK 6P 5	FN AL3577		06/25/2014	Principal Reduction		5,114	5,114	5,489	5,475		(8)		(8)		5,467		(352)	(352)	97	05/01/2043	1
31418A EC 8	FN MA 1030		06/25/2014	Principal Reduction		17,474	17,474	18,261	18,246		(72)		(72)		18,174		(699)	(699)	309	04/01/2022	1
31418A WM 6	FN MA 1551		06/25/2014	Principal Reduction		8,507	8,507	8,830	8,797		(30)		(30)		8,767		(259)	(259)	142	08/01/2023	1
31417A QE 2	FNAB 4052		06/25/2014	Principal Reduction		10,189	10,189	10,739	10,502		(34)		(34)		10,468		(278)	(278)	205	12/01/2041	1
31419J TQ 1	FNCI AE7758		06/25/2014	Principal Reduction		11,607	11,607	12,205	11,906		(46)		(46)		11,861		(254)	(254)	240	11/01/2025	1
31371L AB 5	FNMA 07/01/18		06/25/2014	Principal Reduction		552	552	539	546		0		0		547		5	5	14	07/01/2018	1
31407B JS 9	FNMA 07/01/20		06/25/2014	Principal Reduction		458	458	454	456		0		0		456		2	2	17	07/01/2020	1
31371M UK 1	FNMA Pool 256286		06/25/2014	Principal Reduction		437	437	431	431		0		0		431		6	6	16	06/01/2036	1
3136A1 X8 3	FNR 2001-115 KE		06/25/2014	Principal Reduction		15,543	15,543	15,743	15,622		(16)		(16)		15,606		(63)	(63)	210	10/25/2039	1
31414F GG 0	Fannie Mae FN 964699		06/25/2014	Principal Reduction		291	291	299	297		(0)		(0)		297		(6)	(6)	11	08/01/2023	1
31371L EZ 8	Fed Natl Mtg Pool # 254952		06/25/2014	Principal Reduction		4,042	4,042	4,039	4,040		0		0		4,041		1	1	102	10/01/2018	1
31396C E5 5	Federal Home LN MTGE Corp.		06/16/2014	Principal Reduction		15,655	15,655	15,126	15,207		5		5		15,212		442	442	381	02/15/2034	1
31396C E5 5	Federal Home LN MTGE Corp.		06/16/2014	Principal Reduction		1,708	1,708	1,650	1,659		1		1		1,660		48	48	42	02/15/2034	1
31336W CP 2	Federal Home Ln Mtg Corp.		06/16/2014	Principal Reduction		604	604	592	597		0		0		597		7	7	16	10/01/2020	1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31395L 6U 0	Federal Home Loan Mtg		06/16/2014	Principal Reduction		22,403	22,403	22,067	22,123		3		3		22,127		276	276	558	06/15/2033	1
31396E YC 4	Federal Home Loan Mtg Corp		06/16/2014	Principal Reduction		41,183	41,183	39,374	39,647		18		18		39,665		1,519	1,519	1,050	01/15/2034	1
31402R ST 7	Federal National Mtg Pool 735930		06/25/2014	Principal Reduction		420	420	422	421		(0)		(0)		421		(1)	(1)	13	12/01/2018	1
31371K 2R 1	Federal Natl Mtg Assn		06/25/2014	Principal Reduction		3,792	3,792	3,860	3,816		(2)		(2)		3,814		(22)	(22)	103	02/01/2018	1
31400E F6 2	Federal Natl Mtg Assn		06/25/2014	Principal Reduction		3,870	3,870	3,939	3,895		(2)		(2)		3,892		(22)	(22)	117	02/01/2018	1
31371L AP 4	Federal Natl Mtg Assn		06/25/2014	Principal Reduction		2,599	2,599	2,618	2,606		(1)		(1)		2,605		(6)	(6)	58	06/01/2018	1
31371L BH 1	Federal Natl Mtg Assn		06/25/2014	Principal Reduction		3,678	3,678	3,718	3,696		(1)		(1)		3,694		(16)	(16)	82	08/01/2018	1
31394J N2 9	Freddie Mac FHR 2676 LG		06/16/2014	Principal Reduction		9,824	9,824	10,362	9,914		(21)		(21)		9,893		(69)	(69)	293	06/15/2032	1
3128PS L9 6	Freddie Mac FG J13052		06/16/2014	Principal Reduction		9,047	9,047	9,297	9,152		(14)		(14)		9,138		(92)	(92)	189	09/01/2025	1
3128M5 GU 8	Freddie Mac G03511		06/16/2014	Principal Reduction		188	188	189	189		(0)		(0)		189		(1)	(1)	10	10/01/2037	1
36290S CK 5	GNJO Pool #615774		06/16/2014	Principal Reduction		7,761	7,761	7,581	7,691		6		6		7,696		64	64	157	09/15/2018	1FE
38376G SC 5	GNR 2010-83 C		06/16/2014	Principal Reduction		43,995	43,995	43,796	43,847		5		5		43,852		143	143	706	06/01/2031	1
54627R AB 6	Lousiana State Local LCDA 2010		02/04/2014	Principal Reduction					25		(25)		(25)					0	642	02/01/2019	1FE
76110W RQ 1	Residential Asset Sec		06/25/2014	Principal Reduction		6,071	6,071	5,905	5,939				0		5,939		132	132	139	05/25/2033	1FM
929766 YX 5	Wachovia Bank Coml Mtg		06/17/2014	Principal Reduction		1,599	1,599	1,584	1,585				0		1,585		13	13	36	10/15/2041	1FM
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						1,152,092	1,128,194	1,161,975	1,148,798	0	(2,077)	0	(2,077)	0	1,146,721	0	5,371	5,371	18,033	XXX	XXX
Bonds - Industrial and Miscellaneous																					
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		5,000	5,000	5,852	5,170		(170)		(170)		5,000			0	106	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		10,000	10,000	11,315	10,205		(205)		(205)		10,000			0	213	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		20,000	20,000	24,560	20,680		(680)		(680)		20,000			0	425	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		15,000	15,000	17,461	15,493		(493)		(493)		15,000			0	319	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		20,000	20,000	22,778	20,572		(572)		(572)		20,000			0	425	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		5,000	5,000	5,363	5,121		(121)		(121)		5,000			0	106	06/01/2014	3FE
01741R AD 4	Allegheny Technologies Inc		06/01/2014	USBANK		5,000	5,000	5,500	5,149		(149)		(149)		5,000			0	106	06/01/2014	3FE
05565Q BL 1	BP Capital Markets PLC		05/08/2014	USBANK		125,000	125,000	125,000	125,000				0		125,000			0	2,266	05/08/2014	1FE
22541S 2S 6	CSFB 2004-C5 A4		06/17/2014	Principal Reduction		2,959	2,959	2,771	2,795				0		2,795		165	165	66	11/15/2037	1FM
22541S 2S 6	CSFB 2004-C5 A4		06/17/2014	Principal Reduction		50,304	50,304	47,113	47,507				0		47,507		2,797	2,797	1,114	11/15/2037	1FM
225458 DM 7	CSFB 2005 - C1 A4		06/17/2014	Principal Reduction		24,617	24,617	23,568	23,674				0		23,674		944	944	544	02/15/2038	1FM
23242M AD 3	CWL 2006 S3 A4		04/01/2014	Loss Recovery		19,191	0						0				19,191	19,191	5	01/25/2029	5FM
15200M AA 5	Centerpoint Energy		02/03/2014	Principal Reduction					(1)		1		1					0	82	02/01/2020	1FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		11,798	10,000	11,351	10,965		(965)		(965)		10,000		1,798	1,798	163	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		5,899	5,000	5,663	5,467		(467)		(467)		5,000		899	899	81	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		5,899	5,000	5,683	5,480		(480)		(480)		5,000		899	899	81	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		5,899	5,000	5,646	5,455		(455)		(455)		5,000		899	899	81	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		5,899	5,000	5,674	5,474		(474)		(474)		5,000		899	899	81	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		5,899	5,000	5,667	5,578		(578)		(578)		5,000		899	899	81	06/01/2014	4FE
22282E AC 6	Covanta Holding Corp		06/01/2014	USBANK		11,798	10,000	11,411	10,987		(987)		(987)		10,000		1,798	1,798	163	06/01/2014	4FE
29365K AA 1	Entergy Texas Restoration Funding		02/03/2014	Principal Reduction							0		0					0	26	02/01/2016	1FE
29365K AA 1	Entergy Texas Restoration Funding		02/03/2014	Principal Reduction					2		(2)		(2)					0	35	02/01/2016	1FE
31292L W6 8	FG C04269 Freddie Mac		06/16/2014	Principal Reduction		5,154	5,154	5,414	5,340		(22)		(22)		5,318		(164)	(164)	81	10/01/2042	1
31417D CZ 4	FN AB6387 Fannie Mae		06/25/2014	Principal Reduction		4,349	4,349	4,589	4,526		(18)		(18)		4,508		(159)	(159)	67	10/01/2042	1
31408F 6D 6	Federal National Mortgage 850568		06/25/2014	Principal Reduction		489	489	485	485		0		0		485		4	4	13	01/01/2036	1
362334 AN 4	GSR 2006-1F 2A16		06/25/2014	Principal Reduction		8,293	8,293	7,943	7,943				0		7,943		350	350	270	02/25/2036	3FM

Statement for June 30, 2014 of the **BUCKEYE STATE MUTUAL INSURANCE COMPANY**

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
L4370R AJ 0	Glencore Finance Europe	R	06/17/2014	Jefferies and Company		110,720	100,000	113,900	108,090		(3,781)		(3,781)		104,309		6,411	6,411	2,361	12/31/2014	1
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		5,007	5,000	6,287	5,217		(167)		(167)		5,050		(43)	(43)	88	08/01/2014	2FE
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		5,007	5,000	6,236	5,210		(162)		(162)		5,049		(42)	(42)	88	08/01/2014	2FE
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		25,035	25,000	30,788	26,015		(780)		(780)		25,235		(200)	(200)	439	08/01/2014	2FE
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		5,007	5,000	6,209	5,206		(158)		(158)		5,048		(41)	(41)	88	08/01/2014	2FE
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		5,007	5,000	5,918	5,217		(167)		(167)		5,050		(43)	(43)	88	08/01/2014	2FE
380956 AB 8	Goldcorp Inc.		06/12/2014	MERRILL LYNCH, PIERCE, FENNER &		15,021	15,000	15,694	15,300		(230)		(230)		15,070		(49)	(49)	263	08/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		5,002	5,000	5,416	5,125		(116)		(116)		5,009		(8)	(8)	79	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		5,002	5,000	5,357	5,135		(125)		(125)		5,010		(9)	(9)	79	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		5,002	5,000	5,669	5,098		(91)		(91)		5,007		(5)	(5)	79	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		5,002	5,000	5,804	5,090		(83)		(83)		5,007		(5)	(5)	79	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		25,008	25,000	28,816	25,390		(360)		(360)		25,029		(22)	(22)	391	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		10,003	10,000	11,538	10,158		(146)		(146)		10,012		(9)	(9)	157	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	MORGAN STANLEY & CO., INCORPOR		5,002	5,000	5,724	5,075		(69)		(69)		5,006		(4)	(4)	79	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	GOLDMAN, SACHS & CO.		15,005	15,000	16,492	15,134		(124)		(124)		15,010		(6)	(6)	233	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	GOLDMAN, SACHS & CO.		5,002	5,000	5,498	5,045		(41)		(41)		5,003		(2)	(2)	78	05/01/2014	2FE
459902 AQ 5	International Game Technology		04/22/2014	GOLDMAN, SACHS & CO.		10,003	10,000	11,048	10,092		(85)		(85)		10,007		(4)	(4)	155	05/01/2014	2FE
502413 AW 7	L-3 Communications		06/01/2014	USBANK		6,898	5,000	5,395	5,390		(6)		(6)		5,384		1,514	1,514	75	08/01/2035	3FE
502413 AW 7	L-3 Communications		06/01/2014	USBANK		82,779	60,000	64,800	64,736		(70)		(70)		64,666		18,113	18,113	900	08/01/2035	3FE
59022H EX 6	MLMT 2004		06/12/2014	Principal Reduction		100,946	100,946	97,898	98,186				0		98,186		2,760	2,760	1,873	10/12/2041	1FM
666416 AB 8	Northgate Minerals Corp		04/02/2014	TENDER/PURCHASE OFFER		5,200	5,000	5,250	4,791	399	(17)		382		5,173		27	27	88	10/01/2016	3
666416 AB 8	Northgate Minerals Corp		04/02/2014	TENDER/PURCHASE OFFER		5,200	5,000	4,980	4,791	196	1		197		4,988		212	212	88	10/01/2016	3
670008 AD 3	Novellus Systems Inc.		05/16/2014	NOMURA SECURITIES INTERNATIONA		8,988	5,000	5,790	5,762		(8)		(8)		5,754		3,234	3,234	68	05/15/2041	2
670008 AD 3	Novellus Systems Inc.		05/16/2014	NOMURA SECURITIES INTERNATIONA		8,988	5,000	5,502	5,486		(5)		(5)		5,481		3,507	3,507	68	05/15/2041	2
670008 AD 3	Novellus Systems Inc.		05/16/2014	NOMURA SECURITIES INTERNATIONA		8,988	5,000	5,611	5,590		(6)		(6)		5,584		3,404	3,404	68	05/15/2041	2

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
670008 AD 3	Novellus Systems Inc.		05/16/2014	NOMURA SECURITIES INTERNATIONA		8,988	5,000	5,719	5,695		(7)		(7)		5,687		3,301	3,301	68	05/15/2041	2
670008 AD 3	Novellus Systems Inc.		05/16/2014	NOMURA SECURITIES INTERNATIONA		8,988	5,000	5,741	5,715		(7)		(7)		5,708		3,280	3,280	68	05/15/2041	2
74924P AF 9	RASC		06/25/2014	Principal Reduction		3,308	3,308	3,286	3,286				0		3,286		22	22	91	02/25/2034	1FM
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,536	5,536		(483)		(483)		5,053		(4)	(4)	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,431	5,193		(176)		(176)		5,016		33	33	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,589	5,215		(196)		(196)		5,018		31	31	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,613	5,211		(193)		(193)		5,018		31	31	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,613	5,201		(184)		(184)		5,017		32	32	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	6,036	5,152		(140)		(140)		5,013		36	36	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	6,086	5,156		(144)		(144)		5,013		36	36	128	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		10,098	10,000	11,694	10,190		(174)		(174)		10,016		82	82	256	06/15/2014	4FE
858119 AP 5	Steel Dynamics Inc.		06/13/2014	Converted		5,049	5,000	5,612	5,196		(180)		(180)		5,017		32	32	128	06/15/2014	4FE
929766 7G 2	WBCMT 2005-C21 A4		06/17/2014	Principal Reduction		1,900	1,900	2,024	2,020				0		2,021		(121)	(121)	60	10/15/2044	1FM
92976B DT 6	WBCMT 2006-C23 A4		06/17/2014	Principal Reduction		4,459	4,459	4,779	4,771				0		4,771		(312)	(312)	190	01/15/2045	1FM
949834 AA 3	Wells Fargo Mtg Backed Securities		05/07/2014	Principal Reduction		88,653	88,545	86,306	86,306				0		86,306		2,347	2,347	2,174	10/25/2037	1FM
3899999. Total Bonds - Industrial and Miscellaneous						1,029,055	945,323	1,007,488	965,239	595	(15,517)	0	(14,922)	0	950,317	0	78,738	78,738	18,980	XXX	XXX
8399997. Total Bonds - Part 4						2,585,106	2,490,045	2,574,703	2,519,267	595	(17,408)	0	(16,813)	0	2,502,454	0	82,653	82,653	39,860	XXX	XXX
8399999. Total Bonds						2,585,106	2,490,045	2,574,703	2,519,267	595	(17,408)	0	(16,813)	0	2,502,454	0	82,653	82,653	39,860	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
858119 10 0	Steel Dynamics Inc.		06/18/2014	CITIGROUP GLOBAL MARKETS INC.	2,923.650	52,683	XXX	50,492	50,492				0		50,492		2,192	2,192		XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						52,683	XXX	50,492	50,492	0	0	0	0	0	50,492	0	2,192	2,192	0	XXX	XXX
Common Stocks - Mutual Funds																					
628380 85 9	Franklin Mutual Global Discovery Fd		06/20/2014	Franklin Templeton	2,914.890	103,410	XXX	75,000	96,891	(21,891)			(21,891)		75,000		28,410	28,410		XXX	L
628380 85 9	Franklin Mutual Global Discovery Fd		06/20/2014	Franklin Templeton	213.687	7,590	XXX	5,605	7,462	(1,857)			(1,857)		5,605		1,985	1,985		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	5.637	657	XXX	390	624	(234)			(234)		390		266	266		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	5.994	698	XXX	475	663	(188)			(188)		475		223	223		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	7.625	888	XXX	573	844	(271)			(271)		573		315	315		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	7.041	820	XXX	475	779	(304)			(304)		475		345	345		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	7.630	889	XXX	481	844	(364)			(364)		481		408	408		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	5.911	689	XXX	472	679	(207)			(207)		472		216	216		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	972.000	113,231	XXX	61,190	107,552	(46,362)			(46,362)		61,190		52,041	52,041	1,251	XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	4.798	559	XXX	295	531	(236)			(236)		295		264	264		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	395.000	46,015	XXX	24,998	43,707	(18,709)			(18,709)		24,998		21,017	21,017		XXX	L
464287 68 9	I SHARES Tr Russell 3000 Index		06/18/2014	Vanguard	8.364	974	XXX	550	925	(376)			(376)		550		425	425		XXX	L
464287 83 8	I Shares US Basic Materials		06/18/2014	Vanguard	450.000	38,967	XXX	30,706	38,772	(8,066)			(8,066)		30,706		8,260	8,260	107	XXX	L
470259 10 2	James Balanced Golden Rainbow Fund		06/18/2014	Vanguard	1,982.554	50,000	XXX	40,900	49,683	(8,783)			(8,783)		40,900		9,100	9,100	294	XXX	L
560636 10 2	Mairs and Power Growth Fund Inc.		06/27/2014	Capital Gain	2,168.633	250,061	XXX	118,603	245,771	(127,169)			(127,169)		118,603		131,458	131,458		XXX	L
577130 20 6	Matthews International Funds		06/18/2014	Vanguard	3,028.468	59,843	XXX	50,000	57,268	(7,268)			(7,268)		50,000		9,843	9,843		XXX	L
577130 20 6	Matthews International Funds		06/18/2014	Vanguard	35.858	709	XXX	575	678	(103)			(103)		575		134	134		XXX	L
577130 20 6	Matthews International Funds		06/18/2014	Vanguard	48.994	968	XXX	865	926	(61)			(61)		865		103	103		XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
577130 20 6	Matthews International Funds		06/18/2014	Vanguard	41.747	825	XXX	737	789	(52)			(52)		737		88	88		XXX	L
577130 20 6	Matthews International Funds		06/18/2014	Vanguard	286.229	5,656	XXX	5,290	5,636	(346)			(346)		5,290		366	366		XXX	L
413838 10 3	Oakmark Fund Class 1		06/18/2014	Oakmark	3,076.923	210,000	XXX	93,354	205,077	(111,723)			(111,723)		93,354		116,646	116,646		XXX	L
413838 20 2	Oakmark International Fund Class 1		06/18/2014	Oakmark	1,006.547	27,378	XXX	16,950	27,298	(10,347)			(10,347)		16,950		10,428	10,428		XXX	L
413838 20 2	Oakmark International Fund Class 1		06/18/2014	Oakmark	3,095.975	84,211	XXX	50,000	81,486	(31,486)			(31,486)		50,000		34,211	34,211		XXX	L
413838 20 2	Oakmark International Fund Class 1		06/18/2014	Oakmark	3,617.945	98,408	XXX	50,000	95,224	(45,224)			(45,224)		50,000		48,408	48,408		XXX	L
413838 20 2	Oakmark International Fund Class 1		06/18/2014	Oakmark	1,654.533	45,003	XXX	25,000	43,547	(18,547)			(18,547)		25,000		20,003	20,003		XXX	L
817418 10 6	Sequoia Fund		06/30/2014	Sequoia	1,078.991	247,876	XXX	107,996	240,000	(132,004)			(132,004)		107,996		139,879	139,879		XXX	U
77957Y 10 6	T Rowe Price Mid Cap Value Fund		06/18/2014	T. Rowe Price	8,366.291	275,000	XXX	152,768	267,219	(114,451)			(114,451)		152,768		122,232	122,232		XXX	U
779557 10 7	T. Rowe Price New America Growth Fd		06/18/2014	T. Rowe Price	5,306.261	239,312	XXX	126,660	234,378	(107,717)			(107,717)		126,660		112,652	112,652		XXX	L
779557 10 7	T. Rowe Price New America Growth Fd		06/18/2014	T. Rowe Price	1,012.556	45,666	XXX	25,000	44,725	(19,725)			(19,725)		25,000		20,666	20,666		XXX	L
779557 10 7	T. Rowe Price New America Growth Fd		06/18/2014	T. Rowe Price	887.391	40,021	XXX	23,321	39,187	(15,867)			(15,867)		23,321		16,701	16,701		XXX	L
922042 84 1	Vanguard Emerging Mkt St Index Fd		06/18/2014	Vanguard	1,130.411	41,000	XXX	35,679	39,779	(4,100)			(4,100)		35,679		5,321	5,321	136	XXX	L
921908 60 4	Vanguard Dividend Growth Fund		06/18/2014	Vanguard	7,174.888	160,000	XXX	110,135	158,350	(48,215)			(48,215)		110,135		49,865	49,865	177	XXX	L
921921 30 0	Vanguard Equity Income Fund Admiral		06/18/2014	Vanguard	1,651.156	110,000	XXX	74,401	107,903	(33,502)			(33,502)		74,401		35,599	35,599	884	XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	4,014.338	277,712	XXX	201,359	263,060	(61,700)			(61,700)		201,359		76,353	76,353	3,855	XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	43.608	3,017	XXX	2,183	2,858	(675)			(675)		2,183		834	834		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	33.759	2,335	XXX	1,735	2,212	(478)			(478)		1,735		601	601		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	42.457	2,937	XXX	2,060	2,782	(722)			(722)		2,060		877	877		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	36.891	2,552	XXX	1,888	2,417	(529)			(529)		1,888		664	664		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	37.407	2,588	XXX	2,000	2,451	(452)			(452)		2,000		588	588		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	33.753	2,335	XXX	1,880	2,212	(332)			(332)		1,880		455	455		XXX	L
921935 20 1	Vanguard Wellington Fund		06/18/2014	Vanguard	1,395.254	96,524	XXX	78,288	95,380	(17,092)			(17,092)		78,288		18,236	18,236		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	61.974	815	XXX	913	762	151			151		913		(98)	(98)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	105.903	1,393	XXX	1,209	1,303	(93)			(93)		1,209		183	183		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	11,977.698	157,507	XXX	130,437	147,326	(16,889)			(16,889)		130,437		27,070	27,070	2,002	XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	2,187.227	28,762	XXX	25,000	26,903	(1,903)			(1,903)		25,000		3,762	3,762		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	49.837	655	XXX	597	613	(16)			(16)		597		59	59		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	4,177.109	54,929	XXX	50,000	51,378	(1,378)			(1,378)		50,000		4,929	4,929		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	3,952.569	51,976	XXX	50,000	48,617	1,383			1,383		50,000		1,976	1,976		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	73.110	961	XXX	912	899	12			12		912		50	50		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	36.941	486	XXX	502	470	32			32		502		(17)	(17)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	65.606	863	XXX	942	807	135			135		942		(79)	(79)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	5.739	75	XXX	79	71	8			8		79		(4)	(4)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	99.048	1,302	XXX	1,296	1,218	77			77		1,296		7	7		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	92.604	1,218	XXX	1,097	1,139	(42)			(42)		1,097		120	120		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	84.649	1,113	XXX	1,216	1,041	175			175		1,216		(103)	(103)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	74.794	984	XXX	987	920	67			67		987		(3)	(3)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	66.058	869	XXX	915	813	102			102		915		(46)	(46)		XXX	L
936793 84 3	Wasatch 1st Source Income Equity		06/23/2014	Wasatch	83.050	1,092	XXX	1,050	1,022	28			28		1,050		42	42		XXX	L
97717W 31 5	Wisdomtree Trust		06/18/2014	Vanguard	200.000	10,365	XXX	10,597	10,104	493			493		10,597		(232)	(232)	53	XXX	L
9299999. Total Common Stocks - Mutual Funds						3,012,687	XXX	1,878,585	2,913,975	(1,035,390)	0	0	(1,035,390)	0	1,878,585	0	1,134,102	1,134,102	8,756	XXX	XXX
9799997 Total Common Stocks - Part 4						3,065,371	XXX	1,929,077	2,964,466	(1,035,390)	0	0	(1,035,390)	0	1,929,077	0	1,136,294	1,136,294	8,756	XXX	XXX

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
9799999. Total Common Stocks						3,065,371	XXX	1,929,077	2,964,466	(1,035,390)	0	0	(1,035,390)	0	1,929,077	0	1,136,294	1,136,294	8,756	XXX	XXX
9899999. Total Preferred and Common Stocks						3,065,371	XXX	1,929,077	2,964,466	(1,035,390)	0	0	(1,035,390)	0	1,929,077	0	1,136,294	1,136,294	8,756	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						5,650,477	XXX	4,503,780	5,483,733	(1,034,794)	(17,408)	0	(1,052,202)	0	4,431,530	0	1,218,946	1,218,946	48,617	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....2.

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
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
Ameriprise Financial Services	Piqua, OH					47,321	47,368	45,981	XXX..
Fifth Third Bank of Western (C)	Piqua, OH					(104,472)	(91,613)	(72,182)	XXX..
Fifth Third Bank of Western (S)	Piqua, OH					156,317	81,537	207,042	XXX..
MainSource Bank (A)	Troy, OH					(1,911,061)	(2,839,062)	(4,497,367)	XXX..
MainSource Bank (E)	Troy, OH					(107,704)	(125,455)	(80,468)	XXX..
MainSource Bank (F)	Troy, OH					5,906	14,526	12,667	XXX..
MainSource Bank (S)	Troy, OH			228	535	495,152	494,982	495,745	XXX..
MainSource Bank	Troy, OH					4,851	4,851	4,851	XXX..
MainSource Bank	Troy, OH					1,346,343	1,247,942	3,960,404	XXX..
National City Bank	Indianapolis, IN					58,391	58,386	58,381	XXX..
MainSource Bank	Troy, OH					0	0	0	XXX..
Federal Home Loan Bank	Cincinnati, OH					5,685	5,685	5,685	XXX..
US Bank	Cincinnati, OH					(1,800)	-	-	XXX..
Wells Fargo	Portland, OR					304,295	304,283	304,273	XXX..
MainSource Bank	Troy, OH					483,662	459,556	409,419	XXX..
MainSource Bank	Troy, OH					34,597	28,252	25,029	XXX..
0199999. Total Open Depositories		XXX	XXX	228	535	817,483	(308,763)	879,459	XXX..
0399999. Total Cash on Deposit		XXX	XXX	228	535	817,483	(308,763)	879,459	XXX..
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX	390	390	390	XXX..
0599999. Total Cash		XXX	XXX	228	535	817,873	(308,373)	879,849	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