

QUARTERLY STATEMENT

OF THE

ENTITLE INSURANCE

COMPANY

of _____ INDEPENDENCE

in the state of _____ OHIO

TO THE

Insurance Department

OF THE

STATE OF

OHIO

FOR THE QUARTER ENDED

June 30, 2014

TITLE

2014



51632201420100102

QUARTERLY STATEMENT

AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE

EnTitle Insurance Company

NAIC Group Code	3483 (Current Period)	3483 (Prior Period)	NAIC Company Code	51632	Employer's ID Number	34-1252928
Organized under the Laws of Country of Domicile	Ohio United States of America		State of Domicile or Port of Entry OHIO			
Incorporated/Organized Statutory Home Office	April 7, 1978 3 Summit Park Drive, Suite 525 (Street and Number)		Commenced Business		April 7, 1978 Independence, OH US 44131 (City or Town, State, Country and Zip Code)	
Main Administrative Office	3 Summit Park Drive, Suite 525 Independence, OH US 44131 (Street and Number) (City or Town, State, Country and Zip Code)		216-524-3400 (Area Code) (Telephone Number)			
Mail Address	3 Summit Park Drive, Suite 525 (Street and Number or P.O. Box)		Independence, OH US 44131 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	3 Summit Park Drive, Suite 525 (Street and Number)		Independence, OH US 44131 (City or Town, State, Country and Zip Code)		216-524-3400 (Area Code) (Telephone Number)	
Internet Website Address	www.entitledirect.com					
Statutory Statement Contact	Maryse Jean-Pierre (Name) Maryse.Jean-Pierre@EntitledDirect.com (E-Mail Address)		216-524-3400 (Area Code) (Telephone Number) 216-524-3488 (Fax Number)			

OFFICERS

	Name	Title
1.	Timothy M. Dwyer	President
2.	James S. Shoenfelt	Secretary
3.	John E. Sheffield	Chief Financial Officer

VICE-PRESIDENTS

State of Ohio

County of Cuyahoga ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions 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)

Timothy M. Dwyer
(Printed Name)
1.
President
(Title)

(Signature)
James S. Shoenfelt
(Printed Name)
2.
Secretary
(Title)

(Signature)	
John E. Sheffield	
(Printed Name)	
3.	
Chief Financial Officer	
(Title)	

Subscribed and sworn to before me this

____ day of August, 2014

a. Is this an original filing?

[X] Yes [] No

b. If no: 1. State the amendment number

2. Date filed

3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	2,318,475		2,318,475	3,754,264
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 12,445,198), cash equivalents (\$ 0), and short-term investments (\$ 0)	12,445,198		12,445,198	12,951,398
6. Contract loans (including \$ 0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	14,763,673		14,763,673	16,705,662
13. Title plants less \$ 0 charged off (for Title insurers only)	42,852		42,852	42,852
14. Investment income due and accrued	1,874		1,874	10,566
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	317,933	15,275	302,658	304,971
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	545		545	443
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	4,414,729	2,864,279	1,550,450	1,776,981
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	120,076		120,076	149,987
21. Furniture and equipment, including health care delivery assets (\$ 0)	99,262	99,262		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$ 0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	515,462	515,462		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	20,276,406	3,494,278	16,782,128	18,991,462
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	20,276,406	3,494,278	16,782,128	18,991,462

DETAILS OF WRITE-IN LINES				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. PREPAID EXPENSE	435,927	435,927		
2502. RETAINERS	32,143	32,143		
2503. SECURITY DEPOSIT	31,428	31,428		
2598. Summary of remaining write-ins for Line 25 from overflow page	15,964	15,964		
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	515,462	515,462		

NONE

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Known claims reserve	278,000	79,525
2. Statutory premium reserve	5,188,394	5,146,432
3. Aggregate of other reserves required by law		
4. Supplemental reserve		
5. Commissions, brokerage and other charges due or accrued to attorneys, agents and real estate brokers		
6. Other expenses (excluding taxes, licenses and fees)	280,805	248,115
7. Taxes, licenses and fees (excluding federal and foreign income taxes)	7,365	9,507
8.1 Current federal and foreign income taxes (including \$ 0 on realized capital gains (losses))		
8.2 Net deferred tax liability		
9. Borrowed money \$ 0 and interest thereon \$ 0		
10. Dividends declared and unpaid		
11. Premiums and other consideration received in advance	11,339	14,046
12. Unearned interest and real estate income received in advance		
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others		
15. Provision for unauthorized and certified reinsurance		
16. Net adjustments in assets and liabilities due to foreign exchange rates		
17. Drafts outstanding		
18. Payable to parent, subsidiaries and affiliates	8,584	185,999
19. Derivatives		
20. Payable for securities		
21. Payable for securities lending		
22. Aggregate write-ins for other liabilities		
23. Total liabilities (Lines 1 through 22)	5,774,487	5,683,624
24. Aggregate write-ins for special surplus funds		
25. Common capital stock	2,000,000	2,000,000
26. Preferred capital stock		
27. Aggregate write-ins for other than special surplus funds		
28. Surplus notes		
29. Gross paid in and contributed surplus	19,832,700	19,832,700
30. Unassigned funds (surplus)	(10,825,059)	(8,524,862)
31. Less treasury stock, at cost:		
31.1 0 shares common (value included in Line 25 \$ 0)		
31.2 0 shares preferred (value included in Line 26 \$ 0)		
32. Surplus as regards policyholders (Lines 24 to 30 less 31)	11,007,641	13,307,838
33. Totals (Page 2, Line 28, Col. 3)	16,782,128	18,991,462

DETAILS OF WRITE-INS			
0301.			
0302.			
0303.			
0398. Summary of remaining write-ins for Line 03 from overflow page	NONE		
0399. Totals (Lines 0301 through 0303 plus 0398) (Line 03 above)			
2201. REINSURANCE PAYABLE			
2202.			
2203.			
2298. Summary of remaining write-ins for Line 22 from overflow page			
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)			
2401.			
2402.			
2403.			
2498. Summary of remaining write-ins for Line 24 from overflow page	NONE		
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)			
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page	NONE		
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)			

OPERATIONS AND INVESTMENT EXHIBIT

STATEMENT OF INCOME	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
OPERATING INCOME			
1. Title insurance and related income:			
1.1 Title insurance premiums earned	3,557,534	6,375,921	11,108,374
1.2 Escrow and settlement services	992,755	2,566,094	3,682,516
1.3 Other title fees and service charges	374,071	1,126,565	1,800,156
2. Aggregate write-ins for other operating income	10,609	97,435	124,439
3. Total Operating Income (Lines 1 through 2)	4,934,969	10,166,015	16,715,485
EXPENSES:			
4. Losses and loss adjustment expenses incurred	305,375	91,894	275,661
5. Operating expenses incurred	6,759,809	10,432,034	18,076,452
6. Aggregate write-ins for other operating expenses			
7. Total Operating Expenses	7,065,184	10,523,928	18,352,113
8. Net operating gain or (loss) (Lines 3 minus 7)	(2,130,215)	(357,913)	(1,636,628)
INVESTMENT INCOME			
9. Net investment income earned	7,113	13,669	23,620
10. Net realized capital gains (losses) less capital gains tax of \$	0		
11. Net investment gain (loss) (Lines 9 + 10)	7,113	13,669	23,620
OTHER INCOME			
12. Aggregate write-ins for miscellaneous income or (loss) or other deductions			
13. Net income, after capital gains tax and before all other federal income taxes (Lines 8 + 11 + 12)	(2,123,102)	(344,244)	(1,613,008)
14. Federal and foreign income taxes incurred			
15. Net income (Lines 13 minus 14)	(2,123,102)	(344,244)	(1,613,008)
CAPITAL AND SURPLUS ACCOUNT			
16. Surplus as regards policyholders, December 31 prior year	13,307,838	15,221,983	15,221,983
17. Net income (from Line 15)	(2,123,102)	(344,244)	(1,613,008)
18. Change in net unrealized capital gains or (losses) less capital gains tax of \$	0	(1,092)	53
19. Change in net unrealized foreign exchange capital gain (loss)			3,258
20. Change in net deferred income taxes		691,156	120,332
21. Change in nonadmitted assets		(867,159)	(317,908)
22. Change in provision for unauthorized and certified reinsurance			
23. Change in supplemental reserves			
24. Change in surplus notes			
25. Cumulative effect of changes in accounting principles			
26. Capital Changes:			
26.1 Paid in			
26.2 Transferred from surplus (Stock Dividend)			
26.3 Transferred to surplus			
27. Surplus Adjustments:			
27.1 Paid in			
27.2 Transferred to capital (Stock Dividend)			
27.3 Transferred from capital			
28. Dividends to stockholders			
29. Change in treasury stock			
30. Aggregate write-ins for gains and losses in surplus			
31. Change in surplus as regards policyholders for the year (Lines 17 through 30)	(2,300,197)	(541,767)	(1,914,145)
32. Surplus as regards policyholders as of statement date (Lines 16 plus 31)	11,007,641	14,680,216	13,307,838

DETAILS OF WRITE-IN LINES			
0201. CO-OP Search Income		10,609	97,435
0202.			
0203.			
0298. Summary of remaining write-ins for Line 02 from overflow page			
0299. Totals (Lines 0201 through 0203 plus 0298) (Line 02 above)	10,609	97,435	124,439
0601.			
0602.			
0603.			
0698. Summary of remaining write-ins for Line 06 from overflow page			
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above)			
1201.			
1202.			
1203.			
1298. Summary of remaining write-ins for Line 12 from overflow page			
1299. Totals (Lines 1201 through 1203 plus 1298) (Line 12 above)			
3001.			
3002.			
3003.			
3098. Summary of remaining write-ins for Line 30 from overflow page			
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)			

NONE**NONE****NONE**

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	3,602,578	6,737,414	11,864,844
2. Net investment income	28,895	27,018	58,202
3. Miscellaneous income	1,377,435	3,790,094	5,607,111
4. Total (Lines 1 to 3)	5,008,908	10,554,526	17,530,157
5. Benefit and loss related payments	107,002	404,456	638,607
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	6,673,216	10,501,941	18,131,686
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			
10. Total (Lines 5 through 9)	6,780,218	10,906,397	18,770,293
11. Net cash from operations (Line 4 minus Line 10)	(1,771,310)	(351,871)	(1,240,136)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,720,000	201,000	1,521,000
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments	10,171	23,326	38,373
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,730,171	224,326	1,559,373
13. Cost of investments acquired (long-term only):			
13.1 Bonds	308,563		1,760,270
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	17,943	117,496	139,713
13.7 Total investments acquired (Lines 13.1 to 13.6)	326,506	117,496	1,899,983
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	1,403,665	106,830	(340,610)
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)	(138,555)	(504,579)	(796,315)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(138,555)	(504,579)	(796,315)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(506,200)	(749,620)	(2,377,061)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	12,951,398	15,328,459	15,328,459
19.2 End of period (Line 18 plus Line 19.1)	12,445,198	14,578,839	12,951,398

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

20.0001			
20.0002			
20.0003			

NOTES TO FINANCIAL STATEMENTS

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2014

1. Summary of Significant Accounting Policies

Accounting Practices

The financial statements of EnTitle Insurance Company (the “Company”) have been prepared in conformity with accounting practices prescribed or permitted by the Ohio Department of Insurance and the National Association of Insurance Commissioners (“NAIC”).

The Ohio Department of Insurance does not allow any prescribed or permitted practices for determining and reporting the financial condition and results of operations of a title insurance company and for assessing its solvency.

Reconciliation of the Company’s net income and capital & surplus between NAIC SAP and the State of Ohio is shown below.

Net Income

	<u>2014</u>	<u>2013</u>
EnTitle Insurance Company – Ohio Basis	(2,123,102)	(1,613,008)
State Prescribed Practices that increase/decrease	-	-
NAIC SAP	-	-
State Permitted Practices that increase/decrease	-	-
NAIC SAP	-	-
 NAIC SAP	 (2,123,102)	 (1,613,008)

Surplus

	<u>2014</u>	<u>2013</u>
EnTitle Insurance Company – Ohio Basis	11,007,641	13,307,838
State Prescribed Practices that increase/decrease	-	-
NAIC SAP	-	-
State Permitted Practices that increase/decrease	-	-
NAIC SAP	-	-
 NAIC SAP	 11,007,641	 13,307,838

Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements, in conformity with Statutory Accounting Principles, requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known and impacts the amounts reported and disclosed in the Financial Statements.

Accounting Policy

For premiums written in Ohio, Ohio insurance law requires the Company to establish an unearned premium reserve equal to 10% of the premium retained by the Company. The Company may release 5% of that which was added to the reserve during the previous 20 years. For all other states where the Company writes insurance, the Company follows the various state insurance department regulations when determining what statutory premium reserves are established. Premiums on title insurance policies issued by the Company are recognized as revenue when the Company is legally or contractually entitled to collect the

NOTES TO FINANCIAL STATEMENTS

premium. Premiums from title policies issued by the Company through independent agents are recognized when the policies are reported by the agent.

Case loss and loss adjustment expense reserves are recorded for outstanding known claims at the time of determination.

Investments in bonds are generally reported at amortized cost, using the effective interest method, unless the National Association of Insurance Commissioners' (NAIC) rating specifies another value. Held-to-maturity investments are reported at amortized cost, and the remaining investments are at fair value, with unrealized holding gains and losses reported in operations for those designated as trading, and as a separate component of shareholder's equity for those designated as available-for-sale. Non-agency residential mortgage backed securities (RMBS) are valued using the NAIC financial model as approved by the Valuation of Securities Task Force and Financial Condition Committee.

Common stock is carried at NAIC prescribed market values.

2. Accounting Changes and Correction of Errors

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

- Mortgage Loans
 - a. None
- Debt Restructuring
 - b. None
- Reverse Mortgages
 - c. None
- Loan-Backed Securities
 - d. None
- Repurchase Agreements
 - e. None
- Real Estate
 - f. Impairment Loss: None
 - g. Investment in low-income housing: None
 - h. Restricted Assets : Refer to General Interrogatories Part 2 - 5.2

6. Joint Ventures, Partnerships and Limited Liability Companies

- a. None

7. Investment Income

- a. Investment income is recorded on the accrual basis of accounting with the appropriate adjustments made for amortization of premium and accretion of discounts relating to bonds and notes acquired at other than par value. Dividends on stocks are credited to income on the ex-dividend date. Realized gains or losses

NOTES TO FINANCIAL STATEMENTS

on disposition of securities owned are determined on a specific identification basis and are reflected in the statement of income. Unrealized investment gains or losses are credited or charged directly to unassigned surplus net of allowed deferred income taxes. At June 30, 2014, the Company had no bonds or note investments in default as to principal and/or interest. Excluding U.S. Government fixed maturity securities; the company is not exposed to any significant concentration of credit risk.

8. Derivative Instruments

- a. None

9. Income Taxes

A. The components of the net deferred tax asset (liability) at June 30 are as follows:

1.

	6/30/2014		
	Ordinary	Capital	Total
	(1)	(2)	(3)
(a) Gross Deferred Tax Assets	4,420,547	-	4,420,547
(b) Statutory Valuation Allowance Adjustment	-	-	-
(c) Adjusted Gross Deferred Tax Assets (1a-1b)	4,420,547	-	4,420,547
(d) Deferred Tax Assets Nonadmitted	<u>2,864,280</u>	-	<u>2,864,280</u>
(e) Subtotal Net Admitted Deferred Tax Asset(1c-1d)	1,556,267	-	1,556,267
(f) Deferred Tax Liabilities	-	(5,818)	(5,818)
(g) Net Admitted Deferred Tax asset/(liability) (1e-1f)	1,556,267	(5,818)	1,550,449

	12/31/2013		
	Ordinary	Capital	Total
	(4)	(5)	(6)
(a) Gross Deferred Tax Assets	3,727,709	-	3,727,709
(b) Statutory Valuation Allowance Adjustment	-	-	-
(c) Adjusted Gross Deferred Tax Assets (1a-1b)	3,727,709	-	3,727,709
(d) Deferred Tax Assets Nonadmitted	<u>1,946,593</u>	-	<u>1,946,593</u>
(e) Subtotal Net Admitted Deferred Tax Asset(1c-1d)	1,781,116	-	1,781,116
(f) Deferred Tax Liabilities	-	(4,135)	(4,135)
(g) Net Admitted Deferred Tax asset/(liability) (1e-1f)	1,781,116	(4,135)	1,776,981

	Change		
	Ordinary	Capital	Total
	(7)	(8)	(9)
(a) Gross Deferred Tax Assets	692,838	-	692,838
(b) Statutory Valuation Allowance Adjustment	-	-	-
(c) Adjusted Gross Deferred Tax Assets (1a-1b)	692,838	-	692,838
(d) Deferred Tax Assets Nonadmitted	<u>917,687</u>	-	<u>917,687</u>
(e) Subtotal Net Admitted Deferred Tax Asset(1c-1d)	(224,849)	-	(224,849)
(f) Deferred Tax Liabilities	-	(1,683)	(1,683)
(g) Net Admitted Deferred Tax asset/(liability) (1e-1f)	(224,849)	(1,683)	(226,531)

NOTES TO FINANCIAL STATEMENTS

2. Admission Calculation Components SSAP No. 101

	6/30/2014		
	Ordinary (1)	Capital (2)	Total (3)
a. Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks.			
b. Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) after Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below.)			
1. Adjusted Gross Deferred Tax Assets to be Realized following the Balance Sheet Date.	4,419,439	-	4,419,439
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	1,544,631	-	1,544,631
c. Adjusted Gross Deferred Tax Assets (Excluding the Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities.	<u>5,818</u>	<u>5,818</u>	<u>5,818</u>
d. Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	1,544,631	5,818	1,550,449

	12/31/2013		
	Ordinary (4)	Capital (5)	Total (6)
a. Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks.			
b. Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) after Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below.)			
1. Adjusted Gross Deferred Tax Assets to be Realized following the Balance Sheet Date.	3,727,709	-	3,727,709
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	1,772,845	-	1,772,845
c. Adjusted Gross Deferred Tax Assets (Excluding the Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities.	<u>4,135</u>	<u>4,135</u>	<u>4,135</u>
d. Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	1,772,845	4,135	1,776,981

	Change		
	Ordinary (7)	Capital (8)	Total (9)
a. Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks.			
b. Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) after Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 below.)			
1. Adjusted Gross Deferred Tax Assets to be Realized following the Balance Sheet Date.	691,730	-	691,730
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	(228,214)	-	(228,214)
c. Adjusted Gross Deferred Tax Assets (Excluding the Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities.	<u>1,683</u>	<u>1,683</u>	<u>1,683</u>
d. Deferred Tax Assets Admitted as the result of application of SSAP No. 101. Total (2(a) + 2(b) + 2(c))	(228,214)	1,683	(226,531)

NOTES TO FINANCIAL STATEMENTS

3.

20142013

a. Ratio Percentage Used to Determine Recover Period And Threshold Limitation Amount.	43%	33%
b. Amount Of Adjusted Capital And Surplus Used To Determine Recovery Period And Threshold Limitation In 2(b)2 Above.	10,336,330	11,387,391

4. Impact of Tax Planning Strategies

	6/30/2014		
	Ordinary (1)	Capital (2)	Total (3)
(a) Determination of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character As A Percentage.			
1 Adjusted Gross DTAs Amount From Note 9A1(c)	4,420,547	-	4,420,547
2 Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact of Tax Planning Strategies			
3 Net Admitted Adjusted Gross DTAs Amount from Note 9A1(e)	1,556,267	-	1,556,267
4 Percentage of Net Admitted Adjusted Gross DTAs by Tax Character Attributable To The Impact of Tax Planning Strategies			

	12/31/2013		
	Ordinary (4)	Capital (5)	Total (6)
a) Determination of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character As A Percentage			
1 Adjusted Gross DTAs Amount From Note 9A1(c)	3,727,709	-	3,727,709
2 Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact of Tax Planning Strategies			
3 Net Admitted Adjusted Gross DTAs Amount from Note 9A1(e)	1,781,116	-	1,781,116
4 Percentage of Net Admitted Adjusted Gross DTAs by Tax Character Attributable To The Impact of Tax Planning Strategies			

	Change		
	Ordinary (7)	Capital (8)	Total (9)
a) Determination of Adjusted Gross Deferred Tax Assets and Net Admitted Deferred Tax Assets, By Tax Character As A Percentage			
1 Adjusted Gross DTAs Amount From Note 9A1(c))	692,838	-	692,838
2 Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact of Tax Planning Strategies			
3 Net Admitted Adjusted Gross DTAs Amount from Note 9A1(e)	(224,849)	-	(224,849)
4 Percentage of Net Admitted Adjusted Gross DTAs by Tax Character Attributable To The Impact of Tax Planning Strategies			

c. Does the Company's Tax-planning Strategies include the use of reinsurance? No

C. Current income taxes incurred consist of the following major components:

1. Current Income Tax	6/30/2014	12/31/2013	Change
	(1)	(2)	(3)
a. Federal	-	-	-

NOTES TO FINANCIAL STATEMENTS

b. Foreign	-	-	-
c. Subtotal	-	-	-
d. Federal Income Tax on net capital gains	-	-	-
e. Utilization of capital loss carry-forwards	-	-	-
f. Other	-	-	-
g. Federal and foreign income taxes incurred	-	-	-

2. Deferred Tax Assets

a. Ordinary

	<u>6/30/2014</u>	<u>12/31/2013</u>	<u>Change</u>
	(1)	(2)	(3)
(1) Discounting of unpaid losses	2,836	775	2,061
(2) Unearned premium reserve	493,935	491,291	2,644
(3) Policyholder reserves	-	-	-
(4) Investments	-	-	-
(5) Deferred acquisition costs	-	-	-
(6) Policyholder dividends accrual	-	-	-
(7) Fixed assets	1,108	1,311	(203)
(8) Compensation and benefits accrual	-	-	-
(9) Pension accrual	-	-	-
(10) Receivables – nonadmitted	-	-	-
(11) Net operating loss carry-forward	3,922,669	3,235,643	687,026
(12) Tax credit carry-forward.	-	-	-
(13) Other (including items <5% of total ordinary tax assets)	-	-	-
(99) Subtotal	4,420,548	3,729,020	691,528
b. Statutory valuation allowance adjustment	-	-	-
c. Nonadmitted	2,864,280	1,946,593	917,687
d. Admitted ordinary deferred tax assets (2a99 - 2b - 2c)	1,556,268	1,782,427	(226,159)

e. Capital:

(1) Investments	-	-	-
(2) Net capital loss carry-forward	-	-	-
(3) Real estate.	-	-	-
(4) Other (including items <5% of total capital tax assets)	-	-	-
(99) Subtotal.	-	-	-
f. Statutory valuation allowance adjustment	-	-	-
g. Nonadmitted	-	-	-
h. Admitted capital deferred tax assets (2e99 - 2f - 2g)	-	-	-
i. Admitted deferred tax assets (2d + 2h)	1,556,268	1,782,427	(226,159)

3. Deferred Tax Liabilities:

a. Ordinary

(1) Investments	5,818	5,447	371
(2) Fixed assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other (including items <5% of total ordinary tax liabilities)	-	-	-
(99) Subtotal	5,818	5,447	371

b. Capital:

NOTES TO FINANCIAL STATEMENTS

(1) Investments	-	-	-
(2) Real Estate	-	-	-
(3) Other (including items <5% of total capital tax liabilities)	-	-	-
 (99) Subtotal	 -	 -	 -
 c. Deferred tax liabilities (3a99 + 3b99)	 5,818	5,447	371
 4. Net deferred tax assets/liabilities (2i - 3c)	 1,550,449	1,776,981	(226,530)

For the quarter ended June 30, 2014 the Company has no current tax expense.

- a. The Company's tax expense at June 30, 2014 differs from the federal statutory rate applied to its pretax net income primarily due to permanent differences between book income and taxable income as a result of tax-exempt interest income, the dividends received deduction, and IRC Section 832 (b)(5)(B).
- b. At June 30, 2014, the Company had an estimated net operating loss of \$11,537,261 available to offset against future taxable income. This net operating loss will begin to expire in 2028.
- c. On September 2, 2008, EnTitle Insurance Company entered into a federal income tax allocation agreement with Entitle Direct Group, Inc. formerly BDT Holdings Inc. EnTitle Insurance Company is included in the Entitle Direct Group, Inc. affiliated group under federal income tax law and such affiliated group plans to file consolidated federal income tax returns. The tax allocation agreement was approved by the Ohio Department of Insurance on August 21, 2008.

10. Information Concerning Parent, Subsidiaries and Affiliates

- a. On July 13, 2007, the Company was acquired by BDT Holdings Inc., now by change of name, Entitle Direct Group, Inc. ("EDG"), pursuant to a Stock Purchase Agreement with Guardian Financial Services, Inc. The Company's Articles of Incorporation were amended as of that date to increase the par value of its shares from \$4,000 per share to \$5,000 per share. The change in par value had the effect of increasing the Company's common capital stock from \$800,000 to \$1.0 million (200 shares of common voting stock being outstanding). As set forth in the Form A Statement filed with the Ohio Department of Insurance on May 16, 2007, EDG contributed \$2.0 million to the Company on July 16, 2007 in exchange for the issuance to EDG of an additional 200 shares of the Company's common voting stock, thus increasing the Company's common capital stock to \$2.0 million and its contributed and paid-in surplus to \$1.8 million. In addition, EDG contributed the following: \$3.0 million as additional paid-in capital and contributed surplus to the Company on July 25, 2007; \$3.0 million as additional paid-in capital and contributed surplus to the Company effective December 31, 2010; \$1.2 million as additional paid-in capital and contributed surplus to the Company effective June 30, 2011; \$1.2 million as additional paid-in capital and contributed surplus to the Company effective December 31, 2011; and \$10 million as additional paid-in capital and contributed surplus to the Company effective September 30, 2012. The Company currently operates as a wholly-owned subsidiary of EDG, a privately held Delaware corporation.

On August 15, 2012, Entitle Direct Group, Inc. (EDG), the sole shareholder of EnTitle Insurance Company, entered into an investment agreement with an affiliate of PartnerRe Ltd. (NYSE: PRE). PRE is a global reinsurance company based in Bermuda with total capital of \$6.7 billion and assets of \$22.9 billion as of December 31, 2012. The agreement called for PRE to invest \$19 million for a minority equity stake in EDG. Existing EDG shareholders invested an additional \$2 million alongside PRE. The transaction closed on October 3, 2012. In connection

NOTES TO FINANCIAL STATEMENTS

with that transaction, EDG contributed \$10 million to EnTitle Insurance Company as referenced above.

b. At December 31, 2008, the Company had related party transactions with BDT Holdings Inc., now by change of name, Entitle Direct Group, Inc. (“EDG”) as set forth in the Company’s Form D approved by the Ohio Department of Insurance on October 3, 2008. Under such arrangement, EDG provides, upon the request of the Company, certain management advisory and administrative services to the Company relating to strategic planning, business advisory, general management, regulatory / legal, data processing and software, investment, and budgetary and accounting guidance. In addition, EDG and the Company desire to share the costs of certain payroll and employee benefit services provided by third-party service providers and to provide for the method that costs shall be allocated between the parties. Each party to the Agreement shall be responsible for the costs of payroll and employee benefits for each of their specific employees.

As of June 30, 2014, EDG provided to the Company marketing, advertising, information technology, and other advisory and management services associated with this arrangement totaling \$1,128,688. These costs are included in the Statement of Income under operating expenses incurred. During the entire year of 2013, \$2,923,456 in services provided by EDG was similarly charged to the Company under the arrangement. Also included in operating expenses as of June 30, 2014, were \$7,091 of net legal expenses incurred in connection with the recovery effort relating to the defalcation that occurred in late 2010.

- a. Not applicable
- b. Not applicable
- c. Not applicable
- d. Not applicable
- e. Not applicable
- f. Not applicable
- g. At June 30, 2014, all outstanding shares of the Company were owned by Entitle Direct Group, Inc.
- h. Not applicable
- i. Not applicable
- j. Not applicable

11. Debt

- a. At June 30, 2014, the Company had no debt outstanding.

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans

- a. The Company’s employees participate in a joint-contributory 401(k) plan, which includes Entitle Direct Group, Inc., the Company’s parent.
- b. Not applicable
- c. Not applicable
- d. Not applicable

13. Capital and Surplus, Dividend Restriction and Quasi-Reorganization

- a. At June 30, 2014, the Company had 800 shares of common stock authorized, and 400 shares outstanding with a par value of \$5,000.
- b. The Company has no preferred stock outstanding.
- c. The Company may pay dividends only from statutory earned surplus, not exceeding the greater of the prior year’s net investment income or 10% of the prior year’s statutory surplus, without the approval of the Superintendent of Insurance.
- d. Not Applicable
- e. Not Applicable

14. Contingencies

- a. Contingent Commitments - None
- b. Assessments – None

NOTES TO FINANCIAL STATEMENTS

- c. Gain Contingencies – None
- d. All Other Contingencies - None

15. Leases

- 4. a. The company leases office equipment under various non-cancelable operating lease agreements that expire through December 2014. Rental expense for 2013 and 2014 was approximately \$555,308 and \$485,734 respectively.
- b. Certain rental commitments have renewal options extending through the year 2018. Some of these renewals are subject to adjustment in future periods.
- 2. At June 30, 2014, the minimum aggregate rental commitments are as follows:

Year Ending December 31	Operating Leases
2014	\$315,951
2015	\$253,451
2016	\$192,814
2017	\$170,133
2018	\$142,186
	<hr/>
	\$1,074,535

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk.

The Company does not invest in swaps, futures, derivatives or options.

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

At June 30, 2014, the Company has not sold, transferred or serviced any of its other assets and has not extinguished any of its liabilities.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

Not applicable for title insurance companies

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

Not applicable for title insurance companies

20. Fair Value Measurements

Included in bonds in the statutory financial statements are certain financial instruments carried at fair value. The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale. The fair value of a liability is the amount at which that liability could be incurred or settled in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality (matrix pricing). In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that management believes market participants would use to determine a current transaction price. These valuation techniques involve some

NOTES TO FINANCIAL STATEMENTS

level of management estimation and judgment which becomes significant with increasingly complex instruments or pricing models. Where appropriate, adjustments are included to reflect the risk inherent in a particular methodology, model, or input used.

The Company's financial assets and liabilities have been classified, for disclosure purposes, based on the SAP 100 hierarchy. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

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

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

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

The following table provides information as of June 30, 2014 about the Company's financial assets measured at fair value.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	Assets Carried at Fair Value	Assets Not Carried Fair Value	Total
US Treasuries	\$2,058,984				\$2,058,135	\$2,058,135
State and Municipal Bonds		\$152,578			\$149,921	\$149,921
Mortgage backed securities (Countrywide)		\$90,442		\$90,442		\$90,442
Mortgage backed securities (Residential Asset)		\$21,281			\$19,977	\$19,977
	\$2,058,984	\$264,301	\$0	\$90,442	\$2,228,033	\$2,318,475

- As of June 30, 2014, the reported fair value of EnTitle Insurance Company's investments in Level 2, NAIC designated 1, Residential Asset SEC TR Series 200, issued on April 1, 2004, was \$21,280.64. These securities are Senior, Targeted Amortization Class Tranche that have a weighted-average coupon rate of 5.675 percent and a weighted-average maturity of 2.21 years. The underlying loans for these securities are normal whole loans with an original credit rating of AAA. The underlying loans have a weighted-average coupon rate of 5.675 percent and a weighted-average maturity of 228 years. The geographical concentration of those underlying loans is the United States. These securities are currently rated BBB (sf) by S&P and are collateralized by Residential Whole Loans with original and current credit enhancement of 4.5% and 17% respectively.
- As of June 30, 2014, the reported fair value of EnTitle Insurance Company's investments in Level 2, NAIC designated 6, Countrywide ALT Loan Trust Series 20, issued on September 1, 2005, was \$90,442.06. These securities are Senior Tranches that have a weighted-average coupon rate of 5.649 percent and a weighted-average maturity of 5.88 years. The underlying loans for these securities are normal whole loans with an original credit rating of AAA. The underlying loans have a weighted-average coupon rate of 5.649 percent and a weighted-average maturity of 250 years. The geographical concentration of those underlying loans is the United States. These securities are collateralized by Residential Whole Loans with original and current credit enhancement of 4.5% and -1% respectively.

NOTES TO FINANCIAL STATEMENTS

- As of June 30, 2014, the reported fair value of EnTitle Insurance Company's investments in Level 2, NAIC designated 1, Twinsburg Ohio City School, issued on April 13, 2004 for School District improvement purpose, was \$152,578.50. These securities are General Obligation, Investment Grade Bonds that are Callable (12/1/14-12/16 semi- annually @100). These securities are tax exempt and have a weighted-average coupon rate of 4.25 percent, Fixed. The geographical concentration of these securities is the State of Ohio in the United States. These securities are currently rated by Moody's as Aaa. They are 100% USGV secured, no sinking fund, refunded by issue dated July 9, 2013.

21. Other Items

a. Extraordinary Items

At June 30, 2014, the Company had no extraordinary items to report.

b. Troubled Debt Restructuring: Debtors

Not applicable.

c. Other Disclosures

None

22. Events Subsequent

None

23. Reinsurance

a. Unsecured Reinsurance Recoverables

At June 30, 2014, the Company had unsecured reinsurance recoverables of \$545.00.

b. Reinsurance Recoverable in Dispute

At June 30, 2014, the Company had no reinsurance recoverables in dispute.

c. Reinsurance Ceded

(1) At June 30, 2014, the Company had no reinsurance liability.

(2) There is no additional or return commission, predicated on loss experience or on any other form of profit sharing arrangements in this annual statement as a result of existing contractual arrangements.

d. Uncollectible Reinsurance

At June 30, 2014, the Company had no uncollectible reinsurance.

e. Commutation of Ceded Reinsurance

At June 30, 2014, the Company had no commutation of ceded reinsurance.

f. Retroactive Reinsurance

At June 30, 2014, the Company had no retroactive reinsurance.

g. Reinsurance Accounted for as a Deposit

At June 30, 2014, the Company did not do deposit accounting for any reinsurance agreements.

24. Retrospectively Rated Contracts & Contracts Subject to Re-determination

Not applicable for title insurance companies.

25. Change in Incurred Losses and Loss Adjustment Expenses

At June 30, 2014, there were no significant changes to the reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years.

26. Inter-company Pooling Arrangements

Not applicable for title insurance companies.

27. Structured Settlements

At June 30, 2014, the Company had no structured settlements.

28. Supplemental Reserve

The Company does not use any discounting in the calculation of its supplemental reserve.

GENERAL INTERROGATORIES

PART 1 – COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change: _____

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []

If yes, complete Schedule Y, Parts 1, and 1A.

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

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

.....

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

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [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. 12/31/2011

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. 04/28/2013

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). 05/08/2013

6.4 By what department or departments?
Ohio Department of Insurance
.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [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]

GENERAL INTERROGATORIES

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 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?

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

Yes [X] No []

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

.....

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

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

.....

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

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

.....

FINANCIAL

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

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

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]

GENERAL INTERROGATORIES

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: \$ _____

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

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

14.2 If yes, please complete the following:

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

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 current statement date:

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

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
Century Trust	100 S. Federal Place Santa Fe, NM 87501
Bank of New York Mellon Trust Company N.A.	10161 Centurion Parkway, Jacksonville, FL 32256
Xerox Business Services, LLC	100 Hancock Street, 10th Floor Quincy, MA 02171
Washington Trust Company	23 Broad Street Westerly, RI 02891
City National Bank	555 S. Flower St., 17th Floor, Los Angeles, CA 90071
First Bank Trust N.A.	P.O. Box 1347 Sioux Falls, SD 57101
Harris N.A.	P.O. Box 755 Chicago, IL 60690
Huntington National Bank	7 Easton Oval EA4E95, Columbus, OH 43219
JP Morgan Chase	P.O. Box 260180 Baton Rouge, LA 70826
Merrill Lynch	1375 East 9th Street, Cleveland, OH 44114
Regions Bank	400 W. Capitol Little Rock, AR 72201
Regions Bank	1900 5th Avenue N. Suite 2500 Birmingham, AL 35203
Sun Trust	919 E. Main Street 7th Floor Richmond, VA 23219
US Bank	555 SW Oak St, Portland, OR 97204
US Bank	One Enterprise Street 255 Eater St., Suite 700 Jacksonville, FL
US Bank	One West Fourth Street, Winston-Salem, NC 27101
Texas Treasury Trust	208 East 10th Street Austin, TX 78701

GENERAL INTERROGATORIES

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes No

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Citizens Bank	Washington Trust Company	06/03/2014	State mandated custodial change

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

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

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

Yes No

18.2 If no, list exceptions:

.....
.....

GENERAL INTERROGATORIES**PART 2 - TITLE**

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

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

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

3.2 If yes, give full and complete information thereto:

.....
.....
.....
.....

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses discounted to present value at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

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

5.1 Reporting entity assets listed on Page 2 include the following segregated assets of the Statutory Premium Reserve or other similar statutory reserves:

5.11 Bonds	\$ 250,000
5.12 Short-term investments	\$ _____
5.13 Mortgages	\$ _____
5.14 Cash	\$ _____
5.15 Other admissible invested assets	\$ _____
5.16 Total	\$ 250,000

5.2 List below segregated funds held for others by the reporting entity, set apart in special accounts and excluded from entity assets and liabilities. (These funds are also included in Schedule E - Part 1 and the "From Separate Accounts, Segregated Accounts and Protected Cell Accounts" line on Page 2 except for escrow funds held by Title insurers)

5.21 Custodial funds not included in this statement were held pursuant to the governing agreements of custody in the amount of:	\$ 6,745,802
These funds consist of:	
5.22 In cash on deposit	\$ 6,745,802
5.23 Other forms of security	\$ _____

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

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year To Date - By States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Known Claim Reserve	
		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 L	5,329	4,298	923			
2. Alaska	AK N				20		
3. Arizona	AZ L	5,323	2,876				
4. Arkansas	AR L	2,691	2,807				
5. California	CA L	308,694	626,837	20,165	313,651	175,000	
6. Colorado	CO N						
7. Connecticut	CT L	56,299	91,088				
8. Delaware	DE L	14,934	41,973				
9. District of Columbia	DC L	10,771	23,627				
10. Florida	FL L	233,546	724,593	2,089	36,545		
11. Georgia	GA L	71,863	55,222		18,649		17,500
12. Hawaii	HI N						
13. Idaho	ID N						
14. Illinois	IL L	47,347	17,382	12,410	2,130		
15. Indiana	IN L	14,235	10,274				
16. Iowa	IA L						
17. Kansas	KS L	1,234	7,461				
18. Kentucky	KY L	3,910	11,859				
19. Louisiana	LA L	417	1,797				
20. Maine	ME N						
21. Maryland	MD L	72,381	176,578	1,183			
22. Massachusetts	MA L	11,526	83,893				
23. Michigan	MI N						
24. Minnesota	MN L	27,705	14,669	72	5,312		
25. Mississippi	MS L	1,192	4,235				
26. Missouri	MO L	1,071	2,968	3,280	(5,156)		
27. Montana	MT L	1,580	5,346				
28. Nebraska	NE L	1,581	3,583				
29. Nevada	NV L		2	27,464	28,006	57,000	110,000
30. New Hampshire	NH N						
31. New Jersey	NJ N						
32. New Mexico	NM L						
33. New York	NY L	1,977,840	2,741,752	18,587		8,000	
34. North Carolina	NC L	4,567	17,700	750		5,000	
35. North Dakota	ND L		1,606				
36. Ohio	OH L	66,121	126,648	14,271	8,713	13,000	1,000
37. Oklahoma	OK L		357			3,649	
38. Oregon	OR L						
39. Pennsylvania	PA L	407,664	1,387,464	504	962		
40. Rhode Island	RI L	3,543	5,535				
41. South Carolina	SC L	20,787	17,488				
42. South Dakota	SD L	1,029	511				
43. Tennessee	TN L	7,257	18,101	1,272	2,770	20,000	
44. Texas	TX L	199,546					
45. Utah	UT L						
46. Vermont	VT N						
47. Virginia	VA L	78,826	476,941	3,930	4,848		1,000
48. Washington	WA L						
49. West Virginia	WV L	2,354	6,471				
50. Wisconsin	WI L	792	1,845				
51. Wyoming	WY N						
52. American Samoa	AS N						
53. Guam	GU N						
54. Puerto Rico	PR N						
55. U.S. Virgin Islands	VI N						
56. Northern Mariana Islands	MP N						
57. Canada	CAN N						
58. Aggregate Other Alien	OT XXX						
59. Totals	(a) 41	3,663,955	6,715,787	106,900	420,099	278,000	129,500

DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX						

NONE

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

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

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

PART 1 - ORGANIZATIONAL CHART

Exhibit A

PARTNERRE, LTD
90 PITS BAY ROAD
PEMBROKE, BERMUDA
FEIN - 98-0406884
ULTIMATE CONTROLLING PARTY
(40.4% Ownership of Entitle Direct Group)

TIMOTHY M. DWYER
TWO STAMFORD PLAZA
281 TRESSER BLVD., SIXTH FLOOR
STAMFORD, CT 06901
ULTIMATE CONTROLLING PARTY
(29.8% Ownership of Entitle Direct Group)

ENTITLE DIRECT GROUP, INC.
TWO STAMFORD PLAZA
281 TRESSER BLVD.
SIXTH FLOOR
STAMFORD, CT 06901
FEIN - 26-0331910
100% OWNERSHIP OF ENTITLE INSURANCE COMPANY

ENTITLE INSURANCE COMPANY
3 SUMMIT PARK DRIVE, SUITE 525
INDEPENDENCE, OHIO 44131
FEIN - 34-1252928
STATE OF DOMICILE - OHIO

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(es)/Person(s)	*
3483	PARTNERRE GRP	00000	26-0331910			ENTITLE DIRECT GROUP		CT	UDP	PARTNERRE, LTD	OWNERSHIP, BOARD	100.0	PARTNERRE, LTD	1
3483	PARTNERRE GRP	00000	26-0331910			ENTITLE DIRECT GROUP		CT	UDP	TIMOTHY M. DWYER	OWNERSHIP, BOARD, MANAGEM	100.0	TIMOTHY M. DWYER	2
3483	PARTNERRE GRP	00000	26-0331910			ENTITLE DIRECT GROUP		CT	UDP	ENTITLE DIRECT GROUP	OWNERSHIP	100.0	ENTITLE DIRECT GROUP	3

Asterik	Explanation
1	PartnerRE, LTD owns 40.4% of the voting stock of Entitle Direct Group
2	Timothy M. Dwyer owns 29.8% of the voting stock of Entitle Direct Group
3	Entitle Direct Group, Inc. owns 100% of EnTitle Insurance Company

PART 1 – LOSS EXPERIENCE

	Current Year to Date				5 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Written	2 Other Income (Page 4, Lines 1.2 + 1.3 + 2)	3 Direct Losses Incurred	4 Direct Loss Percentage Cols. 3 / (1 + 2)	
1. Direct operations	1,974,412	1,377,435	186,867	5.60	0.80
2. Agency operations:					
2.1 Non-affiliated agency operations	1,689,543		118,508	7.00	1.10
2.2 Affiliated agency operations					
3. Totals	3,663,955	1,377,435	305,375	6.10	0.90

PART 2 – DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Direct operations	993,572	1,974,412	4,973,701
2. Agency operations:			
2.1 Non-affiliated agency operations	1,008,702	1,689,543	1,742,087
2.2 Affiliated agency operations			
3. Totals	2,002,274	3,663,955	6,715,788

OVERFLOW PAGE FOR WRITE-INS**Page 2 - Continuation****ASSETS**

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
REMAINING WRITE-INS AGGREGATED AT LINE 25 FOR OTHER THAN INVESTED ASSETS				
2504. A/R AFFILIATE P31 TAX SHARING	10,964	10,964		
2505. RECEIVERS BOND	5,000	5,000		
2506. ESCROW ADVANCES				
2597. Totals (Lines 2501 through 2596) (Page 2, Line 2598)	15,964	15,964		

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

NONE**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
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)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

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		
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)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

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	3,754,264	3,591,720
2. Cost of bonds and stocks acquired	308,563	1,760,270
3. Accrual of discount	(1,092)	3,258
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	1,720,000	1,521,000
7. Deduct amortization of premium	23,260	79,984
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)	2,318,475	3,754,264
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,318,475	3,754,264

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)	2,027,829	308,563	100,000	(8,359)	2,027,829	2,228,033		3,657,368
2. NAIC 2 (a)								
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)	95,954			(5,512)	95,954	90,442		96,896
7. Total Bonds	2,123,783	308,563	100,000	(13,871)	2,123,783	2,318,475		3,754,264
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	2,123,783	308,563	100,000	(13,871)	2,123,783	2,318,475		3,754,264

(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		X	NONE		

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		
2. Cost of short-term investments acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		
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)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

SCHEDULE DB - PART A - VERIFICATION**Options, Caps, Floors, Collars, Swaps and Forwards**

1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)
2. Cost Paid/(Consideration Received) on additions
3. Unrealized Valuation increase/(decrease)
4. Total gain (loss) on termination recognized
5. Considerations received/(paid) on terminations
6. Amortization
7. Adjustment to the Book/Adjusted Carrying Value of hedged item
8. Total foreign exchange change in Book/Adjusted Carrying Value
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1 + 2 + 3 + 4 - 5 + 6 + 7 + 8)
10. Deduct nonadmitted assets
11. Statement value at end of current period (Line 9 minus Line 10)

NONE**SCHEDULE DB - PART B - VERIFICATION****Future Contracts**

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)
- 3.1 Add:
 - Change in variation margin on open contracts - Highly Effective Hedges
 - 3.11 Section 1, Column 15, current year to date minus
 - 3.12 Section 1, Column 15, prior year
- 3.2 Add:
 - Change in adjustment to basis of hedged item
 - 3.21 Section 1, Column 17, current year to date minus
 - 3.22 Section 1, Column 17, prior year
- 3.3 Subtotal (Line 3.1 minus Line 3.2)
- 4.1 Cumulative variation margin on terminated contracts during the year
- 4.2 Less:
 - 4.21 Amount used to adjust basis of hedged item
 - 4.22 Amount recognized
- 4.3 Subtotal (Line 4.1 minus Line 4.2)
5. Dispositions gains (losses) on contracts terminated in prior year:
 - 5.1 Total gain (loss) recognized for terminations in prior year
 - 5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year
6. Book/Adjusted carrying value at end of current period (Lines 1 + 2 + 3.3 - 4.3 - 5.1 - 5.2)
7. Deduct total nonadmitted amounts
8. Statement value at end of current period (Line 6 minus Line 7)

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year to Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions										
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value	XXX									
4. Less: Closed or Disposed of Transactions										
5. Less: Positions Disposed of for Failing Effectiveness Criteria										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value	XXX									
7. Ending Inventory										

NONE

SCHEDULE DB VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

Book/Adjusted Carrying Value Check

1. Part A, Section 1, Column 14
2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance
3. Total (Line 1 plus Line 2)
4. Part D, Section 1, Column 5
5. Part D, Section 1, Column 6
6. Total (Line 3 minus Line 4 minus Line 5)

NONE

Fair Value Check

7. Part A, Section 1, Column 16
8. Part B, Section 1, Column 13
9. Total (Line 7 plus Line 8)
10. Part D, Section 1, Column 8
11. Part D, Section 1, Column 9
12. Total (Line 9 minus Line 10 minus Line 11)

Potential Exposure Check

13. Part A, Section 1, Column 21
14. Part B, Section 1, Column 20
15. Part D, Section 1, Column 11
16. Total (Line 13 plus Line 14 minus Line 15)

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of cash equivalents acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		
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)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

NONE

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
0399999 Totals								

NONE

E10

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances Prior Year	Change in Book/Adjusted Carrying Value Less Encumbrances					14 Book/Adjusted Carrying Value Less Encumbrances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs and Expenses Incurred
	2 City	3 State						9 Current Year's Other Than Temporary Impairment Recognized	10 Current Year's Change in Encumbrances	11 Total Change in B./A.C.V. (11 - 9 - 10)	12 Current Year's Change in Encumbrances	13 Total Foreign Exchange Change in B./A.C.V.							
0399999 Totals																			

NONE

SCHEDULE B - PART 2

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

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisitions	9 Value of Land and Buildings
	2 City	3 State						
3399999 Totals				XXX	XXX			

NONE

EO2

SCHEDULE B - PART 3

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

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment					14 Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	15	16	17	18	
	2 City	3 State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization) / Accretion	10 Current Year's Other than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)	13 Total Foreign Exchange Change in Book Value					
0599999 Totals																	

NONE

SCHEDULE BA - PART 2

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

E03

SCHEDULE BA - PART 3

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

SCHEDULE D - PART 3

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

1 CUSIP Ident- ification	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)
912828-VW-7	US Treasury Note		04/03/2014	Market		308,563	306,000.00	138	1
0599999	Total Bonds U. S. Government				XXX	308,563	306,000.00	138	XXX
8399997	Total Bonds Part 3				XXX	308,563	306,000.00	138	XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	308,563	306,000.00	138	XXX
9999999	Totals				XXX	308,563	XXX	138	XXX

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i n g	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.									
64711R-AZ-9	New Mexico Fin Auth St Transn		06/15/2014	Market			100,000	100,000.00	109,335	102,999		2,999		2,999		100,000					06/15/2016	1	
1799999	U.S. Total - Bonds - States, Territories and Possessions				XXX	100,000	100,000.00	109,335	102,999		2,999		2,999		2,999		100,000					XXX	XXX
8399997	Total - Bonds - Part 4				XXX	100,000	100,000.00	109,335	102,999		2,999		2,999		2,999		100,000					XXX	XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	100,000	100,000.00	109,335	102,999		2,999		2,999		2,999		100,000					XXX	XXX
9999999	Totals						100,000	XXX	109,335	102,999		2,999		2,999		100,000						XXX	XXX

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

0.

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

NONE

(a)

906

Code	Description of Hedged Risk(s)
	NONE

NONE

(b)

Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
	NONE

NONE

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open as of the Current Statement Date

Trade Date Price D
NONE

Broker Name	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits			

NONE

Total Net Cash Deposits

(a) **Code** **Description of Hedged Risk(s)**

	NONE
--	-------------

NONE

(b) **Code** **Financial or Economic Impact of the Hedge at the End of the Reporting Period**

	NONE
--	-------------

NONE

E07

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

NONE

80E

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book / Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
			NONE					

60E

Collateral Pledged to Reporting Entity

SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

General Interrogatories:

1. Total activity for the year to date

Fair Value \$ 0

Book/Adjusted Carrying Value \$ 0

2. Average balance for the year to date

Fair Value \$ 0

Book/Adjusted Carrying Value \$ 0

3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:

NAIC 1 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0.

SCHEDULE DL - PART 2

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/Market Indicator	Fair Value	Book / Adjusted Carrying Value	Maturity Dates

General Interrogatories:

1. Total activity for the year
 2. Average balance for the year

Fair Value \$ 0
Fair Value \$ 0

Book/Adjusted Carrying Value \$ 0

SCHEDULE E - PART 1 - CASH

Month-End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories - Section (A) - Segregated Funds Held for Others								
PNC Bank					3,609,771	2,857,585	1,993,143	
Capital One Bank					85,134	40,167	53,056	
Bank of the West					1,042,311	626,486	4,099,004	
City National Bank					345,037	345,037	345,037	
Dollar Bank					182,944	175,759	144,576	
Wells Fargo					1,610	588,598	110,986	
0199998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						X
0199999 Total Segregated Funds Held for Others	XXX	XXX			5,266,807	4,633,632	6,745,802	X
Open Depositories - Section (B) - General Funds								
DOLLAR BANK					377,747	562,614	251,585	
JP MORGAN CHASE NY					8,412,382	7,162,533	7,162,533	
FIRST REPUBLIC BANK					15,000	765,000	765,000	
CITY NATIONAL BANK					15	15	15	
MERRILL LYNCH					1,709,745	1,711,786	1,717,490	
HARRIS N.A.					12,459	14,334	14,465	
HUNTINGTON BANK					1,005,000	1,005,000	1,005,000	
US BANK					115,000	115,000	115,000	
US BANK								1,706
XEROX BUSINESS SERVICES					105,000	105,000	105,000	
FIRST BANK					106,000	106,000	106,000	
CITIZENS					50,013	50,013	50,013	
US BANK					40,011	40,011	40,012	
US BANK					200,000	200,000	200,000	
CENTURY TRUST								100,000
REGIONS BANK								1
REGIONS BANK					105,000	105,000	105,000	
SUNTRUST BANK					205,000	205,000	205,000	
TEXAS TRUST					500,000	500,000	500,000	
0299998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						X
0299999 Total General Funds	XXX	XXX	494		12,958,372	12,647,307	12,445,198	X
Open Depositories - Section (C) - Reinsurance Reserve Funds								
0399998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						X
0399999 Total Reinsurance Reserve Funds	XXX	XXX						X
0499999 Total Open Depositories	XXX	XXX	494		18,225,179	17,280,939	19,191,000	X
Suspended Depositories - Section (A) - Seg. Funds Held for Others								
0599998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						X
0599999 Total Segregated Funds Held for Others	XXX	XXX						X
Suspended Depositories - Section (B) - General Funds								
0699998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						X
0699999 Total General Funds	XXX	XXX						X
Suspended Depositories - Section (C) - Reinsurance Reserve Funds								
0799998 Deposits in (0) depositories which do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						X
0799999 Total Reinsurance Reserve Funds	XXX	XXX						X
0899999 Total Suspended Depositories	XXX	XXX						X
0999999 Total Cash on Deposit	XXX	XXX	494		18,225,179	17,280,939	19,191,000	X
1099999 Cash in Company's Office	XXX	XXX	XXX	XXX				X
1199999 Total Cash	XXX	XXX	494		18,225,179	17,280,939	19,191,000	X

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

8699999 Total Cash Equivalents

E
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