



PROPERTY AND CASUALTY COMPANIES—ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF JUNE 30, 2013  
OF THE CONDITION AND AFFAIRS OF THE

## Gateway Insurance Company

NAIC Group Code	01326 (Current Period)	01326 (Prior Period)	NAIC Company Code	28339	Employer's ID Number	43-0762309
Organized under the Laws of	Missouri		State of Domicile or Port of Entry	Missouri		
Country of Domicile	United States					
Incorporated/Organized	05/21/1986		Commenced Business	12/01/1986		
Statutory Home Office	1401 S Brentwood Blvd., Suite 925 (Street and Number)		St. Louis, MO, US 63144-1416 (City or Town, State, Country and Zip Code)			
Main Administrative Office	150 Northwest Point Blvd., Suite 300 (Street and Number)		Elk Grove Village, IL, US 60007 (City or Town, State, Country and Zip Code)		847-472-6700 (Area Code) (Telephone Number)	
Mail Address	150 Northwest Point Blvd., Suite 300 (Street and Number or P.O. Box)		Elk Grove Village, IL, US 60007 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	150 Northwest Point Blvd., Suite 300 (Street and Number)		Elk Grove Village, IL, US 60007 (City or Town, State, Country and Zip Code)		847-700-8603 (Area Code) (Telephone Number)	
Internet Web Site Address	www.atlas-fin.com					
Statutory Statement Contact	Paul Anthony Romano (Name)		847-700-8603 (Area Code) (Telephone Number) (Extension)			
	promano@atlas-fin.com (E-mail Address)		847-700-8280 (Fax Number)			

### OFFICERS

Name	Title	Name	Title
Scott David Wollney	President, CEO	Paul Anthony Romano	VP, CFO, Treasurer
Leslie Patterson DiMaggio	Secretary, VP Operations		

### OTHER OFFICERS

Bruce Wayne Giles	VP Product Development & Underwriting	Joseph Raymond Shugrue	VP Claims
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### DIRECTORS OR TRUSTEES

Daniel Joseph Boxell	Leslie Patterson DiMaggio	Bruce Wayne Giles	Serena Marie Lintker
Zenovia Diane Love	Paul Anthony Romano	Joseph Raymond Shugrue	Lyn Dianne Ward
Scott David Wollney			

State of .....Illinois.....

County of .....Cook.....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.

Scott David Wollney  
President, CEO

Paul Anthony Romano  
VP, CFO, Treasurer

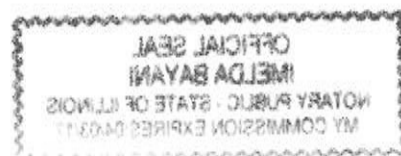
Leslie Patterson DiMaggio  
Secretary, VP Operations

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

Subscribed and sworn to before me this  
8th day of August, 2013  
Imelda Bayani, Senior Staff Accountant  
04/03/2017





## STATEMENT AS OF JUNE 30, 2013 OF THE Gateway Insurance Company

## 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 .....	13,409,235		13,409,235	20,211,897
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 \$ ..... encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ ..... encumbrances) .....				
5. Cash (\$ ..... 6,986,891 ), cash equivalents (\$ ..... ) and short-term investments (\$ ..... 446,531 ) .....	7,433,422		7,433,422	23,364,473
6. Contract loans (including \$ ..... 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) .....	20,842,658		20,842,658	43,576,370
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	106,281		106,281	163,443
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	1,645,391	236,238	1,409,153	1,653,352
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	7,021,410		7,021,410	6,010,421
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	2,437,195		2,437,195	8,141
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 .....	1,103,925	132,196	971,729	927,769
19. Guaranty funds receivable or on deposit .....	5,475		5,475	5,475
20. Electronic data processing equipment and software .....				16,339
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....				
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....				765,437
24. Health care (\$ ..... ) and other amounts receivable .....				
25. Aggregate write-ins for other than invested assets .....	572,476	144,413	428,063	329,561
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	33,734,811	512,846	33,221,964	53,456,310
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27) .....	33,734,811	512,846	33,221,964	53,456,310
DETAILS OF WRITE-INS				
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. Other receivables .....	306,171		306,171	27,097
2502. Receivable from pools .....	94,558		94,558	
2503. Equity/deposit in pools & associations .....	27,334		27,334	14,815
2598. Summary of remaining write-ins for Line 25 from overflow page .....	144,413	144,413		287,648
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	572,476	144,413	428,063	329,561



## STATEMENT AS OF JUNE 30, 2013 OF THE Gateway Insurance Company

## LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ ..... 2,920,253 ) .....	16,119,697	25,335,017
2. Reinsurance payable on paid losses and loss adjustment expenses .....	2,008,965	
3. Loss adjustment expenses .....	2,028,525	4,588,277
4. Commissions payable, contingent commissions and other similar charges .....	777,443	977,518
5. Other expenses (excluding taxes, licenses and fees) .....	318,824	1,117,869
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....	79,294	515,170
7.1 Current federal and foreign income taxes (including \$ ..... on realized capital gains (losses)) .....		
7.2 Net deferred tax liability .....		
8. Borrowed money \$ ..... and interest thereon \$ .....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ ..... 7,009,849 and including warranty reserves of \$ ..... and accrued accident and health experience rating refunds including \$ ..... for medical loss ratio rebate per the Public Health Service Act) .....	6,056,540	9,542,961
10. Advance premium .....		
11. Dividends declared and unpaid:		
11.1 Stockholders .....		
11.2 Policyholders .....	9,982	9,305
12. Ceded reinsurance premiums payable (net of ceding commissions) .....	1,665,604	286,277
13. Funds held by company under reinsurance treaties .....	800,000	
14. Amounts withheld or retained by company for account of others .....	455,569	862,120
15. Remittances and items not allocated .....	4,023	
16. Provision for reinsurance (including \$ ..... certified) .....		
17. Net adjustments in assets and liabilities due to foreign exchange rates .....		
18. Drafts outstanding .....		
19. Payable to parent, subsidiaries and affiliates .....	335,507	
20. Derivatives .....		
21. Payable for securities .....		
22. Payable for securities lending .....		
23. Liability for amounts held under uninsured plans .....		
24. Capital notes \$ ..... and interest thereon \$ .....		
25. Aggregate write-ins for liabilities .....	(8,127,025)	
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25) .....	22,532,948	43,234,514
27. Protected cell liabilities .....		
28. Total liabilities (Lines 26 and 27) .....	22,532,948	43,234,514
29. Aggregate write-ins for special surplus funds .....	117,689	
30. Common capital stock .....	3,815,000	3,815,000
31. Preferred capital stock .....		
32. Aggregate write-ins for other than special surplus funds .....		
33. Surplus notes .....		
34. Gross paid in and contributed surplus .....	20,934,370	22,234,370
35. Unassigned funds (surplus) .....	(14,178,043)	(15,827,574)
36. Less treasury stock, at cost:		
36.1 ..... shares common (value included in Line 30 \$ ..... ) .....		
36.2 ..... shares preferred (value included in Line 31 \$ ..... ) .....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36) .....	10,689,016	10,221,796
38. Totals (Page 2, Line 28, Col. 3) .....	33,221,964	53,456,310
<b>DETAILS OF WRITE-INS</b>		
2501. GAB loss fund .....	177,413	
2502. Escheatables .....	69,122	
2503. Retroactive reinsurance reserve ceded .....	(8,373,560)	
2598. Summary of remaining write-ins for Line 25 from overflow page .....		
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	(8,127,025)	
2901. Special surplus from retroactive reinsurance account .....	117,689	
2902. ....		
2903. ....		
2998. Summary of remaining write-ins for Line 29 from overflow page .....		
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	117,689	
3201. ....		
3202. ....		
3203. ....		
3298. Summary of remaining write-ins for Line 32 from overflow page .....		
3299. Totals (Lines 3201 through 3203 plus 3298) (Line 32 above) .....		



## STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ .....7,111,694 )	9,726,313	15,618,896	29,150,776
1.2 Assumed (written \$ .....12,843,983 )	6,763,958	34,693	260,856
1.3 Ceded (written \$ .....16,870,831 )	9,919,004	2,727,425	5,207,686
1.4 Net (written \$ .....3,084,846 )	6,571,267	12,926,164	24,203,946
DEDUCTIONS:			
2. Losses incurred (current accident year \$ .....4,361,990 ):			
2.1 Direct	6,576,849	8,560,067	27,512,545
2.2 Assumed	3,241,944	34,139	169,661
2.3 Ceded	6,709,912	242,296	3,689,207
2.4 Net	3,108,880	8,351,911	23,992,999
3. Loss adjustment expenses incurred	1,134,796	1,834,941	4,701,179
4. Other underwriting expenses incurred	2,029,473	5,109,191	8,936,461
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	6,273,150	15,296,043	37,630,639
7. Net income of protected cells			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)	298,118	(2,369,879)	(13,426,694)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	231,044	625,658	1,188,543
10. Net realized capital gains (losses) less capital gains tax of \$	1,224,971	108,137	744,732
11. Net investment gain (loss) (Lines 9 + 10)	1,456,015	733,795	1,933,275
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ .....1,172 amount charged off \$ .....20,593 )	(19,421)	(104,038)	(645,410)
13. Finance and service charges not included in premiums	35,096		
14. Aggregate write-ins for miscellaneous income	54,238	(1,907)	6,775
15. Total other income (Lines 12 through 14)	69,913	(105,945)	(638,635)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,824,046	(1,742,028)	(12,132,053)
17. Dividends to policyholders	819		6,949
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)	1,823,227	(1,742,028)	(12,139,002)
19. Federal and foreign income taxes incurred			
20. Net income (Line 18 minus Line 19)(to Line 22)	1,823,227	(1,742,028)	(12,139,002)
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	10,221,796	16,326,526	16,326,527
22. Net income (from Line 20)	1,823,227	(1,742,028)	(12,139,002)
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$ .....105	204	105,648	383,073
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(585,803)	589,291	(2,606,967)
27. Change in nonadmitted assets	529,592	(357,501)	1,881,615
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		383,313	376,550
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	(1,300,000)	6,000,000	6,000,000
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus			
38. Change in surplus as regards policyholders (Lines 22 through 37)	467,220	4,978,723	(6,104,731)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	10,689,016	21,305,249	10,221,796
<b>DETAILS OF WRITE-INS</b>			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)			
1401. Retroactive reinsurance income	53,109		
1402. Other miscellaneous income	1,513	(1,907)	6,775
1403. Fines and penalties	(384)		
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	54,238	(1,907)	6,775
3701.			
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. TOTALS (Lines 3701 through 3703 plus 3798) (Line 37 above)			

## STATEMENT AS OF JUNE 30, 2013 OF THE Gateway Insurance Company

## CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance	3,518,518	12,526,927	21,754,212
2. Net investment income	298,443	727,445	1,478,723
3. Miscellaneous income	69,913	(105,944)	(645,584)
4. Total (Lines 1 to 3)	3,886,875	13,148,428	22,587,352
5. Benefit and loss related payments	13,128,251	7,793,780	14,991,391
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	6,613,531	6,736,369	11,602,032
8. Dividends paid to policyholders	141	(2,147)	10,101
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			
10. Total (Lines 5 through 9)	19,741,923	14,528,002	26,603,524
11. Net cash from operations (Line 4 minus Line 10)	(15,855,048)	(1,379,575)	(4,016,172)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	18,013,244	4,145,034	19,549,469
12.2 Stocks			5,918,355
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	18,013,244	4,145,034	25,467,824
13. Cost of investments acquired (long-term only):			
13.1 Bonds	10,022,538	1,530,572	1,530,572
13.2 Stocks			2,849,711
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		(306,938)	(306,938)
13.7 Total investments acquired (Lines 13.1 to 13.6)	10,022,538	1,223,634	4,073,346
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)	7,990,706	2,921,401	21,394,479
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock	(1,300,000)		6,000,000
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)	(6,766,708)	(673,196)	(1,366,182)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(8,066,708)	(673,196)	4,633,818
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(15,931,051)	868,630	22,012,125
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	23,364,473	1,352,348	1,352,348
19.2 End of period (Line 18 plus Line 19.1)	7,433,422	2,220,978	23,364,473

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies:

#### A. Accounting Practices

The accompanying financial statements of Gateway Insurance Company (the Company) have been prepared in conformity with accounting practices prescribed or permitted by the Missouri Department of Insurance.

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

The Missouri Department of Insurance has adopted certain prescribed accounting practices that differ from those found in the NAIC SAP. The company did not utilize any of the Missouri prescribed or permitted accounting practices that depart from NAIC SAP during 2013 or 2012.

No significant changes to the remainder of the note.

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

No significant changes.

### 3. Business Combinations and Goodwill:

No significant changes.

### 4. Discontinued Operations:

No significant changes.

### 5. Investments:

#### D. Loan-Backed Securities

- 1) Prepayment assumptions were obtained from Bloomberg market data and the Company's investment manager's internal estimates.
- 2) The Company does not have any loan-backed securities with a recognized other-than-temporary impairment.
- 3) The Company does not have any loan-backed securities with a recognized other-than-temporary impairment.
- 4) All impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss are as follows:

#### (a) The aggregate amount of unrealized losses:

1.	Less than 12 Months	\$	<u>201,105</u>
2.	12 Months or Longer	\$	<u>0</u>

#### (b) The aggregate related fair value of securities with unrealized losses:

1.	Less than 12 Months	\$	<u>2,424,008</u>
2.	12 Months or Longer	\$	<u>0</u>

- 5) Bonds in an unrealized loss position are regularly reviewed for other-than-temporary declines in value. Factors considered in determining whether a decline is other-than-temporary include the length of time a bond has been in an unrealized loss position and the reasons for the decline in value. Assessments include judgments about an obligor's or guarantor's current and projected financial position, projected ability to service and repay its debt obligations, the existence of, and realizable value for, any collateral backing the obligations, and the macro-economic and micro-economic outlooks for specific industries and issuers. Estimating the future cash flows of loan-backed securities also involves assumptions regarding the underlying collateral such as prepayment rates, default and recovery rates, existence of subordinated classes capable of absorbing losses, and third-party servicing abilities.

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

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

No significant changes to the remainder of the note.

### 6. Joint Ventures, Partnerships, and Limited Liability Companies:

No significant changes.

### 7. Investment Income:

No significant changes.

### 8. Derivative Investments:

No significant changes.

### 9. Income Taxes:

No significant changes.



## NOTES TO FINANCIAL STATEMENTS

**10. Information Concerning Parent, Subsidiaries and Affiliates:**

A.,B.,& C.

On January 2, 2013, Atlas Financial Holdings, Inc. (AFH) and American Insurance Acquisition (AIA), the Company's ultimate parent and direct parent, respectively, acquired Camelot Services, Inc. (CSI) and its sole insurance subsidiary, the Company. AFH and AIA purchased all of the outstanding common shares of the Company for a combination of cash and AFH preferred shares subject to final adjustment based on year-end financial results.

On January 2, 2013, the Company declared and paid a \$6.0 million extraordinary dividend to its parent, CSI.

On March 22, 2013, AIA contributed \$4.7 million of paid in capital to CSI who then contributed the \$4.7 million to the Company as additional paid in surplus.

F.The Company has a services agreement with its parent company to reimburse, at cost, any expense incurred by the parent for the benefit of the Company.

No other significant changes to the remainder of the note.

**11. Debt:**

No significant changes.

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

No significant changes.

**13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations:**

No significant changes except the disclosure in Note 10.

**14. Contingencies:**

No significant changes.

**15. Leases:****A. Lessee Operating Lease**

Effective February 12, 2013, CSI terminated its system lease with the Company. The Company continues to use the system as it is a party to the direct agreement with the vendor. The termination of this agreement eliminated the following future minimum operating lease payments:

<u>Year Ending December 31</u>	
2013	\$ 370,644
2014	\$ 370,644
2015	\$ 370,644
2016	\$ 216,209
Aggregate	\$ 1,328,141

**16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk:**

No significant changes.

**17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities:**

The Company had no transfers of receivables reported as sales, no transfers and servicing of financial assets and no wash sales.

**18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans:**

No significant changes.

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

No significant changes.

**20. Fair Value Measurement:****A. Fair Value Measurements at Reporting Date**

- 1) The company does not have any investments reported at fair value.
- 2) The Company does not have any fair value measurements categorized within Level 3.
- 4) The Company does not have any fair value measurements categorized within Level 2 or 3.
- 5) The Company does not have derivative assets and liabilities.

## NOTES TO FINANCIAL STATEMENTS

## C. Fair Value Measurements of All Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Long Term Bonds	\$13,297,901	\$13,409,235	\$4,286,313	\$9,011,588	\$0	\$0
Short Term Bonds	\$446,531	\$446,531	\$446,531	\$0	\$0	\$0

D. The Company does not have any assets that are not practicable to estimate fair value as of June 30, 2013.

## 21. Other Items:

No significant changes.

## 22. Events Subsequent:

There are no material subsequent events.

## 23. Reinsurance:

## F. Retroactive Reinsurance

The Company entered into a retroactive reinsurance agreement with White Rock Insurance (SAC) Ltd. effective January 1, 2013. The agreement transferred liability for certain workers' compensation losses occurring on or before January 1, 2013. Balances pertaining to this agreement as of June 30, 2013 are presented in the table below:

(1)

	Ceded
a. Reserves Transferred:	
1. Initial Reserves	\$ 9,852,123
2. Adjustments - Prior Year (s)	0
3. Adjustments - Current Year	117,689
4. Current Total	\$ 9,969,812
b. Consideration (Paid) or Received:	
1. Initial Consideration	\$ (9,852,123)
2. Adjustments - Prior Year (s)	0
3. Adjustments - Current Year	0
4. Current Total	\$ (9,852,123)
c. Paid Losses (Reimbursed) or Recovered:	
1. Prior Year (s)	\$ 0
2. Current Year	1,596,252
3. Current Total	\$ 1,596,252
d. Special Surplus from Retroactive Reinsurance:	
1. Initial Surplus Gain or (Loss)	\$ 0
2. Adjustments - Prior Year (s)	0
3. Adjustments - Current Year	117,689
4. Current Year Restricted Surplus	117,689
5. Cumulative Total Transferred to Unassigned Fund	\$ 0
e. All cedents and reinsurers involved in all transactions included in summary totals above:	

Company	Alien Number	Ceded Amount
White Rock Insurance (SAC) Ltd.	AA-3190186	\$ 9,969,812
Total		\$ 9,969,812

\*Total amounts must agree with totals in a.4 above. Include the NAIC Company Code or Alien Insurer Identification Number for each insurer listed.

- f. 1. None  
2. None

## 24. Retrospectively Rated Contracts &amp; Contracts Subject to Redetermination:

No significant changes.

## 25. Change in Incurred Losses and Loss Adjustment Expenses:

Reserves as of December 31, 2012 were \$29.9 million. As of June 30, 2013, \$15.1 million has been paid for incurred losses

## NOTES TO FINANCIAL STATEMENTS

and loss adjustment expenses attributable to insured events of prior accident years. Reserves remaining for prior years are now \$14.8 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on private passenger and commercial auto lines of business. Therefore, there has been no prior-year development since December 31, 2012 to June 30, 2013. Any change is generally the result of ongoing analyses of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

### 26. Intercompany Pooling Arrangements:

A. Effective January 1, 2013, the Company became a member of an intercompany pooling arrangement as follows:

<u>NAIC#</u>	<u>Company</u>	<u>Pool Member Status</u>	<u>%</u>
42897	American Service Insurance Company, Inc. (ASI)	Lead	50
38237	American Country Insurance Company	Affiliate	30
28339	Gateway Insurance Company	Affiliate	20

B. All property and casualty lines of business were subject to the pooling arrangement.

C. The Company reinsures business with non-affiliated reinsurers prior to pooling with its affiliated Pool members.

D. None of the pool members were a party to the reinsurance agreements with non-affiliated reinsurers covering business subject to the pooling arrangement that had a contractual right of direct recovery from the non-affiliated reinsurer per the terms of such reinsurance agreements in 2013.

E. There were no discrepancies between entries regarding pooled business on the assumed and ceded reinsurance schedules of the lead company and corresponding entries on the assumed and ceded reinsurance schedules of other pool participants in 2013.

F. There was no intercompany sharing of the provision for reinsurance.

G. As of June 30, 2013, ASI owes the Company \$236,144, which consists of the following: agents balances deferred of \$2,686,072, reinsurance recoverable of \$2,037,693, payable to affiliate of (\$72,147), reinsurance payable on paid losses of (\$2,008,965) and ceded reinsurance payable net of commission of (\$2,406,509).

### 27. Structured Settlements:

No significant changes.

### 28. Health Care Receivables:

No significant changes.

### 29. Participating Policies:

No significant changes.

### 30. Premium Deficiency Reserves:

No significant changes.

### 31. High Deductibles:

No significant changes.

### 32. Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses:

No significant changes.

### 33. Asbestos/Environmental Reserves:

No significant changes.

### 34. Subscriber Savings Accounts:

No significant changes.

### 35. Multiple Peril Crop Insurance:

No significant changes.

### 36. Financial Guaranty Insurance:

No significant changes.



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? .....
- 1.2 If yes, has the report been filed with the domiciliary state? .....
- Yes ☐ No ☒
- 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? .....
- 2.2 If yes, date of change: .....
- Yes ☐ No ☒

- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? .....
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes. ....
- Yes ☐ No ☒

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? .....
- 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. ....
- Yes ☐ No ☒

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? .....  
If yes, attach an explanation.
- Yes ☐ No ☒ NA ☐

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ....
- 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. ....
- 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). ....
- 6.4 By what department or departments?  
Missouri Department of Insurance.....
- 12/31/2011
- 12/31/2011
- 05/16/2013

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? .....
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? .....
- 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? .....
- 7.2 If yes, give full information: .....
- Yes ☒ No ☐ NA ☐
- Yes ☒ No ☐ NA ☐
- Yes ☐ No ☒

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company. ....
- Yes ☐ No ☒

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?.....
- 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.]
- Yes ☐ No ☒

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

## GENERAL INTERROGATORIES

- 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 ☒ 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 ☒

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 ☒

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 ☒

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 ☒

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 ☒

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 ☒

- 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.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the 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
Bank of America.....	540 W. Madison Street, Suite 2000 Chicago, IL 60661.....

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 [X] No [ ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Comerica Bank.....	Bank of America.....	04/05/2013.....	The parent company of Gateway Insurance Company was bought by Atlas Financial Holdings Inc. The custodian was changed to be the same custodian used by the other members of the group.....

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 Company, LLC.....	30 N. LaSalle Street, Suite 3500 Chicago, IL 60602.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....
- Yes [X] No [ ]
- 18.2 If no, list exceptions:
- .....



## GENERAL INTERROGATORIES

### PART 2 - PROPERTY & CASUALTY INTERROGATORIES

- 4.2 If yes, complete the following schedule:

[illegible]

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

Explanation for General Interrogatories, Part 2, question 1:

1. Refer to Note 26 Intercompany Pooling Arrangements.



## STATEMENT AS OF JUNE 30, 2013 OF THE Gateway Insurance Company

**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year to Date - Allocated by States and Territories

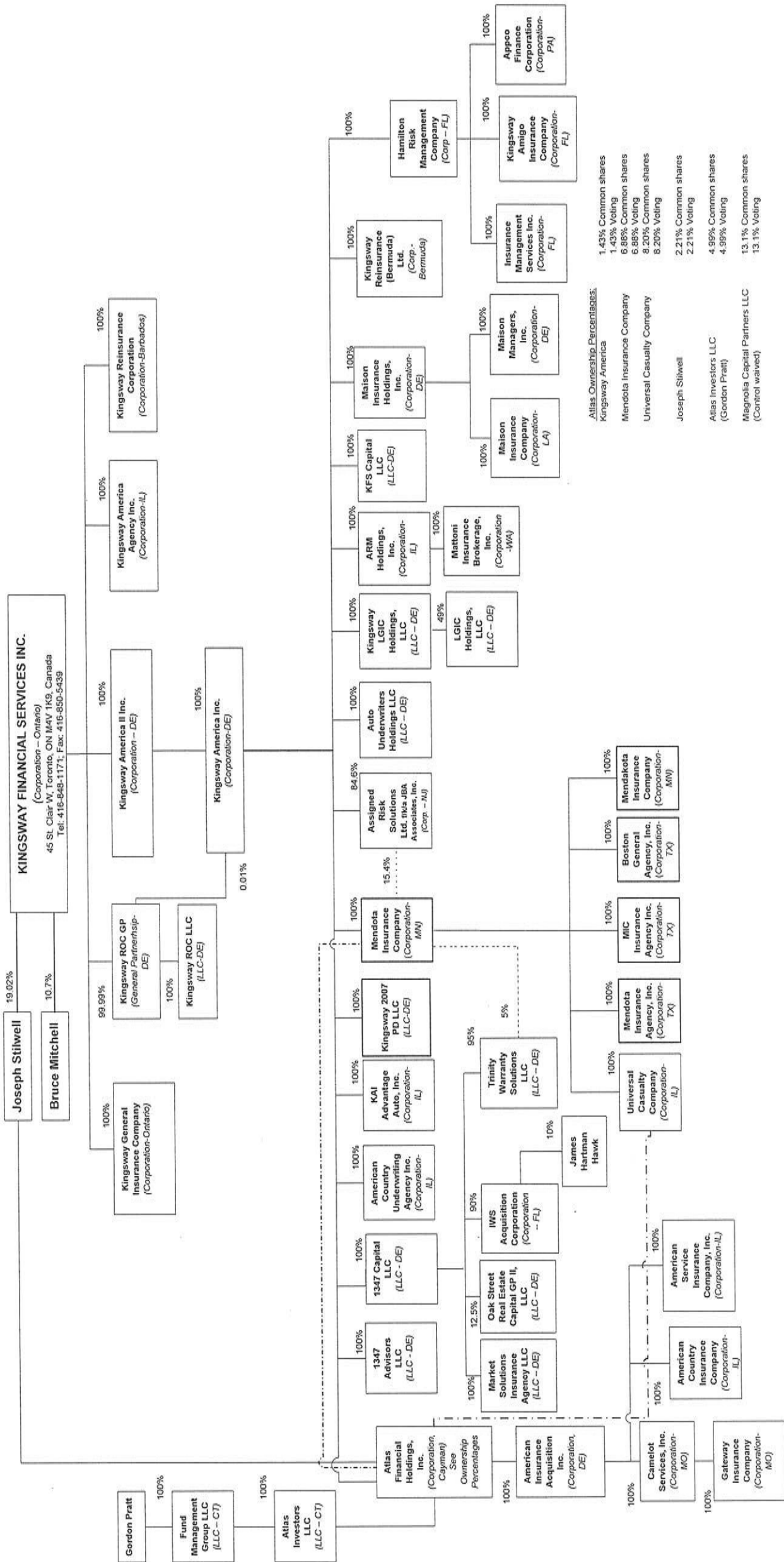
States, etc.	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date
1. Alabama	AL	L	15,180	26,277	(500)	259,605	116,824
2. Alaska	AK	L				47,175	
3. Arizona	AZ	L	172,411	504,765	75,465	583,170	417,142
4. Arkansas	AR	L	(1,540)	40,156	40,636	104,197	180,453
5. California	CA	L	1,580,981	1,673,410	112,274	2,478,109	1,350,871
6. Colorado	CO	L	83,113	79,149	6,544	400,214	196,710
7. Connecticut	CT	N					
8. Delaware	DE	L		14,057	745	22,153	664
9. Dist. Columbia	DC	L					
10. Florida	FL	L	777,952	1,205,019	632,065	4,098,993	2,581,060
11. Georgia	GA	L	13,133	174,026	26,059	498,856	638,007
12. Hawaii	HI	L	5,378	(30,459)	156,165	1,095,226	1,145,367
13. Idaho	ID	L		(1,694)	20,514	158,218	150,033
14. Illinois	IL	L	49,006	2,609,188	645,183	4,672,297	3,527,867
15. Indiana	IN	L	127,171	663,048	253,075	947,542	531,292
16. Iowa	IA	L	22,488	228,580	99,804	724,276	411,472
17. Kansas	KS	L	232,525	435,914	20,348	326,467	149,777
18. Kentucky	KY	L	345,374	349,192	706,546	871,343	425,599
19. Louisiana	LA	L	305,046	472,299	25,191	272,332	122,814
20. Maine	ME	L	128,065		97,712	19,172	
21. Maryland	MD	L	3,191	115,475	29,060	194,033	140,757
22. Massachusetts	MA	N			8,083		
23. Michigan	MI	L	(335)	28,016	3,046	120,776	34,207
24. Minnesota	MN	L	173,601	181,648	43,937	259,102	177,957
25. Mississippi	MS	L	222,587	272,954	31,436	355,263	91,788
26. Missouri	MO	L	297,343	320,022	49,271	1,374,624	870,991
27. Montana	MT	L		29,382	115,542	99,036	154,105
28. Nebraska	NE	L	121,795	317,850	5,629	376,230	85,372
29. Nevada	NV	L	14,174	675	4,334	50,439	159,722
30. New Hampshire	NH	N					
31. New Jersey	NJ	N					
32. New Mexico	NM	L	92,823	66,957	558	59,862	
33. New York	NY	L	68,003	702,984	71,990	1,066,737	454,091
34. No. Carolina	NC	L	8,754	90,909		36,253	332
35. No. Dakota	ND	L	(15)		10,255	21,482	
36. Ohio	OH	L	577,995	730,213	117,253	777,106	656,593
37. Oklahoma	OK	L	30,981	167,298	122,521	505,627	311,290
38. Oregon	OR	L		89,503		1,464	5,696
39. Pennsylvania	PA	L	(69,804)	1,916,031	678,286	2,767,463	868,037
40. Rhode Island	RI	L					
41. So. Carolina	SC	L	177,310	368,386	45,979	255,919	149,810
42. So. Dakota	SD	L	174,260	312,088	1,613	238,668	11,853
43. Tennessee	TN	L	132,988	199,697	107,760	1,281,278	1,324,216
44. Texas	TX	L	610,250	1,243,720	216,105	2,896,091	1,122,591
45. Utah	UT	L		16,676	35,000	59,819	54,824
46. Vermont	VT	L	(14,373)	188		(5,189)	
47. Virginia	VA	L	(41,162)	383,251	43,616	137,280	8,544
48. Washington	WA	L	52,516	53,440	67,155	60,755	148,207
49. West Virginia	WV	L	279,476	271,295	18,938	88,050	41,120
50. Wisconsin	WI	L	343,053	392,213	228,114	1,823,471	762,984
51. Wyoming	WY	L					
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) 47		7,111,694	16,699,743	4,820,172	8,974,241	32,480,982
59. Totals							19,581,039
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						

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

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



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	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)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	
00000		00000	98-0475673			New York Stock Exchange	Kingsway Financial Services, Inc	CAN	UIP		Ownership			
00000		00000	98-0475673			New York Stock Exchange	Kingsway Financial Services, Inc	CAN	UIP	Joseph Stilwell	Ownership	19.0	Joseph Stilwell	
00000		00000	98-0475673			New York Stock Exchange	Kingsway Financial Services, Inc	CAN	UIP	Bruce Mitchell	Ownership	10.7	Bruce Mitchell	
00000		00000	00-677703				Kingsway General Insurance Company	CAN	IA	Kingsway Financial Services, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	98-0460242				Kingsway ROC GP	DE	NIA	Kingsway Financial Services, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	36-4280852				Kingsway America II, Inc	DE	UIP	Kingsway Financial Services, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	36-4201541				Kingsway America Agency, Inc	IL	NIA	Kingsway Financial Services, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	98-0622417				Kingsway Reinsurance Corporation	BRB	IA	Kingsway Financial Services, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	98-0460242				Kingsway ROC LLC	DE	NIA	Kingsway ROC GP	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	98-0180930				Kingsway America, Inc	DE	UIP	Kingsway America II, Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	28-4834906				KFS Capital, LLC	DE	NIA	Kingsway America Inc	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Kingsway America Inc	Ownership	1.4	Kingsway Financial Services, Inc	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Mandata Insurance Company	Ownership	6.9	Kingsway Financial Services, Inc	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Universal Casualty Company	Ownership	8.2	Kingsway Financial Services, Inc	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Atlas Investors, LLC	Ownership	5.0	Gordon Pratt	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Joseph Stilwell	Ownership	2.2	Joseph Stilwell	
00000		00000	27-5466079			NASDAQ	Atlas Financial Holdings, Inc	CYM	UIP	Magnolia Capital Partners LLC	Ownership	13.1	Magnolia Capital Partners LLC	
00000		00000	27-3539769				American Insurance Acquisition, Inc	DE	UIP	Atlas Financial Holdings, Inc	Ownership	100.0	Kingsway Financial Services, Inc	

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)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	
01326	Kingsway America Incorporated	38237	36-4168532				American Country Insurance Company	IL	IA	American Insurance Acquisition, Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	42897	36-3223936				American Service Insurance Company, Inc.	IL	IA	American Insurance Acquisition, Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	43-1227293				Camelot Services, Inc.	MO	UDP	American Insurance Acquisition, Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	28339	43-0762309				Gateway Insurance Company	MO		Camelot Services, Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-3022675				1347 Advisors LLC	DE	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-3649017				1347 Capital LLC	DE	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-4281618				IMS Acquisition Corporation	FL	NIA	1347 Capital LLC	Ownership	90.0	Kingsway Financial Services Inc	
00000		00000	45-4281618				IMS Acquisition Corporation	FL	NIA	James Hartman Hawk	Ownership	10.0	James Hartman Hawk	
00000		00000	38-3855915				Oak Street Real Estate Capital GP II, LLC	DE	NIA	1347 Capital LLC	Ownership	12.5	Kingsway Financial Services Inc	
00000		00000	90-0893546				Market Solutions Insurance Agency LLC	DE	NIA	1347 Capital LLC	Ownership	100.0	Kingsway Financial Services Inc	
00000		00000	77-0687644				ARM Holdings, Inc.	IL	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	13-4285999				Mattoni Insurance Brokerage, Inc	MA	NIA	ARM Holdings, Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	98-0622417				Kingsway Reinsurance (Bermuda)	BMJ	IA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	26-0385185				Kingsway 2007 PD LLC	DE	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-3022851				Kingsway LGIC Holdings, LLC	DE	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	32-0354482				LGIC Holdings, LLC	DE	NIA	Kingsway LGIC Holdings, LLC	Ownership	49.0	Kingsway Financial Services, Inc	

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)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	
00000		00000	36-3954373				KAI Advantage Auto, Inc.	IL	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	36-4414451				American Country Underwriting Agency Inc.	IL	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-3022790				Auto Underwriters Holdings, LLC	DE	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	13-3800128				Assigned Risk Solutions LTD.	NJ	NIA	Kingsway America Inc.	Ownership	84.6	Kingsway Financial Services, Inc	
00000		00000	13-3800128				Assigned Risk Solutions LTD.	NJ	NIA	Mendota Insurance Company	Ownership	15.4	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	33650	41-1639286				Mendota Insurance Company	WI	IA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	22454	31-1160863				Mendakota Insurance Company	WI	IA	Mendota Insurance Company	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	74-2482233				Mendota Insurance Agency, Inc.	TX	NIA	Mendota Insurance Company	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-4025393				MIC Insurance Agency Inc.	TX	NIA	Mendota Insurance Company	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	45-2492794				Boston General Agency, Inc.	TX	NIA	Mendota Insurance Company	Ownership	100.0	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	42862	36-2126444				Universal Casualty Company	IL	IA	Mendota Insurance Company	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	65-0333519				Hamilton Risk Management Company	FL	NIA	Kingsway America Inc.	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	59-2572605				Insurance Management Services Inc.	FL	NIA	Hamilton Risk Management Company	Ownership	100.0	Kingsway Financial Services, Inc	
01326	Kingsway America Incorporated	21300	59-2572080				Kingsway Amigo Insurance Company	FL	IA	Hamilton Risk Management Company	Ownership	100.0	Kingsway Financial Services, Inc	
00000		00000	23-2552034				Appco Finance Corp.	PA	NIA	Hamilton Risk Management Company	Ownership	100.0	Kingsway Financial Services, Inc	





**PART 1 - LOSS EXPERIENCE**

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire				
2. Allied lines				
3. Farmowners multiple peril				
4. Homeowners multiple peril				
5. Commercial multiple peril				
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine				63.1
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	3,919,967	3,366,060	85.9	45.5
17.1 Other liability occurrence	1,815	1,661	91.5	17.1
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)		
19.3,19.4 Commercial auto liability	5,660,046	3,134,457	55.4	58.1
21. Auto physical damage	144,485	74,674	51.7	166.7
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	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				
35. TOTALS	9,726,313	6,576,849	67.6	54.8
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Sum. of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)				

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire			
2. Allied lines			
3. Farmowners multiple peril			
4. Homeowners multiple peril			
5. Commercial multiple peril			
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine			(426)
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	(178,852)	318,819	7,926,050
17.1 Other liability occurrence	(4,071)	10	15,385
17.2 Other liability-claims made			
17.3 Excess Workers' Compensation			
18.1 Products liability-occurrence			
18.2 Products liability-claims made			
19.1,19.2 Private passenger auto liability			
19.3,19.4 Commercial auto liability	2,581,868	6,612,680	8,567,006
21. Auto physical damage	85,330	180,185	191,728
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			
35. TOTALS	2,484,275	7,111,694	16,699,743
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Sum. of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34)			

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2013 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11 + 12)
1. 2010 + Prior	4,400	1,980	6,380	(53)	209	156	5,415	602	627	6,644	962	(542)	420
2. 2011	6,959	3,286	10,245	6,421	64	6,485	2,342	260	522	3,124	1,804	(2,440)	(636)
3. Subtotals 2011 + prior	11,359	5,266	16,625	6,368	273	6,641	7,757	862	1,149	9,768	2,766	(2,982)	(216)
4. 2012	5,869	7,430	13,299	8,339	131	8,470	4,050	450	547	5,047	6,520	(6,302)	218
5. Subtotals 2012 + prior	17,228	12,696	29,924	14,707	404	15,111	11,807	1,312	1,696	14,815	9,286	(9,284)	2
6. 2013	XXX	XXX	XXX	XXX	907	907	XXX	1,759	1,574	3,333	XXX	XXX	XXX
7. Totals	17,228	12,696	29,924	14,707	1,311	16,018	11,807	3,071	3,270	18,148	9,286	(9,284)	2
8. Prior Year-End Surplus As Regards Policyholders	10,222												
											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. 53.9	2. (73.1)	3. 0.0
													Col. 13, Line 7 Line 8
													4. 0.0

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.

  
2 8 3 3 9 2 0 1 3 4 9 0 0 0 0 0 2
2.

  
2 8 3 3 9 2 0 1 3 4 5 5 0 0 0 0 2
3.

  
2 8 3 3 9 2 0 1 3 3 6 5 0 0 0 0 2
4.

  
2 8 3 3 9 2 0 1 3 5 0 5 0 0 0 0 2



OVERFLOW PAGE FOR WRITE-INS

PQ002 Additional Aggregate Lines for Page 02 Line 25.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Prepaid expenses.....	124,078	124,078		
2505. Other assets - security deposit.....	20,334	20,334		
2506. State premium tax recoverable.....				287,648
2507. ....				
2508. ....				
2597. Summary of remaining write-ins for Line 25 from Page 02	144,413	144,413		287,648

**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 .....	20,211,895	40,129,344
2. Cost of bonds and stocks acquired .....	10,022,538	4,380,283
3. Accrual of discount .....	6,690	45,693
4. Unrealized valuation increase (decrease) .....	310	580,416
5. Total gain (loss) on disposals .....	1,224,971	744,732
6. Deduct consideration for bonds and stocks disposed of .....	18,013,244	25,467,825
7. Deduct amortization of premium .....	43,927	200,748
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) .....	13,409,233	20,211,895
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	13,409,233	20,211,895

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a)	13,451,842	10,551,358	11,664,915	(14,549)	13,451,842	12,323,736		34,678,527
2. Class 2 (a)		1,536,516		(4,486)		1,532,030		637,320
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	13,451,842	12,087,874	11,664,915	(19,035)	13,451,842	13,855,766		35,315,847
<b>PREFERRED STOCK</b>								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	13,451,842	12,087,874	11,664,915	(19,035)	13,451,842	13,855,766		35,315,847

(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 \$ ..... ; NAIC 2 \$ ..... ; NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

SCHEDULE DA - PART 1  
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	446,531	XXX	446,531		

SCHEDULE DA - VERIFICATION  
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	15,103,950	227,451
2. Cost of short-term investments acquired .....	9,051,619	29,843,636
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	23,709,038	14,967,137
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).....	446,531	15,103,950
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11)	446,531	15,103,950



Schedule DB - Part A - Verification

**NONE**

Schedule DB - Part B - Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**NONE**

Schedule E - Verification

**NONE**

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator <sup>(a)</sup>
Bonds - U.S. Governments									
363760-30-1	GNR 2011-119 D		05/09/2013	TRANSFER		1,075,050	1,000,000	779	1
363760-30-8	GNR 2011-127 C		05/09/2013	TRANSFER		1,083,660	1,000,000	778	1
363780-CE-3	GNR 2012-17 KG		04/19/2013	MORGAN STANLEY & CO.		478,233	462,131	738	1
912828-TN-3	US TREASURY N/B		04/17/2013	CREDIT SUISSE FIRST BOSTON		198,782	200,000	372	1
912828-TN-0	US TREASURY N/B		04/02/2013	RBS GREENWICH CAPITAL		146,969	150,000	139	1
05999999 - Bonds - U.S. Governments						2,984,694	2,812,131	2,806	XXX
Bonds - All Other Governments									
Bonds - U.S. States, Territories and Possessions									
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
Bonds - U.S. Special Revenue									
Bonds - Industrial and Miscellaneous (Unaffiliated)									
055687-AA-6	BNSF RAILWAY CO 2007-1 P		05/09/2013	TRANSFER		391,422	322,158	2,039	1FE
097023-BE-4	BOEING CO		04/30/2013	CITIGROUP		222,523	225,000		1FE
172967-FW-6	CITIGROUP INC		05/09/2013	TRANSFER		663,672	600,000	8,826	1FE
209615-CA-9	CONSOLIDATED NATURAL GAS		05/09/2013	TRANSFER		530,835	500,000	10,972	2FE
260003-AE-8	DOVER CORP		05/09/2013	TRANSFER		549,683	500,000	1,625	1FE
639468-AE-0	NBC UNIVERSAL MEDIA LLC		05/09/2013	TRANSFER		573,680	500,000	2,309	1FE
682333-AR-5	ONCOR ELECTRIC DELIVERY		05/08/2013	BANK OF AMERICA		440,696	400,000	7,198	2FE
857477-AL-7	STATE STREET CORP		05/09/2013	TRANSFER		114,814	115,000		1FE
913249-BS-0	UNITEDHEALTH GROUP INC		05/09/2013	TRANSFER		618,570	600,000	5,438	1FE
949748-FS-0	WELLS FARGO & COMPANY		04/03/2013	TRANSFER		200,624	200,000	850	1FE
055451-AL-2	SAP BILLITON FIN USA LTD	F	05/09/2013	NETBANC CAPITAL MARKETS		1,063,710	1,000,000	15,167	1FE
293390-AA-7	ENSCO PLC	F	05/09/2013	TRANSFER		564,985	500,000	3,525	2FE
38999999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,935,216	5,462,158	57,949	XXX
Bonds - Hybrid Securities									
Bonds - Parent, Subsidiaries, and Affiliates									
83999997 - Subtotals - Bonds - Part 3						8,919,910	8,274,289	60,755	XXX
83999999 - Subtotals - Bonds						8,919,910	8,274,289	60,755	XXX
Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)									
Preferred Stocks - Parent, Subsidiaries, and Affiliates									
Common Stocks - Industrial and Miscellaneous									
Common Stocks - Parent, Subsidiaries, and Affiliates									
Common Stocks - Mutual Funds									
99999999 Totals						8,919,910	XXX	60,755	XXX

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

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					18	19	20	21	22
										11	12	13	14	15					
CUSIP Identification	Description	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	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. Governments																			
337788-33-5	US 2012-142 AB	05/01/2013	VARIOUS		298,162	291,901	296,412			27		27		296,438		1,724	749	11/16/2042	1
337788-33-5	US 2012-142 AB	05/01/2013	VARIOUS		9,722	10,061	10,061			(2)		(2)		9,722		9,722	32	07/20/2039	1
337788-33-5	US 2012-142 AB	05/01/2013	VARIOUS		310,000	310,000	289,802	309,071		929		929		310,000		5,619	5,619	05/15/2013	1
059999-99-9	Bonds - U.S. Governments				617,884	617,823	596,275	309,071		954		954		616,160		1,724	6,400	XXX	XXX
Bonds - All Other Governments																			
Bonds - U.S. States, Territories and Possessions																			
246390-48-2	DELAWARE ST	04/01/2013	PRIOR YEAR INCOME														(3,333)	10/01/2019	1FE
605580-50-7	MISSISSIPPI ST	04/01/2013	PRIOR YEAR INCOME														(2,483)	10/01/2019	1FE
179999-99-9	Bonds - U.S. States, Territories and Possessions																(5,836)	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																			
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																			
312560-52-7	FR 15607	05/01/2013	VARIOUS		46,824	45,170	45,318	45,261		(11)		(11)		45,250		3,574	1,283	11/01/2033	1
313744-04-5	FR 3368 PB	05/01/2013	TRANSFER		525,615	500,000	495,703	496,505		221		221		495,726		28,949	8,778	05/15/2039	1
313745-01-5	FR 3789 PB	05/01/2013	TRANSFER		941,185	900,000	881,094	885,360		909		909		885,269		54,916	8,778	11/15/2040	1
313842-04-7	FR AH556	05/01/2013	VARIOUS		413,593	375,344	382,709	389,979		(845)		(845)		389,134		24,524	8,284	12/01/2040	1
313865-48-8	FR ALIC29	05/01/2013	VARIOUS		447,312	412,056	412,700	412,395		(28)		(28)		412,367		34,944	7,214	04/01/2041	1
686071-15-9	SWCS L	04/01/2013	PRIOR YEAR INCOME														(3,259)	04/01/2021	1FE
914455-42-2	UNIT OF MICHIGAN MI	04/01/2013	PRIOR YEAR INCOME														(2,256)	04/01/2017	1FE
938240-07-3	WASHINGTON DMT OR CLEAN WTR S	04/01/2013	PRIOR YEAR INCOME														(7,924)	10/01/2019	1FE
319999-99-9	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions				1,975,554	1,835,570	1,827,524	1,829,500		246		246		1,828,746		146,907	20,908	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																			
244199-80-8	DEERE & COMPANY	05/01/2013	TRANSFER		116,222	100,000	99,456	99,605		18		18		99,623		16,599	2,467	10/16/2019	1FE
949746-57-8	WELLS FARGO & COMPANY	04/01/2013	PRIOR YEAR INCOME														(4,025)	04/01/2021	1FE
369999-99-9	Bonds - Industrial and Miscellaneous (Unaffiliated)				116,222	100,000	99,456	99,605		18		18		99,623		16,599	(1,538)	XXX	XXX
Bonds - Hybrid Securities																			
Bonds - Parent, Subsidiaries, and Affiliates																			
839999-97-7	Subtotals - Bonds - Part 4				2,710,760	2,553,193	2,523,255	2,238,176		1,218		1,218		2,545,529		165,230	19,924	XXX	XXX
839999-99-9	Subtotals - Bonds				2,710,760	2,553,193	2,523,255	2,238,176		1,218		1,218		2,545,529		165,230	19,924	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)																			
Preferred Stocks - Parent, Subsidiaries, and Affiliates																			
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																			
Common Stocks - Parent, Subsidiaries, and Affiliates																			
Common Stock - Mutual Funds																			
Common Stocks - Money Market Mutual Funds																			
999999-99-9	Totals				2,710,760	2,553,193	2,523,255	2,238,176		1,218		1,218		2,545,529		165,230	19,924	XXX	XXX

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



Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part D - Section 1

**NONE**

Schedule DB - Part D - Section 2

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**

**SCHEDULE E - PART 1 - CASH**E12



