MAINE EMPLOYERS' MUTUAL INSURANCE COMPANY

FINANCIAL STATEMENTS
(STATUTORY BASIS)
DECEMBER 31, 2013 AND 2012

MEMIC

Maine Employers' Mutual Insurance Company
Index
December 31, 2013 and 2012

Independent Auditor's Report

To the Board of Directors of
Maine Employers' Mutual Insurance Company

We have audited the accompanying statutory financial statements of Maine Employers' Mutual Insurance Company (the "Company"), which comprise the statutory statements of admitted assets, liabilities, and capital and surplus as of December 31, 2013 and 2012 and the related statutory statements of income and changes in capital and surplus, and cash flows for the years then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the accounting practices prescribed or permitted by the Maine Bureau of Insurance. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles

As described in Note 2 to the financial statements, the financial statements are prepared by the Company on the basis of the accounting practices prescribed or permitted by the Maine Bureau of Insurance, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

The effects on the financial statements of the variances between the statutory basis of accounting described in Note 2 and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material.

Adverse Opinion on U.S. Generally Accepted Accounting Principles

In our opinion, because of the significance of the matter discussed in the "Basis for Adverse Opinion on U.S. Generally Accepted Accounting Principles" paragraph, the financial statements referred to above do not present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of the Company as of December 31, 2013 and 2012, or the results of its operations or its cash flows for the years then ended.

Opinion on Statutory Basis of Accounting

In our opinion, the financial statements referred to above present fairly, in all material respects, the admitted assets, liabilities, and capital and surplus of the Company as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in accordance with the accounting practices prescribed or permitted by the Maine Bureau of Insurance described in Note 2.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories of the Company as of December 31, 2013 and for the year then ended are presented for purposes of additional analysis and are not a required part of the financial statements. The Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The effects on the Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories of the variances between the statutory basis of accounting and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material. As a consequence, the Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories do not present fairly, in conformity with accounting principles generally accepted in the United States of America, such information of the Company as of December 31, 2013 and for the year then ended. The Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories have been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Supplemental Summary Investment Schedule and Supplemental Investment Risks Interrogatories are fairly stated, in all material respects, in relation to the financial statements taken as a whole.

PricewaterhouseCoopers LLP

March 21, 2014

Maine Employers' Mutual Insurance Company
Statements of Admitted Assets, Liabilities and Capital and Surplus (Statutory Basis)
December 31, 2013 and 2012

	2013	2012
Admitted Assets		
Invested assets		
Bonds, at carrying value (NAIC fair value: $469,268,692 and $510,371,635 at December 31, 2013 and 2012, respectively)	$ 453,769,102	$ 465,154,749
Common stocks, at NAIC fair value (cost: $62,278,625 and $58,373,301 at December 31, 2013 and 2012, respectively)	115,295,737	87,254,755
Common stocks of affiliates	118,964,151	98,449,102
Other invested assets	26,388,413	19,824,451
Cash and short term investments	12,441,438	13,407,498
Total cash and invested assets	726,858,841	684,090,555
Premium balances receivable	42,993,996	40,596,793
Equities and deposits in pools and associations	5,196	5,196
Investment income due and accrued	4,736,792	5,180,869
EDP equipment (net of accumulated depreciation of $3,557,770 and $3,055,648 in 2013 and 2012, respectively)	673,795	450,551
Reinsurance recoverable on paid loss and loss adjustment expenses	374,246	590,379
Federal income tax recoverable	3,341,874	-
Net deferred income taxes	12,973,187	16,475,534
Due from affiliates	3,663,639	1,867,531
Total admitted assets	$ 795,621,566	$ 749,257,408
Liabilities		
Loss reserves	$ 289,579,456	$ 287,330,381
Loss adjustment expense reserves	36,669,392	34,495,446
Unearned premium reserves	64,146,968	59,887,611
Reinsurance premiums payable	722,899	656,393
Commissions payable	6,046,445	6,108,878
Federal income taxes payable	-	1,197,285
Advance premium	857,094	1,382,412
Premium taxes and assessments payable	1,920,165	1,635,033
Amounts withheld for others	2,284,517	2,185,335
Other liabilities	22,512,298	18,330,745
Total liabilities	$ 424,739,234	$ 413,209,519
Commitments and contingencies (Note 13)		
Capital and Surplus		
Capital contributions	$ 3,181,585	$ 3,196,888
Deferred gain	1,961,121	711,539
Unassigned surplus	365,739,626	332,139,462
Total capital and surplus	370,882,332	336,047,889
Total liabilities and capital and surplus	$ 795,621,566	$ 749,257,408

The accompanying notes are an integral part of these financial statements.

Maine Employers’ Mutual Insurance Company
Statements of Income
(Statutory Basis)
Years Ended December 31, 2013 and 2012

	2013	2012
Underwriting income		
Premiums earned, net	$ 129,123,653	$ 126,374,465
Loss and underwriting expenses		
Losses incurred, net	81,819,407	63,318,718
Loss adjustment expenses incurred, net	15,939,872	13,419,240
Underwriting expenses	32,321,907	31,039,236
Total loss and underwriting expenses	130,081,186	107,777,194
Net underwriting (loss) income	(957,533)	18,597,271
Investment income		
Net investment income	19,924,139	21,073,992
Net realized capital gains, net of taxes	4,806,433	3,188,512
Total investment income	24,730,572	24,262,504
Other income (expense)		
Bad debt expense	(277,742)	(176,915)
Service fee income	194,566	196,797
Other expense	(12,500)	(12,000)
Net other (expense) income	(95,676)	7,882
Income before dividends and federal income taxes	23,677,363	42,867,657
Dividends to policyholders	16,000,000	13,000,000
Income after dividends, before federal income taxes	7,677,363	29,867,657
Provision for federal income taxes	313,819	6,527,065
Net income	$ 7,363,544	$ 23,340,592

The accompanying notes are an integral part of these financial statements.

Maine Employers' Mutual Insurance Company
Statements of Changes in Capital and Surplus
(Statutory Basis)
Years Ended December 31, 2013 and 2012

	2013	2012
Capital and surplus at beginning of year	$ 336,047,889	$ 301,117,274
Capital contributions returned	(15,303)	(10,292)
Net income	7,363,544	23,340,592
Increase (decrease) in net deferred income taxes	775,497	(997,352)
Decrease in nonadmitted assets	3,537,136	2,414,296
Increase in deferred gain on capital contributions	1,249,582	711,539
Increase in net unrealized appreciation of invested assets (net of deferred taxes of $8,428,640 and $3,142,987 at December 31, 2013 and 2012, respectively)	21,923,987	9,471,832
Change in capital and surplus	34,834,443	34,930,615
Capital and surplus at end of year	$ 370,882,332	$ 336,047,889

The accompanying notes are an integral part of these financial statements.

Maine Employers' Mutual Insurance Company
Statements of Cash Flows
(Statutory Basis)
Years Ended December 31, 2013 and 2012

	2013	2012
Cash from operations		
Premiums collected, net	$ 131,044,964	$ 124,586,760
Investment income received, net	22,359,523	23,542,743
Other (expense) income	(95,677)	7,881
Cash provided from operations	153,308,810	148,137,384
Benefit and loss related payments	(79,354,198)	(71,774,334)
Commissions and expenses paid	(43,513,037)	(39,753,370)
Dividends paid to policyholders	(15,998,926)	(13,000,811)
Federal income taxes paid (recovered)	(6,472,791)	793,183
Cash used in operations	(145,338,952)	(123,735,332)
Net cash provided from operations	7,969,858	24,402,052
Cash from investing activites		
Proceeds from investments sold, matured or repaid		
Bonds	91,543,970	75,338,818
Common and preferred stocks	12,453,557	7,884,860
Total investment proceeds	103,997,527	83,223,678
Costs of investments acquired		
Bonds	(93,917,938)	(85,135,401)
Common and preferred stocks	(13,765,464)	(16,596,368)
Property	(2,106,778)	-
Total cost of investments acquired	(109,790,180)	(101,731,769)
Net cash used in investments	(5,792,653)	(18,508,091)
Cash from financing and miscellaneous sources		
Capital contributions returned	(15,303)	(10,292)
Other uses	(3,127,962)	(2,997,082)
Net cash (used in) provided from financing and miscellaneous sources	(3,143,265)	(3,007,374)
Net change in cash	(966,060)	2,886,587
Cash and short term investments		
Beginning of year	13,407,498	10,520,911
End of year	$ 12,441,438	$ 13,407,498
Noncash transaction		
Contribution of bonds	$ (15,640,895)	$ (19,773,603)
Contribution of property	$ (2,106,778)	$ -

The accompanying notes are an integral part of these financial statements.

1. Organization

Maine Employers' Mutual Insurance Company (the "Company") was established through a legislative action by the State of Maine on November 13, 1992 and commenced business effective January 1, 1993. The Company was established to replace the State of Maine's Workers' Compensation Residual Market Pool. The Company is a mutual insurance company and is not a state agency or instrument of the State of Maine for any purpose. The Company is licensed in fourteen states and writes workers' compensation insurance and employers' liability insurance incidental to and written in connection with workers' compensation coverage for employers in eight northeastern states. The Company writes its business primarily through independent agents and brokers. Approximately 95% of premium written during 2013 was for Maine policies.

In 1996, the Company obtained approval from the Maine Bureau of Insurance (the "Insurance Department") and established a wholly-owned subsidiary, MEMIC Services, Inc. ("MEMIC Services"), which provided agency services during 2013 and loss control, managed care and agency services during 2012 and prior to the Company.

In 1999, the Company obtained approval from the New Hampshire Insurance Department to form a subsidiary, MEMIC Indemnity Company ("MEMIC Indemnity") to write workers' compensation insurance in New Hampshire. The Company is the sole shareholder for MEMIC Indemnity. MEMIC Indemnity commenced writing business September 1, 2000 and is licensed to write workers' compensation and or employers' liability insurance in 50 states and the District of Columbia with approximately 91% of premium written in the States of Connecticut, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania and Vermont. In 2000, the Company capitalized MEMIC Indemnity Company with a $12,000,000 investment and supplemented its original investment by contributing an additional $62,000,000 between 2001 and 2013 of which $12,000,000 and $18,000,000 was contributed during 2013 and 2012, respectively. The $12,000,000 and $18,000,000 capital contributions to MEMIC Indemnity, noted as a change in common stock, include a $11,791,212 and $9,880,027 non-cash contribution of bonds along with $208,788 and $8,119,973 in cash during 2013 and 2012, respectively. As a result of the contribution at fair value of the fixed income securities the Company recognized a deferred gain in surplus since the realized component of the difference between the fair value and book/adjusted carrying value as of the date of transfer cannot be recognized under SSAP No. 25 until the transferred securities mature or are sold by MEMIC Indemnity Company.

During 2007, the Company obtained approval from the Insurance Department to write employment practices liability insurance for State of Maine policies only. The Company has written premium for this line of business since 2008.

On October 19, 2009, the Company formed Casco View Holdings, LLC, ("CVH"), a Maine limited liability company for the management and ownership of current and future investments in real estate. On January 4, 2010, MEMIC transferred its entire interest in the property located at 245-253 Commercial Street, Portland, Maine, which comprises certain income producing property along with a capital contribution of $500,000 and related tenant security deposits of $86,485 to CVH. As consideration for the said transfer of real estate, MEMIC received all of the membership interests in CVH. On March 1, 2011, the Company invested an additional $5,100,000 in CVH. CVH invested 100% of the $5,100,000 in its wholly owned subsidiary, Casco View Holdings II, LLC ("CVHII") for the purchase of the home office building of the Company which had previously been under a long-term lease with an unrelated party. On November 18, 2013, MEMIC invested an additional $2,500,000 in CVH by contributing property located in Portland, Maine valued at $2,106,778 and $393,222 in cash. CVH invested 100% of the $2,500,000 in a new wholly owned subsidiary, Casco

View Holdings III, LLC ("CVHIII"). The Company records its membership interests in CVH, CHVII & CVHIII in other invested assets.

The Company owns 100% of the common stock of MEMIC Casualty Company ("MEMIC Casualty"), a property/casualty insurance company domiciled in Vermont. The Vermont Department of Financial Regulation, acting as rehabilitator, converted the former Granite Manufacturers' Mutual Indemnity Company ("GMMIC") to a stock company and on December 12, 2011 the Company purchased GMMIC. In conjunction with the transaction, GMMIC was renamed to MEMIC Casualty Company. The former GMMIC has not written workers' compensation policies since 1969 under its original incorporation and does not currently have any open claims under this former incorporation. MEMC Casualty is licensed to write workers' compensation insurance in Vermont, New Hampshire, New York and Pennsylvania and commenced writing policies in May 2012. The Company contributed capital of $4,622,576 and a $561,375 bond towards its original investment in MEMIC Casualty Company during 2011. In December 2013 and 2012, the Company contributed additional capital of $4,000,000 and $10,000,000 respectively in fixed income securities and cash noted as a change in common stock. The $4,000,000 and $10,000,000 capital contribution to MEMIC Casualty includes a $3,849,683 and $9,893,576 non-cash contribution of bonds and $150,317 and $106,424 cash in 2013 and 2012, respectively. As a result of the 2013 and 2012 contributions at fair value of the fixed income securities the Company recognized a deferred gain in surplus since the realized component of the difference between the fair value and book/adjusted carrying value as of the date of transfer cannot be recognized under SSAP No. 25 until the transferred securities mature or are sold by MEMIC Casualty Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Company are prepared in conformity with statutory accounting practices of the National Association of Insurance Commissioners ("NAIC") as prescribed or permitted by the Maine Bureau of Insurance ("statutory accounting").

The Maine Bureau of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Maine for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Maine Insurance Laws. The NAIC Accounting Practices and Procedures Manual ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the State of Maine. Prescribed Maine Laws can and do deviate from NAIC SAP and, further, the Commissioner of Insurance has the right to permit other specific practices which deviate from prescribed practices.

Statutory accounting practices differ in certain respects from accounting principles generally accepted in the United States of America ("GAAP"). The effects of such differences on the accompanying financial statements, which could be significant, have not been determined. The most significant differences generally include the following:

a. Statutory accounting requires that policy acquisition costs such as commissions, premium taxes and other items be charged to current operations as incurred. Under GAAP, policy acquisition costs would be deferred and then amortized ratably over the periods covered by the policies;

b. The statutory provision for federal income taxes represents estimated amounts currently payable based on taxable income or loss reported in the current accounting period. Deferred income taxes are provided in accordance with SSAP 101, "Income Taxes, A Replacement of SSAP No 10R and SSAP No. 10" ("SSAP 101") and changes in deferred income taxes are recorded through surplus. The realization of any resulting deferred tax asset ("DTAs") is limited based on certain criteria in accordance with SSAP 101. The GAAP provision would include a provision for taxes currently payable, as well as deferred taxes, both of which would be recorded in the income statement;

c. Under statutory accounting, certain assets designated as "nonadmitted assets" (principally premiums receivable over 90 days past due, deferred income taxes, prepaid assets, miscellaneous receivables and office furniture and equipment) are charged directly to surplus. GAAP would require the Company to maintain a reserve for doubtful accounts based on amounts deemed to be uncollectible. Office furniture and equipment would be capitalized and depreciated over the estimated useful lives;

d. Statutory results of MEMIC Indemnity and MEMIC Casualty are reflected on the statutory equity method. The investment in MEMIC Services is accounted for under GAAP equity adjusted to a statutory basis which resulted in a net liability on the Company's statements of admitted assets, liabilities, capital and surplus. Adjustments include nonadmitted DTAs, receivables over 90 days past due and furniture and equipment. The results of operations of these subsidiaries are recorded directly in surplus. Under GAAP, the subsidiary would be consolidated and such amounts would be reported in the financial statements on a consolidated basis;

e. Under statutory accounting, investments in debt securities are generally carried at amortized cost. Under GAAP, debt securities classified as trading or available-for-sale are valued at fair value, and debt securities classified as held-to-maturity are valued at amortized cost;

f. Reinsurance balances relating to unpaid loss and loss adjustment expenses are presented as offsets to reserves; under GAAP, such amounts would be presented as reinsurance recoverable; moreover, under statutory accounting, a liability is established for recoverable balances from reinsurers which are not authorized and for overdue paid loss recoverables;

g. Under GAAP, the inclusion of a statement of comprehensive income, detailing the income effects of unrealized gains and losses, foreign exchange transactions, and pension liability adjustments is required;

h. For statutory cash flow purposes, included as cash and cash equivalents are short-term investments which mature within one year as opposed to three months;

i. A reconciliation of cash flows to the indirect method is not provided under statutory accounting.

Management Estimates

The preparation of financial statements in conformity with statutory accounting practices requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Invested Assets

Invested assets are valued in accordance with the statutory basis of valuation prescribed by the NAIC. Cash includes cash, cash equivalents and short-term mutual fund investments, which are short-term investments which mature within one year; the carrying value of these investments approximate fair value.

Investment grade non-loan-backed bonds with NAIC designation 1 or 2 are stated at amortized value using the interest method. Non-investment grade non-loan-backed bonds with NAIC designations of 3 through 6 are stated at the lower of amortized value or fair value. U.S. government agency loan-backed and structured securities are valued at amortized value. Other loan-backed and structured securities are valued at either amortized value or fair value, depending on many factors including: the type of underlying collateral, whether modeled by an NAIC vendor, whether rated (by either NAIC approved rating organization or NAIC Securities Valuation Office), and relationship of amortized value to par value and amortized value to fair value. The Company utilizes the prospective adjustment methodology to value mortgage-backed bonds. Credit related declines in the fair value of loan-backed or structured securities are to be reflected as a realized loss in the income statement. Refer to Note 18 for the Company's evaluation of SSAP 43R on these financial statements.

Unaffiliated common and preferred stocks are generally stated at the fair value. The fair values of common and preferred stocks are based on quoted market prices in active markets. Where declines in the value of marketable securities are deemed other-than-temporary, the loss is reported as a component of net realized capital gains (losses). The net unrealized gains and losses on these marketable securities, after deductions of applicable deferred income taxes, are credited or charged directly to policyholders' surplus.

Other invested assets consist of actively traded mutual funds, nonmarketable alternative equity investments and an investment in a wholly owned real estate subsidiary, CVH. The fair values of the mutual funds are based on quoted market prices in active markets. Nonmarketable alternative equity investments consist of venture capital funds that are also included in other invested assets and are carried at fair value based upon the Company's proportionate interest in the underlying fund's net asset value, which is deemed to approximate fair value. The current carrying value of this fund is zero. The investments are not publicly traded and, accordingly, quoted market prices are not available. The investment in CVH is measured on the equity basis under GAAP.

The investments in the affiliate MEMIC Indemnity at December 31, 2013 and 2012 are stated at the net asset value of the affiliate determined on a statutory basis excluding surplus notes issued (Note 10) and the investment in the affiliate MEMIC Casualty at December 31, 2013 is stated at the net asset value of the affiliate determined on a statutory basis. Changes in net asset value of these affiliates are charged or credited directly to unassigned policyholder surplus.

Investment income is recorded on an accrual basis. Realized capital gains and losses are reported in operating results based on the specific identification of investments sold. Unrealized capital gains and losses from the valuation of investments at fair value are credited or charged directly to unassigned surplus, net of federal income taxes, unless determined to be other than temporary and included as a component of net realized capital losses.

Realized gains or losses on the sale of investments are determined on the specific identification method and are included in the results of operations. Declines in values of securities that are other-than-temporary are written down with a corresponding charge to net realized losses. Specific impairments are determined based on a continual review of investment portfolio valuations.

Premiums and Unearned Premium Reserves
Direct and assumed premiums, net of amounts ceded to other insurance companies, are earned on a monthly pro rata basis over the in force period. Accordingly, unearned premium reserves are established for the pro rata portion of premiums written which are applicable to the unexpired terms of the policies in force, net of reinsurance. Premium adjustments resulting from retrospective rating plans and/or audits are immediately recorded as written and earned premiums once such amounts can be reasonably estimated.

Equities and Deposits in Pools
The Company is required to participate in involuntary pools in several states where it writes workers' compensation business. The Company participates in underwriting results, including premiums, losses, expenses and other operations of involuntary pools, based on the Company's proportionate share of similar business written in the state. Underwriting results are accounted for on a gross basis whereby the Company's portion of premiums, losses, expenses and other operations of the pool are recorded separately in the financial statements rather than netted against each other.

Loss and Loss Adjustment Expense Reserves
Losses and loss adjustment expenses are recorded as incurred so as to match such costs with premiums over the contract periods. Loss reserves are established for losses and loss adjustment expenses based upon claim evaluations and include an estimated provision for both reported and unreported claims incurred and related expenses. The assumptions used in determining loss and loss adjustment expense reserves have been developed after considering the experience of the Company, industry experience and projections by independent actuaries. The ultimate loss and loss adjustment expense reserves may vary from the amounts reflected in the accompanying financial statements. The methods utilized in estimating and establishing the reserves are continually reviewed and updated and any adjustments are reflected in current operating results. Allowances for subrogation recoveries are included in the Company's estimate of loss reserves. See the summary of reserve development in Note 6.

Nonadmitted Assets
The following nonadmitted assets were excluded from the balance sheet as of December 31, 2013 and 2012:

	2013	2012
Premium balances receivable over 90 days past due	$ 997,799	$ 1,514,718
Deferred income taxes	-	4,150,796
Accrued retrospective premiums	1,324	5,603
Intercompany receivable	712,622	493,792
Fixed assets, net of accumulated depreciation	2,511,956	1,411,845
Other assets	653,681	837,764
Total nonadmitted assets	$ 4,877,382	$ 8,414,518

Depreciation expense on nonadmitted fixed assets was $496,422 and $462,620 in 2013 and 2012 respectively.

Federal Income Taxes

The Company files a consolidated tax return with MEMIC Indemnity, MEMIC Casualty, MEMIC Services and CVH. Under this tax sharing agreement, the provision for federal income taxes is recorded based upon amounts expected to be reported as if the Company filed a separate federal income tax return. Additionally, under this agreement, the Company will be reimbursed for the utilization of tax operating losses, tax credits and capital loss carryforwards to the extent the Companies would have utilized these tax attributes on a separate return basis.

The provision for federal income taxes includes amounts currently payable or recoverable and deferred income taxes, computed under the asset/liability method, which results from temporary differences between the tax basis and the book basis of assets and liabilities.

The Company files federal income tax returns and therefore the disclosures required by ASC 740, *Accounting for Uncertain Tax Positions,* pursuant to uncertain tax positions are included in these statutory financial statements. Refer to Note 5 Income Taxes.

In November 2011, the NAIC adopted SSAP No. 101, "Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10". This statement revises statutory accounting principles for current and deferred federal and foreign income taxes and current state income taxes. SSAP No. 101, which was effective on January 1, 2012, (1) restricts the ability to use the 3 years/15 percent of surplus admission rule to those entities that meet a new modified risk based capital ratio threshold;(2) changes the recognition threshold for recording tax contingency reserves from a probable liability standard to a more-likely-than-not liability standard;(3) requires the disclosure of tax planning strategies that relate to reinsurance; and,(4) requires consideration of reversal patterns of DTAs and deferred tax liabilities ("DTLs") in determining the extent to which DTLs could offset DTAs on the balance sheet. During 2011, the Company recorded deferred income taxes under SSAP 10R, Income Taxes Revised, A Temporary Replacement of SSAP No. 10 ("SSAP 10R"). Although a change in accounting principal was done during 2012 it did not require the restatement of any 2011 balances. Refer to Note 5 - Income Taxes.

Accounting Changes

The Company adopted the provisions of SSAP 101 *Income Taxes, A Replacement of SSAP 10R and SSAP 10*, effective January 1, 2012. SSAP 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP 3 *Accounting Changes and Corrections of Errors.* The cumulative effect of this change in accounting principle resulted in a $0 increase in unassigned funds as of January 1, 2012.

EDP Equipment

EDP equipment is stated at cost, net of accumulated depreciation. Depreciation is computed principally using the straight-line method based on the estimated useful lives of assets, which is generally three years. Depreciation expense for the years ended December 31, 2013 and 2012 was $365,579 and $288,275, respectively. Expenditures for maintenance and repairs relating to EDP equipment and certain fixed assets which are nonadmitted are charged to expense as incurred. When property is sold or retired, the cost of the property and the related accumulated depreciation are removed from the statement of admitted assets, liabilities and capital and surplus and any gain or loss on the transaction is reflected in current operating results.

Reclassifications
Certain prior year amounts have been reclassified to conform to current year presentation.

3. Capital Contributions and Surplus Restrictions

As authorized by specific provisions of Maine state law, the Company was established as a special purpose workers' compensation insurer without any initial capital or surplus. To provide capital, the Company's policyholders were required to make capital contributions based upon a percentage of their final audited premiums for policies with effective dates prior to January 1, 1996. Capital contributions were based on the estimated annual premium and are subsequently adjusted, as necessary, based upon cancellations and premium audits. In 1998, the Company received approval from the Insurance Department to return capital contributions to the extent authorized by the Board of Directors and the Insurance Department. The Company returned $15,303 and $10,292, of capital contributions in 2013 and 2012, respectively, net of related write-offs. Cumulative capital contributions remaining as of December 31, 2013 and 2012 amounted to $3,181,585 and $3,196,888, respectively.

There are no advances to surplus not repaid or other surplus restrictions other than the capital contribution portion of surplus discussed above, dividend restrictions discussed in Note 4 or statutory deposits in Note 9.

4. Dividend Restrictions

The Company is subject to regulatory limitations with respect to statutory surplus levels and dividends. Under these regulations, annual dividends cannot exceed the greater of 10% of the insurer's surplus as of the prior year end or the net gain from operations for the twelve month period ended in the prior year. The maximum amount of dividends which can be paid by the Company to policyholders without prior approval of the Superintendent of Insurance during 2013 and 2012 was $33,604,789 and $30,111,727, respectively. Dividends to policyholders amounted to $16,000,000 and $13,000,000 in 2013 and 2012, respectively. The dividends declared during 2013 included $16,000,000 based on policy year 2010.

5. Income Taxes

The components of the net deferred tax asset / (liability) at December 31 are as follows:

		December 31, 2013		
		1	2	3 (Col 1+2)
		Ordinary	Capital	Total
a.	Gross deferred tax assets	$ 27,863,152	$ 4,140,528	$ 32,003,680
b.	Statutory valuation allowance adjustment			-
c.	Adjusted gross deferred taxes (1a - 1b)	27,863,152	4,140,528	32,003,680
d.	Deferred tax assets nonadmitted	-	-	-
e.	Subtotal net admitted deferred tax asset (1c - 1d)	27,863,152	4,140,528	32,003,680
f.	Deferred tax liabilities	474,504	18,555,989	19,030,493
g.	Net admitted deferred tax assets/(net deferred tax liability) (1e - 1f)	$ 27,388,648	$ (14,415,461)	$ 12,973,187

		December 31, 2012		
		4	5	6 (Col 4+5)
		Ordinary	Capital	Total
a.	Gross deferred tax assets	$ 26,470,019	$ 4,609,314	$ 31,079,333
b.	Statutory valuation allowance adjustment	-	-	-
c.	Adjusted gross deferred taxes (1a - 1b)	26,470,019	4,609,314	31,079,333
d.	Deferred tax assets nonadmitted	3,528,177	622,619	4,150,796
e.	Subtotal net admitted deferred tax asset (1c - 1d)	22,941,842	3,986,695	26,928,537
f.	Deferred tax liabilities	325,655	10,127,348	10,453,003
g.	Net admitted deferred tax assets/(net deferred tax liability) (1e - 1f)	$ 22,616,187	$ (6,140,653)	$ 16,475,534

		Change		
		7 (Col 1-4)	8 (Col 2-5)	9 (Col 7+8)
		Ordinary	Capital	Total
a.	Gross deferred tax assets	$ 1,393,133	$ (468,786)	$ -
b.	Statutory valuation allowance adjustment	-	-	-
c.	Adjusted gross deferred taxes (1a - 1b)	1,393,133	(468,786)	924,347
d.	Deferred tax assets nonadmitted	(3,528,177)	(622,619)	(4,150,796)
e.	Subtotal net admitted deferred tax asset (1c - 1d)	4,921,310	153,833	5,075,143
f.	Deferred tax liabilities	148,849	8,428,641	8,577,490
g.	Net admitted deferred tax assets/(net deferred tax liability) (1e - 1f)	$ 4,772,461	$ (8,274,808)	$ (3,502,347)

Admission calculation components:

	December 31, 2013		
	1	2	3 (Col 1+2)
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ 8,816,160	$ 953,374	$ 9,769,534
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:	6,326,816	-	6,326,816
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	6,326,816	-	6,326,816
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	
c. Adjusted gross deferred taxe assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	12,720,176	3,187,154	15,907,330
d. Deferred tax assets admitted as the result of application of SSAP 101 Total 2(a)+2(b)+2(c)	$ 27,863,152	$ 4,140,528	$ 32,003,680

	December 31, 2012		
	4	5	6 (Col 4+5)
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ 7,406,747	$ -	$ 7,406,747
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:	9,068,787	-	9,068,787
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	9,068,787	-	9,068,787
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	
c. Adjusted gross deferred taxe assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	6,466,308	3,986,695	10,453,003
d. Deferred tax assets admitted as the result of application of SSAP 101 Total 2(a)+2(b)+2(c)	$ 22,941,842	$ 3,986,695	$ 26,928,537

	Change		
	7 (Col 1-4)	8 (Col 2-5)	9 (Col 7+8)
	Ordinary	Capital	Total
a. Federal income taxes paid in prior years recoverable through loss carrybacks	$ 1,409,413	$ 953,374	$ 2,362,787
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:	(2,741,971)	-	(2,741,971)
1. Adjusted gross deferred tax assets expected to be realized following the balance sheet date	(2,741,971)	-	(2,741,971)
2. Adjusted gross deferred tax assets allowed per limitation threshold	XXX	XXX	
c. Adjusted gross deferred taxe assets (excluding the amount of deferred tax assets from 2(a) and 2(b) above) offset by gross deferred tax liabilities	6,253,868	(799,541)	5,454,327
d. Deferred tax assets admitted as the result of application of SSAP 101 Total 2(a)+2(b)+2(c)	$ 4,921,310	$ 153,833	$ 5,075,143

Other admissibility criteria:

		2013	2012
a.	Ratio percentage used to determine recovery period and threshold limitation amount	1398%	1449%
b.	Amount of adjusted capital and surplus used to determine recovery period and threshhold limitation in 2(b)2 above	$ 53,585,303	$ 47,868,271

Impact on tax planning strategies:

		2013		2012		Change	
		1	2	3	4	5	6
		Ordinary	Capital	Ordinary	Capital	(Col. 1-3) Ordinary	(Col. 2-4) Capital
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).	27,863,153	4,140,528	26,470,019	4,609,314	1,393,134	(468,786)
2.	Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies.	0.0%	12.9%	0.0%	14.8%	0.0%	-1.9%
3.	Net Admitted Adjusted Gross DTAs amount from Note 9A1(e).	27,863,153	4,140,528	22,941,842	3,986,695	4,921,311	153,833
4.	Percentage of net admitted adjusted from DTAs by tax character admitted because of the impact of tax planning strategies.	0.0%	31.9%	0.0%	28.0%	0.0%	3.9%

b. Does the company's tax planning strategies include the use of reinsurance? Yes [ ] No [X]

Current and deferred income taxes

Current income taxes:

	2013	2012	Change
a. Federal	$ 313,219	$ 6,532,065	$ (6,218,846)
b. Foreign	-	-	-
c. Subtotal	313,219	6,532,065	(6,218,846)
d. Federal income tax on net capital gains	1,619,813	-	1,619,813
e. Utilization of capital loss carry-forwards	-	-	-
f. Other	-	-	-
g. Federal and Foreign income taxes incurred	$ 1,933,032	$ 6,532,065	$ (4,599,033)

Deferred Tax Assets

	2013	2012	Change
a. Ordinary			
Discounting of unpaid losses	$ 17,090,817	$ 16,580,711	$ 510,106
Unearned premium reserves	4,550,285	4,288,901	261,384
Compensation and benefits accrual	5,015,266	4,004,676	1,010,590
Other (including items < 5% of total ordinary tax assets)	1,206,784	1,595,731	(388,947)
Subtotal	27,863,152	26,470,019	1,393,133
b. Statutory Valuation allowance adjustment	-	-	-
c. Nonadmitted	-	3,528,177	(3,528,177)
d. Admitted ordinary deferred tax assets	27,863,152	22,941,842	4,921,310
e. Capital:			
Investments	4,140,528	4,609,314	(468,786)
Subtotal	4,140,528	4,609,314	(468,786)
f. Statutory Valuation allowance adjustment	-	-	
g. Nonadmitted	-	622,619	(622,619)
h. Admitted capital deferred tax assets (2e99-2f-2g)	4,140,528	3,986,695	153,833
i. Admitted deferred tax assets (2d+2h)	$ 32,003,680	$ 26,928,537	$ 5,075,143

Deferred Tax Liabilities

	2013	2012	Change
a. Ordinary:			
Investments	$ 351,969	$ 232,023	$ 119,946
Fixed Assets	122,535	93,632	28,903
Subtotal	474,504	325,655	148,849
b. Capital:			
Investments	18,555,989	10,127,348	8,428,641
Subtotal	18,555,989	10,127,348	8,428,641
c. Deferred tax liabilities (3a99+3b99)	$ 19,030,493	$ 10,453,003	$ 8,577,490
Net Deferred Tax Assets/Liabilities (2i-3c)	$ 12,973,187	$ 16,475,534	$ (3,502,347)

There were no deferred tax liabilities that were not recognized.

Reconciliation of Federal Income Tax Rate to Actual Effective Rate:

Among the more significant book to tax adjustments were the following:

	2013	Effective Tax Rate (%)
Provision computed at statutory rate	$ 3,253,802	35%
Change in nonadmitted assets	245,351	3%
Tax exempt income deduction, net of add-back	(2,264,480)	-24%
Dividends received deduction, net of add-back	(471,399)	-5%
Casco View Holdings Income	145,195	1%
Accrual adjustment - prior year	151,695	1%
Other	97,371	1%
Totals	1,157,535	12%
Federal and foreign income taxes incurred	313,219	3%
Realized capital gains (losses) tax	1,619,813	17%
Change in net deferred income taxes	(775,497)	-8%
Total statutory income taxes	$ 1,157,535	12%

As of December 31, 2013 and 2012, the Company does not have any investment tax credits, net operating loss or capital loss carry forwards available to offset against future taxable income. The amount of federal income taxes incurred in the current year and each proceeding year available for recoupment in the event of future net losses is $1,748,666 for 2013 and $6,459,106 for 2012. There are no deposits admitted under Section 6603 of the Internal Revenue Code.

As of December 31, 2013 and 2012, the Company has no uncertain tax positions requiring disclosure in these financial statements. Had the Company identified such positions, these amounts would be evaluated and disclosed or accrued. Liabilities would be reflected on the statements of admitted assets, liabilities and capital and surplus and the related interest and penalties would be included on the statement of income as underwriting expenses.

As of December 31, 2012, the Company incurred AMT of $0 on a stand-alone basis and $0 on a consolidated basis. The Company does not expect to be in an AMT position in 2013.

The tax years that remain subject to examination by major tax jurisdictions for the Company are 2010, 2011 and 2012.

The Company is included in a consolidated federal income tax return with the following entities:

Casco View Holdings, LLC, a 100% owned noninsurance entity,
MEMIC Indemnity Company, a 100% owned Property/Casualty insurance subsidiary,
MEMIC Casualty Company, a 100% owned Property/Casualty insurance subsidiary, and
MEMIC Services, Inc., a 100% owned insurance services subsidiary.

The Company has a written agreement which sets forth the manner in which the total combined federal income tax is allocated to each entity which is a party to the consolidation. Pursuant to this agreement, the Company has a right to recoup federal income taxes paid in prior years in the event of future net losses, or to recoup its net losses carried forward as an offset to future net income subject to federal income taxes.

The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

6. Liabilities for Loss Reserves and Loss Adjustment Expense Reserves

Activity in the liabilities for loss reserves and loss adjustment expense reserves for the years ended December 31, 2013 and 2012 is summarized as follows:

	2013	2012
Net balances at January 1	$ 321,825,827	$ 329,894,075
Incurred related to		
Current year	102,261,245	97,804,585
Prior years	(4,501,966)	(21,066,627)
Total incurred	97,759,279	76,737,958
Paid related to		
Current year	30,184,773	24,889,115
Prior years	63,151,485	59,917,091
Total paid	93,336,258	84,806,206
Net balances at December 31	$ 326,248,848	$ 321,825,827

The liabilities for loss and loss adjustment expense reserves are based upon assumptions which consider the experience of the Company, industry experience, and projections by independent actuaries. However, the reserve process is inherently subjective, and the ultimate loss and loss adjustment expense reserves may vary from the amounts recorded in the financial statements.

During 2013, the Company's incurred losses related to prior years decreased by $4,501,966 as a result of favorable loss development principally in the 2005 through 2012 accident years. During 2013, the results of the independent actuarial study determined there was adequate reserve funding in outstanding losses, direct cost containment expenses and in ceded reserves for accident years 2012 and prior. This favorable decrease is the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There was no impact on reserves or surplus as a result of development of retrospectively rated policies.

During 2012, the Company's incurred losses related to prior years decreased by $21,066,627 as a result of favorable loss development principally in the 1998 through 2010 accident years. During 2012, the results of the independent actuarial study determined there was adequate reserve funding in outstanding losses, direct cost containment expenses and in ceded reserves for accident years 2011 and prior. This favorable decrease is the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There was no impact on reserves or surplus as a result of development of retrospectively rated policies.

7. Reinsurance

In 1998, the Company obtained approval from the Bureau to assume business from other insurance carriers through a quota share reinsurance agreement for workers' compensation. This contract was terminated at the end of 2004. This business could only be assumed when the Company wrote a policy for the insured in Maine. The assumed business related to this contract occurred between the 1998 and 2005 policy years.

Amounts added to loss reserves and loss adjustment expenses for reinsurance assumed are as follows:

		2013		2012
Loss and loss adjustment expenses incurred	$	-	$	(383,651)
Loss and loss adjustment expense reserves		1,506,369		1,514,532

In 2013 and 2012, the Company wrote policies in the States of Connecticut, Vermont, New Hampshire and Massachusetts and is required to participate in the National Workers' Compensation Reinsurance pool and the Massachusetts Reinsurance Pool (the "Pools") as it relates to those states. Participation requires that the Company share in the losses and expenses of the Pool. Pool results are accounted for on a gross basis whereby the company's portion of premium, losses, expenses and other operations of the Pool are recorded separately in the financial statements. All amounts are recorded as assumed business. Amounts added to premiums, reserves and expense for reinsurance assumed from pools are as follows:

		2013		2012
Premiums earned	$	536,923	$	281,425
Loss and loss adjustment expenses incurred		359,716		198,242
Unearned premiums		172,613		99,020
Loss and loss adjustment expense reserves		583,775		392,302
Underwriting expenses incurred		138,756		73,988

The Company reinsures portions of risks with other insurance companies through excess of loss reinsurance agreements. Such agreements serve to limit the Company's maximum loss on catastrophes and large losses. To the extent that any reinsurer might be unable to meet its obligations, the Company would be liable for such defaulted amounts.

Under the Company's excess of loss agreement, the Company's net retention for losses on a per occurrence basis is $5,000,000 for 2013 and 2012 with reinsurance coverage up to $50,000,000 subject to its net retention. In addition the Company maintains additional coverage up to $75,000,000 on a per occurrence basis, for 50% of the losses occurring in excess of $50,000,000.

The Company also has aggregate excess of loss coverage for policies effective 1998 to 2002 whereby the Company can recover losses exceeding 71% of direct workers' compensation premiums earned but not exceeding 86% of direct workers' compensation premiums earned.

Amounts deducted from premiums, reserves and expenses for reinsurance ceded to other companies for workers compensation and employers' liability were as follows:

	2013	2012
Premiums earned	$ 2,073,653	$ 2,307,320
Loss and loss adjustment expenses incurred	8,616,499	(997,051)
Loss and loss adjustment expense reserves	22,724,249	17,200,693
Premiums payable	357,158	291,405

The Company cedes risk to another insurance company through a 85% quota share reinsurance agreement for policy year 2012-2013 and 100% quota share reinsurance agreement for policy years 2008-2010 for its employment practices liability insurance ("EPLI") line of business. During 2013, the Company wrote $2,282,951 and earned $2,223,626 which was 85% ceded, net of commissions to the other insurance company. As a result of the reinsurance contract, on a net basis, there were $472,794 of outstanding loss and loss adjustment reserves incurred during 2013. Premiums payable as of December 31, 2013 were $365,741.

Of the 2013 and 2012 ceded loss and loss adjustment expense reserves above for all lines of business, 100% of the balances are comprised of amounts with five reinsurance carriers.

The Company had unsecured reinsurance recoverables from reinsurers that exceeded 3% of capital and surplus at December 31, 2013 as follows:

General Reinsurance Corp.	$ 22,531,000

The Company has no reinsurance contracts that contain the following features (a) a contract term longer than two years and that is noncancellable by the reporting entity during the contract term; (b) a limited or conditional cancellation provision under which cancellation triggers an obligation by the reporting entity, or an affiliate of the reporting entity, to enter into a new reinsurance contract with the reinsurer, or an affiliate of the reinsurer; (c) aggregate stop loss reinsurance coverage; (d) a unilateral right by either party (or both parties) to commute the reinsurance contract, whether conditional or not, except for such provisions which are only triggered by a decline in the credit status of the other party; (e) a provision permitting reporting of losses, or payment of losses, less frequently than on a quarterly basis (unless there is no activity during the period); or (f) payment schedule, accumulating retentions from multiple years or any features inherently designed to delay timing of the reimbursement to the ceding entity. The Company has neither ceded any risk under any reinsurance contract (or under multiple contracts with the same reinsurer or its affiliates) for which during the period covered by the statement it recorded a positive or negative underwriting result greater than 5% of prior year-end surplus as regards to policyholders or it report calendar year written premium ceded or year-end loss and loss expense reserves ceded greater than 5% of prior year end surplus as regards to policyholders nor has the Company ceded any risk under any reinsurance contract (or multiple contracts with the same reinsurer or its affiliates) during the period covered by the financial statement and accounted for that contract as reinsurance (either prospective or retroactive) under statutory account principles. Additionally, the Company has not ceded any risk under any reinsurance contract where (a) the written premiums ceded to the reinsurer represents 50% or more of the entire direct and assumed premium written by the reinsurer based on its most recently available financial statements or (b) 25% or more of the written premium ceded to the reinsurer has been retroceded back to the Company in a separate reinsurance contract. Accordingly, the Company has not included the Supplemental Schedule of Reinsurance Disclosures.

The Company commuted a reinsurance contract during the year with General Reinsurance Corporation. This commutation result in a net ceded incurred gain of $1,741,705 during 2013 as a result of the commutation.

8. Premiums Written and Earned

During the years ended December 31, 2013 and 2012, direct, assumed and ceded premiums were as follows:

	2013		2012	
	Written	**Earned**	**Written**	**Earned**
Direct	$ 136,829,478	$ 132,550,498	$ 130,351,594	$ 131,181,580
Assumed	610,516	536,923	294,885	281,425
Ceded	(4,014,195)	(3,963,768)	(4,166,699)	(4,088,540)
Net premiums	$ 133,425,799	$ 129,123,653	$ 126,479,780	$ 127,374,465

9. Statutory Deposits

Various regulatory authorities require that securities be placed on deposit. At December 31, 2013 and 2012, the Company had fixed income securities on deposit with a carrying value of $3,709,821 and $3,907,213, respectively.

10. Investments

The cost and fair value, of investments in equity securities, including investments in affiliates, were as follows:

		Gross Unrealized		
	Cost	**Gains**	**Losses**	**Fair Value**
At December 31, 2013				
Common stocks	$ 62,278,625	$ 53,547,907	$ (530,795)	$ 115,295,737
Common stocks of affiliates	103,407,480	16,087,145	(530,474)	118,964,151
Other invested assets	24,183,530	2,204,883	-	26,388,413
At December 31, 2012				
Common stocks	$ 58,373,401	$ 30,409,477	$ (1,528,123)	$ 87,254,755
Common stocks of affiliates	87,407,480	11,309,603	(267,981)	98,449,102
Other invested assets	19,224,560	635,393	(35,502)	19,824,451

The Company owns 100% of the common stock of MEMIC Services at a cost of $223,529. As a result of the guarantee between the Company and MEMIC Services the Company recorded a liability of $667,884 and $818,665 as of December 31, 2013 and 2012, respectively. Such amounts have been charged directly to unassigned surplus and are included in other liabilities on the balance sheet.

The Company owns 100% of the common stock of MEMIC Indemnity at a cost of $84,000,000 and $72,000,000 as of December 31, 2013 and 2012, respectively. The Company contributed capital of $16,000,000 and a $12,000,000 towards its investment in MEMIC Indemnity during 2013 and 2012, respectively.

During 2004 MEMIC Indemnity issued $6,000,000 of surplus notes that were recorded as an increase to capital and surplus at December 31, 2004. The Company's common stock investment in MEMIC Indemnity recorded in the December 31, 2013 and 2012 statements of admitted assets, liabilities and capital and surplus excludes the $6,000,000 of surplus notes issued by MEMIC Indemnity during 2004.

The Company owns 100% of the common stock of MEMIC Casualty at a cost of $19,183,951 and $15,183,951 as of December 31, 2013 and 2012, respectively. The Company contributed capital of $4,000,000 and a $10,000,000 towards its investment in MEMIC Casualty during 2013 and 2012, respectively.

Summary financial data for MEMIC Indemnity and MEMIC Casualty are as follows:

	2013	2012
Admitted assets	$ 301,880,125	$ 246,226,875
Liabilities	176,915,974	141,777,773
Capital and surplus	124,964,151	104,449,102
Statutory net income	2,556,643	2,111,846

The carrying value and fair values of bonds at December 31, 2013 and 2012 are as follows:

	2013			
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government and government agencies and authorities	$ 34,352,174	$ 904,790	$ (506,630)	$ 34,750,334
States, territories and possessions	72,338,635	4,196,842	(783,257)	75,752,220
Political subdivisions of states	117,558,097	5,973,395	(1,434,533)	122,096,959
Industrial and miscellaneous	111,698,336	7,182,538	(1,017,955)	117,862,919
Asset backed securities	117,821,860	3,471,761	(2,487,361)	118,806,260
Total bonds	$ 453,769,102	$ 21,729,326	$ (6,229,736)	$ 469,268,692

	2012			
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government and government agencies and authorities	$ 18,317,417	$ 2,160,513	$ (1,275)	$ 20,476,655
States, territories and possessions	77,439,942	7,825,870	-	85,265,812
Political subdivisions of states	136,991,837	13,303,620	(40,047)	150,255,410
Industrial and miscellaneous	121,861,227	12,669,143	(14,474)	134,515,896
Asset backed securities	110,544,326	9,377,643	(64,107)	119,857,862
Total bonds	$ 465,154,749	$ 45,336,789	$ (119,903)	$ 510,371,635

Bonds with a NAIC SVO rating of three or higher have been recorded at the lower of cost or fair value in accordance with statutory accounting unless they are a RMBS/CMBS security with a Securities Valuation Officer rating and independently modeled. The model determines the intrinsic price of the security and the price at which the percentage difference between the carrying price and the intrinsic price equals the midpoint between the risk based capital charges for each NAIC designation. This is the maximum price point at which a security can be carried for each NAIC designation. These prices are referred to as break points. The Company utilizes the prospective adjustment methodology to value mortgage-backed bonds. The Company currently holds two securities with a NAIC SVO rating of three of higher that remain at amortized cost as a result of favorable price points.

The carrying value and fair value of bonds by contractual maturity at December 31, 2013 are as follows:

Maturity	Carrying Value	Fair Value
One year or less	$ 10,381,181	$ 10,656,255
Over one year through five years	103,202,642	107,184,252
Over five years through ten years	160,816,596	171,128,235
Over ten years through twenty years	35,949,111	37,271,345
Over twenty years	25,597,711	24,222,346
Asset backed securities (principally ten through twenty years)	117,821,861	118,806,259
	$ 453,769,102	$ 469,268,692

Bonds subject to early or unscheduled prepayments have been included above based upon their contractual maturity dates. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Proceeds from the sales of investments in debt and equity securities and the gross realized gains and losses on those sales for the years ended December 31, 2013 and 2012, are summarized as follows:

	2013		
	Proceeds From Sales	Gross Realized Gains	Gross Realized Losses
Bonds	$ 54,460,672	$ 2,545,230	$ (37,137)
Common stock	11,993,683	3,473,560	(127,832)
	$ 66,454,355	$ 6,018,790	$ (164,969)

	2012		
	Proceeds From Sales	Gross Realized Gains	Gross Realized Losses
Bonds	$ 40,546,773	$ 1,596,490	$ (20,920)
Common stock	7,431,107	1,221,723	(147,559)
	$ 47,977,880	$ 2,818,214	$ (168,479)

At December 31, 2013 and 2012, the Company owned securities that were in an unrealized loss position that management determined was other-than-temporary and given current market conditions would recover. The Company did not record any impairment during 2013 or 2012.

The fair value and gross unrealized loss of investment securities and the amount of time the security has been in an unrealized loss position as of December 31, 2013 is as follows:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Bonds (NAIC 1-2)	$ 119,474,328	$ (5,222,189)	$ 7,603,088	$ (1,007,548)	$ 127,077,416	$ (6,229,737)
Bonds (NAIC 3-6)	-	-	-	-	-	-
Common stocks - unaffiliated	2,536,026	(88,887)	1,044,423	(441,909)	3,580,449	(530,796)
	$ 122,010,354	$ (5,311,076)	$ 8,647,511	$ (1,449,457)	$ 130,657,865	$ (6,760,533)

Unrealized losses on investment grade securities (NAIC 1-2) principally relate to changes in interest rates.

The major categories of net investment income are summarized as follows:

	2013	2012
Bonds	$ 18,433,129	$ 20,136,752
Common and preferred stocks	2,348,184	2,095,142
Cash and short-term investments	10,170	17,321
Other income	581,199	289,632
Total investment income	21,372,682	22,538,847
Less: Investment expenses	(1,448,543)	(1,464,855)
Net investment income	$ 19,924,139	$ 21,073,992

11. Fair Value of Financial Instruments

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.

Valuation techniques used to derive fair value of investment securities are based on observable or unobservable inputs. Observable inputs reflect market data obtained from independent resources such as active markets or nationally recognized pricing services. Unobservable inputs reflect comparable securities or valuations received from various broker or dealer quotes.

Items Measured and Reported at Fair Value by Levels 1, 2 and 3

The Company has categorized its assets and liabilities that are reported on the balance sheet at fair value into three-level fair value hierarchy as reflected in the table below. The three-level fair value hierarchy is based on the degree of subjectivity inherent in the valuation method by which fair value was determined. The three levels are defined as follows:

Level 1 - Quoted Prices in Active Markets for Identical Assets and Liabilities: This category, for items measured at fair value on a recurring basis, includes exchange-traded preferred and common stocks. The estimated fair value of the equity securities within this category are based on quoted prices in active markets and are thus classified as Level 1.

Level 2 - Significant Other Observable Inputs: This category for items measured at fair value on a recurring basis includes bonds, which are not exchange-traded. The estimated fair values of some of these items were determined by independent pricing services using observable inputs. Others were based on quotes from markets which were not considered actively traded. The Company has no assets or liabilities measured at fair value in this category.

Level 3 - Significant Other Unobservable Inputs: The Company has no assets or liabilities measured at fair value in this category. There are no Level 3 fair value assets which were transferred in or out during 2013. Transfers to and from Level 3 would be recognized when a purchase, sale or settlement increases or decrease an asset previously valued as a Level 3 or when an investment is purchased which is carried at fair market value and does not have an observable input for valuation.

	2013			
	Level 1	Level 2	Level 3	Total
Assets on balance sheet at fair value				
Common stocks				
Industrial and miscellaneous	$ 115,295,737	$ -	$ -	$ 115,295,737
Mutual funds	11,943,883	-	-	11,943,883
Total common stocks	127,239,620	-	-	127,239,620
Other - short term investments	3,391,406	-	-	3,391,406
Total assets on balance sheet at fair value	$ 130,631,026	$ -	$ -	$ 130,631,026

	2012			
	Level 1	Level 2	Level 3	Total
Assets on balance sheet at fair value				
Common stocks				
Industrial and miscellaneous	$ 87,254,755	$ -	$ -	$ 87,254,755
Mutual funds	8,294,790	-	-	8,294,790
Total common stocks	95,549,545	-	-	95,549,545
Other - short term investments	12,143,381	-	-	12,143,381
Total assets on balance sheet at fair value	$ 107,692,926	$ -	$ -	$107,692,926

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred between Levels 1 and 2. Transfers to and from Level 3 would be recognized when a purchase, sale or settlement increases or decreases an asset previously valued as a Level 3 or when an investment is purchased which is carried at fair market value and does not have an observable input for valuation. There were no Level 3 fair value assets during 2013 or 2012. The Company has no derivative assets or liabilities or assets carried at fair value on a nonrecurring basis.

The table below reflects the fair values and admitted assets and liabilities that are financial instruments excluding those accounted for under the equity method (subsidiaries, joint ventures and ventures) as of December 31, 2013. The fair values are also categorized into the three-level fair value hierarchy as described above.

	2013					
Type of Financial Instrument	**Fair Value**	**Admitted Value**	**Level 1**	**Level 2**	**Level 3**	**Not Practicable (Carrying Value)**
Financial instruments - assets						
Bonds	$ 469,268,692	$ 453,768,102	$ -	$ 469,268,692	$ -	$ -
Common stocks	115,295,737	115,295,737	115,295,737	-		
Cash, cash equivalents and short-term investments	12,441,438	12,441,438	12,441,438	-	-	-
Other invested assets	11,943,883	11,943,883	11,943,883	-	-	-
Total assets	$ 608,949,750	$ 593,449,160	$ 139,681,058	$ 469,268,692	$ -	$ -

	2012					
Type of Financial Instrument	**Fair Value**	**Admitted Value**	**Level 1**	**Level 2**	**Level 3**	**Not Practicable (Carrying Value)**
Financial instruments - assets						
Bonds	$ 510,371,635	$ 465,154,749	$ -	$ 510,371,635	$ -	$ -
Common stocks	87,254,755	87,254,755	87,254,755	-	-	-
Cash, cash equivalents and short-term investments	13,407,498	13,407,498	13,407,498	-	-	-
Other invested assets	8,294,790	8,294,790	8,294,790	-	-	-
Total assets	$ 619,328,678	$ 574,111,792	$ 108,957,043	$ 510,371,635	$ -	$ -

12. Employee Benefit Plans

The Company has adopted a qualified defined contribution pension, 401(k) and profit sharing plan (the "Plan") covering substantially all full-time employees who meet the plans' eligibility requirements. If approved by the Board of Directors, the pension component of the defined contribution plan is determined to be 3-6% of the covered employees' annual eligible compensation. Employees become eligible to participate upon completion of three months of service and are fully vested in the plan after three years of service. The amount expensed for the pension related portion for the Plan was approximately $905,665 and $644,335 in 2013 and 2012, respectively.

The 401(k) and profit sharing portion of the Plan provides for a tax deferred profit sharing contribution by the Company and an employee elective contribution with a matching provision. In 2013 and 2012, with respect to the 401(k) component of the Plan, the Company will contribute an amount up to 100% of the employees' 401(k) contributions to a maximum of 5% of an employees' annual compensation. An employee's contribution may not exceed 60% of their annual salary or the maximum amount allowed as determined by the Internal Revenue Code. These Company contributions become fully vested after five years. The Company incurred approximately $782,511 and $490,664 of expense related to the 401(k) component of the Plan in 2013 and 2012, respectively. With respect to the profit sharing component of the Plan, each eligible participant may receive a profit sharing contribution in an amount to be determined by the Board of Directors not to exceed 6% plus an additional allocation for employees earning in excess of the taxable wage base. The Company incurred approximately $897,424 and $782,493 of expense related to the profit sharing component of the Plan in 2013 and 2012, respectively.

The Company sponsors a non-qualified, deferred compensation plan (the "Compensation Plan") and trust for certain key executives providing for payments upon retirement, death or disability. The Compensation Plan permits eligible officers to defer a portion of their compensation. The Compensation Plan provides that, in the event of liquidation of the Company, all assets of the Compensation Plan will be available to meet the obligations of the Company. Included in both other invested assets and other liabilities are amounts of $11,943,883 and $8,294,790 at December 31, 2013 and 2012, respectively, related to the Compensation Plan. In accordance with NAIC SAP, the increase or decrease in market value of the assets of the Plan are recorded into income or expense to the Company. The Company incurred approximately $2,702,175 and $1,069,011 of expense related to the Compensation Plan in 2013 and 2012, respectively.

The Company also maintains an Incentive Compensation Plan (the "ICP") for certain members of senior management. Under the terms of the ICP, participants are awarded "surplus shares" at the discretion of the Executive Committee of the Board of Directors. Four classes of surplus shares have been awarded under the ICP however, as of December 31, 2013, a total of 1990 Class B shares were all that remained unexpired under the Plan. The value of each class of surplus share is determined based on excess capital and surplus as defined in the ICP. Shares become fully vested over a 10 year period or a shorter period, under certain conditions. The Company has incurred approximately $1,016,416 and $1,033,276 of expense related to the ICP in 2013 and 2012, respectively.

A Long Term Incentive Plan ("LTIP") was established by the Compensation Committee of the Board of Directors (the "Committee") effective January 1, 2007 for certain members of management and highly compensated individuals (participants). Participants are granted a fixed dollar base award (the "Award") contingent upon the anticipated growth of imputed surplus. The final earned amount of the Award is based on the actual growth levels of imputed surplus and is calculated upon imputed surplus as compared to Target, Threshold and Maximum Growth levels for an applicable performance period, generally three years. The actual earned amount of the Award can range from Zero to 150% of the fixed dollar base Award. Participants vest in the plan over three years, or a shorter period, under certain established conditions. The Company has incurred approximately $1,548,628 and $1,457,361 of expense related to the LTIP in 2013 and 2012, respectively.

13. Commitments and Contingent Liabilities

The Company leases office space and various office equipment and vehicles under lease arrangements through 2017. Future minimum lease payments under operating leases at December 31, 2013 are as follows:

2014	$ 1,023,861
2015	841,430
2016	149,148
2017	8,109
2018	-
Total future minimum lease payments	$ 2,022,548

Total rent and lease expense to all related and unrelated parties was $935,577 and $949,319 for the years ended December 31, 2013 and 2012, respectively. Included in future minimum lease payments are the future rents due through 2017 from the Company to CVHII.

On March 1, 2011, the Company invested an additional $5,100,000 in its wholly owned subsidiary, CVH. CVH invested 100% of the $5,100,000 in its wholly owned subsidiary, CVHII for the purchase of the home office building of the Company which had previously been under a long-term lease with an unrelated party. CVHII assumed a mortgage note payable "the Note" from the previous owner from a local bank on March 1, 2011. CVHII is the borrower on the mortgage noted that was assumed and the Company is a limited corporate guarantor. The corporate guaranty is between the Company and the local bank. The local bank will hold the Company in default if CVHII cannot meet its debt obligations. CVHII assumed a remaining principal balance of $3,892,481 on the note on March 1, 2011 and has continued to make all principal and interest payments due on the note timely. The current outstanding value of the Note is $3,414,407 and $3,594,547 as of

December 31, 2013 and 2012, respectively. CVHII must maintain a minimum debt service coverage ratio of 1.2:1.0 during the term of the Amended and Restated Note. CVHII currently meets the annual debt service.

Along with the assumption of the Note, CVHII was required to purchase a certificate of deposit at the bank which serves as collateral on the mortgage note payable along with the building at 261 Commercial Street. The value of this certificate of deposit represents the disparity between the mortgage note assumed and 80% of the bank's commercial lending appraisal at the time of purchase. This certificate of deposit of $1,032,598 and $1,023,027 is included in short-term investments on the balance sheet as of December 31, 2013 and 2012, respectively.

The Note has a variable interest rate equal to the one (1) month LIBOR rates, plus two and one-tenth of one percent (2.10%) per year with an Interest Rate Swap Agreement. When the mortgage loan was established, the debtor wished to have a fixed rate of interest. Interest Rate Swap Agreements are used to mitigate the risk for changes in interest rates associated with variable interest rate indebtedness. Under such arrangements, a portion of variable rate indebtedness is converted to fixed rates based on a notional principal amount. The Note matures in September 2015 at which time the principal outstanding will be due.

The note payable consists of the following as of December 31, 2013:

	2013	**2012**
Mortgage note, a variable interest rate equal to the one (1) month LIBOR rates, plus two and one-tenth of one percent (2.10%) per year with an interest rate swap agreement, due 2013 through 2015 when outstanding principal is due, collateralized by certificate of deposit and commercial real estate building at 261 Commercial Street, repayment terms require monthly payments of principal and interest.	$ 3,414,407	$ 3,594,547
Less: Current portion	193,349	181,221
Mortgage note, noncurrent portion	$ 3,221,058	$ 3,413,326

Scheduled maturities of the debt as of December 31, 2013 are as follows:

2014	$ 193,349
2015	3,221,058
2016	-
2017	-
	$ 3,414,407

The Company has not recorded a liability for any amounts due on this Note as the borrower has met all principal and interest obligations to date and will have sufficient cash flow to meet these obligations as they come due as the Company is the sole tenant for CVHII and has adequate resources to meet its lease obligations. The equity value of CVH, which is included in other invested assets on the balance sheet, reflects the GAAP equity of CVH and would have no net impact on the surplus of the Company. If the Company held the debt, both the assets and liabilities would increase by the value of the mortgage note payable.

The Company also has commitments/guarantees regarding all operations of MEMIC Services, Inc. The Company has recorded all related liabilities of MEMIC Services, Inc. in other liabilities on the statement of admitted assets, liabilities and capital and surplus.

From time to time the Company may purchase annuities to settle claims. Certain types of annuities provide annuitants with recourse against the Company in the event that the insurer fails to pay under the annuities as agreed. Under these arrangements, the Company remains contingently liable to the annuitant.

The Company is involved in litigation with respect to claims arising in the ordinary course of business, which is taken into account in establishing loss and loss adjustment expense reserves. The Company periodically reviews its overall loss and loss adjustment expense reserve position as well as its provision for reinsurance. The Company's management believes the resolution of such litigation is not expected to have a material adverse effect on the financial position or the operating results of the Company.

The Company is subject to guaranty funds and other assessments by states in which it has written business. Guaranty fund assessments should be accrued at the time of insolvencies. Certain assessments that are unknown to the Company are accrued at the time of assessment. In the case of premium based assessments, the expense is accrued at the time the premiums are written, or, in the case of loss based assessments, at the time the losses are incurred.

The Company has recorded an expense for guaranty fund and other assessments of $1,146,877 and $631,375 at December 31, 2013 and 2012, respectively. Of these amounts, the company has accrued a net liability at December 31, 2013 and 2012 of $1,385,082 and $1,119,977, respectively. This amount represents management's best estimate of its liability for assessments based on information received from the states in which the Company writes business and may change due to many factors, including the Company's share of the ultimate cost of current insolvencies and other factors related to the funding requirements of the various assessments. The Company does not have the ability to recover assessments through policyholder surcharges so no related asset is recorded on the balance sheet or income statement.

14. Workers' Compensation Board Assessments

The State of Maine Workers' Compensation Board (the "Board") assesses insurance companies, associations, and self-insured employers amounts based upon their written premium levels. At December 31, 2013 and 2012, the assessment was 2.75% and 2.54%, respectively, of written premium. To fund this amount, the Company is required to assess its policyholders these amounts and submit amounts collected to the Board on a quarterly basis. The balance of $1,140,725 and $962,360 represents amounts due to the Board as of December 31, 2013 and 2012, respectively.

15. Supplemental Benefits Fund Assessments

In 2002, the State of Maine created the Supplemental Benefits Fund (the "Fund") for the purpose of reimbursing insurance companies and self-insurers for supplemental indemnity benefits not originally provided for in rates covering prior years' premiums. Insurance companies are assessed based upon their written premium levels. To fund these amounts, the Company is required to assess its policyholders and submit amounts collected to the Supplemental Benefits Oversight Committee on a quarterly basis. At January 1, 2013 and 2012, the assessment rate was 0.00% and 0.32%, respectively, of standard policy premium. The balance of $865,874 and $970,237 represents amounts due to the Fund for amounts billed but uncollected as of December 31, 2013 and 2012, respectively. The amounts included in the outstanding liability as of December 31, 2013 are remaining from prior years where the assessment was based on collected premium and not assessed premium. Should these premiums be collected these amounts would be remitted to the Supplemental Benefits Fund.

16. Related Party Transactions

The Company owns 100% of the common stock of its insurance services subsidiary, MEMIC Services. The Company paid the affiliate, MEMIC Services, $26,617 during 2013 for agency services and $5,169,944 during 2012 loss control, managed care and other services provided to the Company. The Company charged $2,825,606 during 2012 for management fees and other services to MEMIC Services in the normal course of business and in accordance with the terms of certain cost sharing agreements. Certain other direct costs are paid by the Company and charged back to MEMIC Services, Inc. The terms of intercompany management and service arrangements between the Company and MEMIC Services, Inc. changed effective January 1, 2013. Loss control and managed care services were previously provided by MEMIC Services, Inc. but are now provided by the Company.

The Company owns 100% of the common stock of MEMIC Indemnity, a property/casualty insurance company that is licensed to write workers' compensation insurance. The Company charges management fees and other services to MEMIC Indemnity in the normal course of business and in accordance with the terms of certain cost sharing agreements. The Company charged MEMIC Indemnity approximately $6,283,881 and $2,273,294 for underwriting, claims, loss control, managed care and investment management fees and was charged $335,234 and $192,378 for audit and other claims services that were provided from MEMIC Indemnity for 2013 and 2012, respectively. In 2013 and 2012, respectively, the Company contributed additional investments of $12,000,000 and $18,000,000 in MEMIC Indemnity. Certain other direct costs are paid by the Company and charged back to MEMIC Indemnity.

The Company is the sole member of CVH. CVH is the sole member of CVH II and CVH III. The Company records all member contributions to CVH in other invested assets. The Company invested an additional $2,500,000 in CVH during 2013. CVH paid the Company $24,000 for management services during 2013 and 2012. In addition, the Company leased office space from CVHII and paid $847,350 for rent and parking during 2013.

The Company owns 100% of the common stock of MEMIC Casualty, a property/casualty insurance company that is licensed to write workers' compensation insurance. The Company charges management fees and other services to MEMIC Casualty in the normal course of business and in accordance with the terms of certain cost sharing agreements. The Company charged MEMIC Casualty approximately $155,653 and $17,500 for underwriting, claims, loss control, managed care and investment management fees during 2013 and 2012, respectively. In 2013 and 2012, respectively, the Company contributed additional investments of $4,000,000 and $10,000,000 in MEMIC Casualty. Certain other direct costs are paid by the Company and charged back to MEMIC Casualty.

At December 31, 2013 and 2012, the Company reported a net receivable of $3,663,640 and $1,867,532, respectively, in net admitted amounts due from affiliates. These amounts are settled periodically in accordance with the terms of certain cost sharing agreements. The amounts due (from) affiliates as of December 31, 2013 and 2012 are as follows:

	2013	2012
MEMIC Indemnity Company	$ 3,826,779	$ 1,771,983
MEMIC Services, Inc	-	-
MEMIC Casualty Company	(183,418)	(18,817)
Casco View Holdings, LLC	20,279	114,365
	3,663,640	1,867,531

17. Subprime Mortgage Related Risk Exposure

The Company considers its exposure to subprime mortgage risk based on the likelihood of future cash flows, unrealized losses, potential write-downs and the likelihood that an impairment is other-than-temporary. The Company regularly reviews the ratings of all subprime mortgage risk securities. Differentiation between changes in asset values due to unrealized losses or changes in asset values due to less than anticipated future cash flows are not necessary since the subprime holdings are not material to the overall portfolio. The Company does not rely on investing in subprime mortgages in its overall investment strategy. The Company mitigates its overall exposure with a predominantly fixed income portfolio in other than subprime mortgage based securities.

The Company has the following exposure related to other investments with subprime exposure at December 31, 2013:

	Actual Cost	Book/ Adjusted Carrying Value (Excluding Interest)	Fair Value	Other Than Temporary Impairment to Date
Residential mortgage-backed securities	$ 105,474	$ 105,794	$ 105,993	$ -
Structured securities				-
	$ 105,474	$ 105,794	$ 105,993	$ -

The Company does not have any underwriting exposure to subprime mortgage risk through mortgage guaranty or financial insurance guaranty coverage.

The Company does not have any investments in collateralized debt obligations, structured securities, equity investments in subsidiary, controlled or affiliated entities with significant subprime mortgage related risk exposure, and subprime mortgage loans. Also, the Company does not provide mortgage guaranty or financial guaranty insurance coverage.

18. Loan Backed Securities

The Company has elected to use the prospective method of determining prepayment assumptions. Prepayment assumptions are derived primarily from projected cash flow information obtained from recognized external sources. Where projected cash flow information is not publicly available the information is obtained from external asset managers or by internal estimates. The Company uses IDC Corporation in determining the market value of its loan-backed securities. There have been no changes from the retrospective to the prospective adjustment methodology due to negative yield on specific securities.

The Company has no loan-backed securities that have a recognized other-than-temporary impairment ("OTTI") where the Company either has the intent to sell; or do not have the ability or intent to retain the investment for a period of time to recover any unadjusted amortized cost basis.

The Company currently holds one security with a recognized OTTI where the present value of future cash flows expected to be collected is less than the amortized cost basis of the security.

CUSIP	Amortized Cost Before Other-Than-Temporary Impairment	Present Value of Projected Cash Flows	Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at Time of Other-Than-Temporary Impairment	Date of Financial Statement Where Reported
68383NCX9	$ 2,209,427	$ 2,012,788	$ 196,639	$ 2,012,788	$ 1,571,028	12/31/2009
68383NCX9	1,737,020	1,600,690	136,330	1,600,690	1,266,695	6/30/2010
68383NCX9	1,462,072	998,214	327,527	1,134,545	1,095,810	12/31/2010
			$ 660,496			

The following table summarizes unrealized losses on loan-backed securities by the length of time that the securities have continuously been in unrealized loss positions.

Aggregate amount of unrealized loss	
Less than twelve months	$ 1,983,140
Twelve months or longer	504,222
Total	$ 2,487,362
Aggregate fair value of securities with unrealized loss	
Less than twelve months	$ 40,890,083
Twelve months or longer	4,997,719
Total	$ 45,887,802

There is no additional information necessary to describe the general categories of information that the Company considered in reaching the conclusion that the impairments are not other-than-temporary. The Company asserts that it has the intent and ability to hold these securities long enough to allow the cost basis of these securities to be recovered.

The Company has no repurchase agreements and/or securities lending transactions or low-income housing tax credits in the current year or prior year. The Company has investments in real estate through its wholly owned subsidiary CVH in the current year. The cumulative amount of credit losses on loan-backed and structured securities still held as of December 31, 2013 is immaterial to the Company.

19. Events Subsequent

Subsequent events have been considered through March 21, 2014 for these statutory financial statements which are available to be issued March 21, 2014. In January 2014 the Company commuted a 2006 reinsurance treaty with General Reinsurance for a net cash value of $5,952,268. The Company's carried reserves related to this treaty at December 31, 2013 and reflected in these financial statements approximated the net commutation value received subsequent to December 31, 2013. Therefore, an immaterial gain was recorded by the Company subsequent to December 31, 2013 as a result of this commutation.

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings 1 Amount	2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	11,279,309	1.6	11,279,309		11,279,309	1.6
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.0			0	0.0
1.22 Issued by U.S. government sponsored agencies		0.0			0	0.0
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)		0.0			0	0.0
1.4 Securities issued by states, territories and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations	13,417,008	1.8	13,417,008		13,417,008	1.8
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	47,158,118	6.5	47,158,118		47,158,118	6.5
1.43 Revenue and assessment obligations	152,394,470	21.0	152,394,470		152,394,470	21.0
1.44 Industrial development and similar obligations		0.0			0	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	19,945,441	2.7	19,945,441		19,945,441	2.7
1.512 Issued or guaranteed by FNMA and FHLMC	59,219,371	8.1	59,219,371		59,219,371	8.1
1.513 All other		0.0			0	0.0
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	14,765,693	2.0	14,765,693		14,765,693	2.0
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-based securities issued or guaranteed by agencies shown in Line 1.521		0.0			0	0.0
1.523 All other	23,891,355	3.3	23,891,355		23,891,355	3.3
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	102,912,640	14.2	102,912,640		102,912,640	14.2
2.2 Unaffiliated non-U.S. securities (including Canada)	8,785,698	1.2	8,785,698		8,785,698	1.2
2.3 Affiliated securities		0.0			0	0.0
3. Equity interests:						
3.1 Investments in mutual funds		0.0			0	0.0
3.2 Preferred stocks:						
3.21 Affiliated		0.0			0	0.0
3.22 Unaffiliated		0.0			0	0.0
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated	118,964,151	16.4	118,964,151		118,964,151	16.4
3.32 Unaffiliated	115,156,298	15.8	115,156,298		115,156,298	15.8
3.4 Other equity securities:						
3.41 Affiliated		0.0			0	0.0
3.42 Unaffiliated	139,438	0.0	139,438		139,438	0.0
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.0			0	0.0
3.52 Unaffiliated		0.0			0	0.0
4. Mortgage loans:						
4.1 Construction and land development		0.0			0	0.0
4.2 Agricultural		0.0			0	0.0
4.3 Single family residential properties		0.0			0	0.0
4.4 Multifamily residential properties		0.0			0	0.0
4.5 Commercial loans		0.0			0	0.0
4.6 Mezzanine real estate loans		0.0			0	0.0
5. Real estate investments:						
5.1 Property occupied by company		0.0			0	0.0
5.2 Property held for production of income (including $..........0 of property acquired in satisfaction of debt)		0.0			0	0.0
5.3 Property held for sale (including $.........0 property acquired in satisfaction of debt)		0.0			0	0.0
6. Contract loans		0.0			0	0.0
7. Derivatives		0.0			0	0.0
8. Receivables for securities		0.0			0	0.0
9. Securities lending (Line 10, Asset Page reinvested collateral)		0.0		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	12,441,438	1.7	12,441,438		12,441,438	1.7
11. Other invested assets	26,388,413	3.6	26,388,413		26,388,413	3.6
12. Total invested assets	726,858,841	100.0	726,858,841	0	726,858,841	100.0

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES

For the year ended December 31, 2013

(To be filed by April 1)

Of Maine Employers' Mutual Insurance Company

Address (City, State, Zip Code): Portland ME 04101

NAIC Group Code.....1332 NAIC Company Code.....11149 Employer's ID Number.....01-0476508

The Investment Risks Interrogatories are to be filed by April 1. They are also to be included with the Audited Statutory Financial Statements.

Answer the following interrogatories by reporting the applicable U.S. dollar amounts and percentages of the reporting entity's total admitted assets held in that category of investments.

1. Reporting entity's total admitted assets as reported on Page 2 of this annual statement. $......795,621,566

2. Ten largest exposures to a single issuer/borrower/investment.

	1 Issuer	2 Description of Exposure	3 Amount	4 Percentage of Total Admitted Assets
2.01	MEMIC INDEMNITY COMPANY	Common Stock Subsidiary	$....100,087,145	12.580 %
2.02	MEMIC CASUALTY COMPANY	Common Stock Subsidiary	$......18,877,006	2.373 %
2.03	SPDR S&P MIDCAP 400 ETF TRST	Common Stock	$......15,029,289	1.889 %
2.04	ENERGY N W WA ELEC REVENUE	Long Term Bonds	$........6,292,239	0.791 %
2.05	CITIGROUP INC	Bonds/Common Stock	$........4,731,903	0.595 %
2.06	JPMORGAN CHASE & CO	Bonds/Common Stock	$........4,676,468	0.588 %
2.07	WELLS FARGO & COMPANY	Bonds/Common Stock	$........4,641,249	0.583 %
2.08	PENNSYLVANIA ST TURNPIKE COMMI	Long Term Bonds	$........4,424,007	0.556 %
2.09	OHIO ST WTR DEV AUTH REVENUE	Long Term Bonds	$........4,385,980	0.551 %
2.10	HONEYWELL INTERNATIONAL INC	Bonds/Common Stock	$........4,295,293	0.540 %

3. Amounts and percentages of the reporting entity's total admitted assets held in bonds and preferred stocks by NAIC designation.

	Bonds	1	2
3.01	NAIC-1	$....429,302,899	53.958 %
3.02	NAIC-2	$......27,857,611	3.501 %
3.03	NAIC-3	$	0.000 %
3.04	NAIC-4	$	0.000 %
3.05	NAIC-5	$	0.000 %
3.06	NAIC-6	$	0.000 %
	Preferred Stocks	**3**	**4**
3.07	P/RP-1	$	0.000 %
3.08	P/RP-2	$	0.000 %
3.09	P/RP-3	$	0.000 %
3.10	P/RP-4	$	0.000 %
3.11	P/RP-5	$	0.000 %
3.12	P/RP-6	$	0.000 %

4. Assets held in foreign investments:

4.01 Are assets held in foreign investments less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 4.01 above is yes, responses are not required for interrogatories 5-10.

4.02	Total admitted assets held in foreign investments	$	0.000 %
4.03	Foreign-currency-denominated investments	$	0.000 %
4.04	Insurance liabilities denominated in that same foreign currency	$	0.000 %

5. Aggregate foreign investment exposure categorized by NAIC sovereign designation:

		1	2
5.01	Countries designated NAIC-1	$	0.000 %
5.02	Countries designated NAIC-2	$	0.000 %
5.03	Countries designated NAIC-3 or below	$	0.000 %

6. Largest foreign investment exposures by country, categorized by the country's NAIC sovereign designation:

		1	2
	Countries designated NAIC-1:		
6.01	Country 1:	$	0.000 %
6.02	Country 2:	$	0.000 %
	Countries designated NAIC-2:		
6.03	Country 1:	$	0.000 %
6.04	Country 2:	$	0.000 %
	Countries designated NAIC-3 or below:		
6.05	Country 1:	$	0.000 %
6.06	Country 2:	$	0.000 %

		1	2
7.	Aggregate unhedged foreign currency exposure	$	0.000 %

8. Aggregate unhedged foreign currency exposure categorized by NAIC sovereign designation:

		1	2
8.01	Countries designated NAIC-1	$	0.000 %
8.02	Countries designated NAIC-2	$	0.000 %
8.03	Countries designated NAIC-3 or below	$	0.000 %

9. Largest unhedged foreign currency exposures by country, categorized by the country's NAIC sovereign designation:

		1	2
	Countries designated NAIC-1:		
9.01	Country 1:	$	0.000 %
9.02	Country 2:	$	0.000 %
	Countries designated NAIC-2:		
9.03	Country 1:	$	0.000 %
9.04	Country 2:	$	0.000 %
	Countries designated NAIC-3 or below:		
9.05	Country 1:	$	0.000 %
9.06	Country 2:	$	0.000 %

10. Ten largest non-sovereign (i.e. non-governmental) foreign issues:

	1 Issuer	2 NAIC Designation	3	4
10.01			$	0.000 %
10.02			$	0.000 %
10.03			$	0.000 %
10.04			$	0.000 %
10.05			$	0.000 %
10.06			$	0.000 %
10.07			$	0.000 %
10.08			$	0.000 %
10.09			$	0.000 %
10.10			$	0.000 %

11. Amounts and percentages of the reporting entity's total admitted assets held in Canadian investments and unhedged Canadian currency exposure:

11.01 Are assets held in Canadian investments less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 11.01 is yes, detail is not required for the remainder of Interrogatory 11.

11.02	Total admitted assets held in Canadian Investments	$	0.000 %
11.03	Canadian currency-denominated investments	$	0.000 %
11.04	Canadian-denominated insurance liabilities	$	0.000 %
11.05	Unhedged Canadian currency exposure	$	0.000 %

12. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments with contractual sales restrictions.

12.01 Are assets held in investments with contractual sales restrictions less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 12.01 is yes, responses are not required for the remainder of Interrogatory 12.

	1	2	3
12.02	Aggregate statement value of investments with contractual sales restrictions	$	0.000 %
	Largest three investments with contractual sales restrictions:		
12.03		$	0.000 %
12.04		$	0.000 %
12.05		$	0.000 %

13. Amounts and percentages of admitted assets held in the ten largest equity interests:

13.01 Are assets held in equity interest less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 13.01 above is yes, responses are not required for the remainder of Interrogatory 13.

	1 Name of Issuer	2	3
13.02	MEMIC INDEMNITY COMPANY	$100,087,145	12.580 %
13.03	MEMIC CASUALTY COMPANY	$18,877,006	2.373 %
13.04	SPDR S&P MIDCAP 400 ETF TRST	$15,029,289	1.889 %
13.05	ISHARES MSCI EAFE ETF	$2,977,464	0.374 %
13.06	EXXON MOBIL CORP	$2,761,647	0.347 %
13.07	MICROSOFT CORP	$2,033,572	0.256 %
13.08	APPLE INC	$1,985,768	0.250 %
13.09	CHEVRON CORP	$1,723,758	0.217 %
13.10	JOHNSON & JOHNSON	$1,690,751	0.213 %
13.11	INTL BUSINESS MACHINES CORP	$1,690,568	0.212 %

14. Amounts and percentages of the reporting entity's total admitted assets held in nonaffiliated, privately placed equities:

14.01 Are assets held in nonaffiliated, privately placed equities less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 14.01 above is yes, responses are not required for the remainder of Interrogatory 14.

	1	2	3
14.02	Aggregate statement value of investments held in nonaffiliated, privately placed equities	$	0.000 %
	Largest three investments held in nonaffiliated, privately placed equities:		
14.03		$	0.000 %
14.04		$	0.000 %
14.05		$	0.000 %

15. Amounts and percentages of the reporting entity's total admitted assets held in general partnership interests:

15.01 Are assets held in general partnership interests less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 15.01 above is yes, responses are not required for the remainder of Interrogatory 15.

	1	2	3
15.02	Aggregate statement value of investments held in general partnership interests	$	0.000 %
	Largest three investments in general partnership interests:		
15.03		$	0.000 %
15.04		$	0.000 %
15.05		$	0.000 %

16. Amounts and percentages of the reporting entity's total admitted assets held in mortgage loans:

16.01 Are mortgage loans reported in Schedule B less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 16.01 above is yes, responses are not required for the remainder of Interrogatory 16 and Interrogatory 17.

	1 Type (Residential, Commercial, Agricultural)	2	3
16.02		$	0.000 %
16.03		$	0.000 %
16.04		$	0.000 %
16.05		$	0.000 %
16.06		$	0.000 %
16.07		$	0.000 %
16.08		$	0.000 %
16.09		$	0.000 %
16.10		$	0.000 %
16.11		$	0.000 %

Amount and percentage of the reporting entity's total admitted assets held in the following categories of mortgage loans:

		Loans	
16.12	Construction loans	$	0.000 %
16.13	Mortgage loans over 90 days past due	$	0.000 %
16.14	Mortgage loans in the process of foreclosure	$	0.000 %
16.15	Mortgage loans foreclosed	$	0.000 %
16.16	Restructured mortgage loans	$	0.000 %

17. Aggregate mortgage loans having the following loan-to-value ratios as determined from the most current appraisal as of the annual statement date:

Loan-to-Value	Residential 1	2	Commercial 3	4	Agricultural 5	6
17.01 above 95%	$	0.000 %	$	0.000 %	$	0.000 %
17.02 91% to 95%	$	0.000 %	$	0.000 %	$	0.000 %
17.03 81% to 90%	$	0.000 %	$	0.000 %	$	0.000 %
17.04 71% to 80%	$	0.000 %	$	0.000 %	$	0.000 %
17.05 below 70%	$	0.000 %	$	0.000 %	$	0.000 %

18. Amounts and percentages of the reporting entity's total admitted assets held in each of the five largest investments in real estate:

18.01 Are assets held in real estate reported less than 2.5% of the reporting entity's total admitted assets? Yes [X] No [ ]

If response to 18.01 above is yes, responses are not required for the remainder of Interrogatory 18.

Largest five investments in any one parcel or group of contiguous parcels of real estate:

	Description	2	3
18.02		$	0.000 %
18.03		$	0.000 %
18.04		$	0.000 %
18.05		$	0.000 %
18.06		$	0.000 %

19. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments held in mezzanine real estate loans.

19.01 Are assets held in investments held in mezzanine real estate loans less than 2.5% of the reporting entity's admitted assets? Yes [X] No [ ]

If response to 19.01 is yes, responses are not required for the remainder of Interrogatory 19.

	1	2	3
19.02	Aggregate statement value of investments held in mezzanine real estate loans	$	0.000 %
	Largest three investments held in mezzanine real estate loans:		
19.03		$	0.000 %
19.04		$	0.000 %
19.05		$	0.000 %

20. Amounts and percentages of the reporting entity's total admitted assets subject to the following types of agreements:

	At Year-End 1	2	At End of Each Quarter 1st Qtr 3	2nd Qtr 4	3rd Qtr 5
20.01 Securities lending agreements (do not include assets held as collateral for such transactions)	$	0.000 %	$	$	$
20.02 Repurchase agreements	$	0.000 %	$	$	$
20.03 Reverse repurchase agreements	$	0.000 %	$	$	$
20.04 Dollar repurchase agreements	$	0.000 %	$	$	$
20.05 Dollar reverse repurchase agreements	$	0.000 %	$	$	$

21. Amounts and percentages of the reporting entity's total admitted assets for warrants not attached to other financial instruments, options, caps and floors:

	Owned		Written	
	1	2	3	4
21.01 Hedging	$	0.000 %	$	0.000 %
21.02 Income generation	$	0.000 %	$	0.000 %
21.03 Other	$	0.000 %	$	0.000 %

22. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for collars, swaps, and forwards:

	At Year-End		At End of Each Quarter		
			1st Qtr	2nd Qtr	3rd Qtr
	1	2	3	4	5
22.01 Hedging	$	0.000 %	$	$	$
22.02 Income generation	$	0.000 %	$	$	$
22.03 Replications	$	0.000 %	$	$	$
22.04 Other	$	0.000 %	$	$	$

23. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for futures contracts:

	At Year-End		At End of Each Quarter		
			1st Qtr	2nd Qtr	3rd Qtr
	1	2	3	4	5
23.01 Hedging	$	0.000 %	$	$	$
23.02 Income generation	$	0.000 %	$	$	$
23.03 Replications	$	0.000 %	$	$	$
23.04 Other	$	0.000 %	$	$	$