

Board of Governors of the Federal Reserve System
 FEDERAL RESERVE BANK
 OF CLEVELAND



2014 MAR 24 A 10:20
Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
 DEPARTMENT

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, James R. Clay
 Name of the Holding Company Director and Official
Chief Executive Officer, Chairman of the Board
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Ohio Farmers Insurance Company

Legal Title of Holding Company

PO Box 5001

(Mailing Address of the Holding Company) Street / P.O. Box

<u>Westfield Center</u>	<u>OH</u>	<u>44251</u>
City	State	Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

<u>Kim Lanic</u>	<u>Staff Accountant</u>
Name	Title

330-887-8724

Area Code / Phone Number / Extension

330-887-7901

Area Code / FAX Number

InsSLHC@westfieldgrp.com

E-mail Address

www.westfieldinsurance.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

James R. Clay
3/20/14

Date of Signature

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3828661
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Westfield Bancorp, Inc.
 Legal Title of Subsidiary Holding Company

2 Park Circle PO Box 5002
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Westfield Center	OH	44251
City	State	Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City	State	Zip Code
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Physical location (if different from mailing address)

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(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City	State	Zip Code
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Physical location (if different from mailing address)

Form FR Y-6

Ohio Farmers Insurance Company

Westfield Center, Ohio

Fiscal Year Ending December 31, 2013

Report Item 1: A combined annual report of Ohio Farmers Insurance Company and Westfield Bancorp Inc. will be available at a later date. When the annual report is finalized it will be sent under separate cover.

Report Item 2a: Organizational Chart

Legal Name	City, State	State of Incorporation	Percentage Ownership
Ohio Farmers Insurance Company	Westfield Center, OH	Ohio	
Westfield Insurance Company	Westfield Center, OH	Ohio	100%
Westfield National Insurance Company	Westfield Center, OH	Ohio	100%
American Select Insurance Company	Westfield Center, OH	Ohio	100%
Old Guard Insurance Company	Westfield Center, OH	Ohio	100%
Westfield Management Company	Westfield Center, OH	Ohio	85%
Westfield Marketing LLC	Westfield Center, OH	Ohio	100% Managing Member
Westfield Services, Inc.	Westfield Center, OH	Ohio	100%
Westfield Bancorp, Inc.	Westfield Center, OH	Ohio	100%
Westfield Bank, FSB	Westfield Center, OH	Ohio	100%
Westfield Credit Corp.	Westfield Center, OH	Ohio	100%
Westfield Asset Management, LLC	Westfield Center, OH	Ohio	100% Managing Member

Report Item 2b: Domestic branch listing submitted via email on 3/20/2014 to the Cleveland Federal Reserve Bank.

Report Item 3: Securities Holders – Not Applicable for Ohio Farmers Insurance Company.

Securities Holders – Not Applicable for Westfield Bancorp, Inc.

Results: A list of branches for your depository institution: WESTFIELD BANK, FSB (ID_RSSD: 2986407).
 This depository institution is held by OHIO FARMERS INSURANCE COMPANY (1828661).
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2986407	WESTFIELD BANK, FSB	TWO PARK CIRCLE	WESTFIELD CENTER	OH	44351	MEDINA	UNITED STATES	256915		WESTFIELD BANK, FSB	2986407	
OK		Full Service	3362035	WESTFIELD BANK - BRECKSVILLE OFFICE	8751 BRECKSVILLE ROAD	BRECKSVILLE	OH	44141	CUYAHOGA	UNITED STATES	NOT REQUIRED	NOT REQUIRED	WESTFIELD BANK, FSB	2986407	
OK		Full Service	4150967	WESTFIELD BANK - AKRON/FAIRLAWN OFFICE	2635 WEST MARKET STREET	FAIRLAWN	OH	44333	SUMMIT	UNITED STATES	492573		WESTFIELD BANK, FSB	2986407	
OK		Full Service	2730477	WESTFIELD BANK - MEDINA OFFICE	4015 MEDINA ROAD	MEDINA	OH	44256	MEDINA	UNITED STATES	NOT REQUIRED	NOT REQUIRED	WESTFIELD BANK, FSB	2986407	
OK		Limited Service	2936952	WESTFIELD BANK MASONIC BRANCH	4931 NETTLETON ROAD	MEDINA	OH	44256	MEDINA	UNITED STATES	NOT REQUIRED	NOT REQUIRED	WESTFIELD BANK, FSB	2986407	
OK		Full Service	4195904	WESTFIELD BANK - WOOSTER OFFICE	343 W MILLTON ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	517925		WESTFIELD BANK, FSB	2986407	
CHANGE	12/31/2012	Full Service	4619811	WESTFIELD BANK - CANTON OFFICE	24580 STEPHEN CIRCLE NW	CANTON	OH	44251	STARK	UNITED STATES			WESTFIELD BANK, FSB	2986407	Submitted FR Y10 for Address Correction: Report Cont# 148722/Event# 473328

Form FR Y-6
Ohio Farmers Insurance Company
Fiscal Year Ending December 31, 2013

Report Item 4 - Insiders - Ohio Farmers Insurance Company

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Position with Subsidiaries (include names of subsidiaries)	Title & (3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Board Members:							
Michael J Bernaski Chanhasen, MN, USA	Independent Consultant	Director	N/A	Former Principal - KPMG LLP	None	< 1%	None
Chen L L Carlisle Hinckley, OH, USA	Retired	Director	N/A	Retired, Audit Partner - Ernst & Young LLP	None	< 1%	None
Dr Faiborz Ghadar State College, PA, USA	Professor/Consultant	Director	N/A	Chaired Professor Smeal College of Business, Penn State University	None	< 1%	None
Garv D Hallman Medina, OH, USA	Retired	Director	N/A	Retired, President & Chief Executive Officer - Medina General Hospital	None	< 1%	None
Susan J Insley Palmetto, FL, USA	Retired	Director	N/A	Retired, Executive Vice President - Cochran Group, Inc	None	< 1%	None
Deborah D Price Columbus, OH, USA	Attorney	Director	N/A	Senior Public Advisor - SZD Whiteboard	None	< 1%	None
John L Watson Davton, OH, USA	Insurance Agent	Director	N/A	Principal - Brower Insurance Agency, LLC	None	< 1%	None
Thomas E Workman New York, NY, USA	President	Director	N/A	President/CEO -Life Insurance Council of New York	None	< 1%	None
Officers:							
James R Clay Westfield Center, OH, USA	N/A	Chief Executive Officer & Chairman	Director - Westfield Bancorp, Inc	N/A	None	< 1%	None
Edward J Largent III Dovestown, OH, USA	N/A	Director & President	N/A	N/A	None	< 1%	None
Joseph C Kohmann Wadsworth, OH, USA	N/A	Treasurer & Group Finance Leader	N/A	N/A	None	< 1%	None
Stuart W Rosenberg Medina, OH, USA	N/A	Group Administration Leader	N/A	N/A	None	< 1%	None
Frank A Carrino Medina, OH, USA	N/A	Secretary & General Counsel	Secretary & General Counsel - Westfield Bancorp, Inc	N/A	None	< 1%	None
Senior Executives:							
Dennis Baus Wooster, OH, USA	N/A	National Surety Leader	N/A	N/A	None	< 1%	None
Bambi Beshire Medina, OH, USA	N/A	Controller	N/A	N/A	None	< 1%	None
Stephen E Lehecka Westfield Center, OH, USA	N/A	Chief Actuary	N/A	N/A	None	< 1%	None
Heidi A Mack Westfield Center, OH, USA	N/A	National Underwriting and Products Leader	N/A	N/A	None	< 1%	None
Martha J Oakes Westfield Center, OH, USA	N/A	National Commercial Lines Leader	N/A	N/A	None	< 1%	None
Marianne C Parkinson Akron, OH, USA	N/A	Group Customer and Marketing Leader	N/A	N/A	None	< 1%	None
Christopher M Paterakis Akron, OH, USA	N/A	Human Resources Group Leader	N/A	N/A	None	< 1%	None
David C Peterson Westfield Center, OH, USA	N/A	National Leader - Personal Lines-Small Business	N/A	N/A	None	< 1%	None
Michael J Prandi Medina, OH, USA	N/A	National Claims Leader	N/A	N/A	None	< 1%	None
Peter Robert Schwanke Westfield Center, OH, USA	N/A	Group Risk Management Leader	N/A	N/A	None	< 1%	None
Beth Riccio Westfield Center, OH, USA	N/A	Group Analytics Leader	N/A	N/A	None	< 1%	None
Stephen John Tien Hinckley, OH, USA	N/A	Group IT Leader	N/A	N/A	None	< 1%	None
George Krieg Wiswesser Wadsworth, OH, USA	N/A	Chief Investment Officer	N/A	N/A	None	None	None

Form FR Y-6
Ohio Farmers Insurance Company
Fiscal Year Ending December 31, 2013

Report Item 4 - Insiders - Westfield Bancorp, Inc

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Position with Subsidiaries (include names of subsidiaries)	Title & (3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Board Members:							
Paul Carleton Shaker Heights, OH, USA	Managing Partner	N/A	Director	Managing Partner - Carleton McKenna & Co. Inc	None	None	None
Garv Clark Wooster, OH, USA	Retired	N/A	Director	Retired - Westfield Bancorp, Inc	None	None	None
Garv Hallman Medina, OH, USA	Retired	N/A	Director	Retired, Chief Executive Officer - Medina General Hospital	None	None	None
Nancy Heinen Hunting Valley, OH, USA	Retired	N/A	Director	Retired, Vice President - Marketing BP, p l c	None	None	None
W Fred Kloots Canton, OH, USA	President & CEO	N/A	Director	President & Chief Executive Officer - Leonard Insurance Services	None	None	None
Anthony Manna Akron, OH, USA	Chairman & CEO	N/A	Director	Chairman & Chief Executive Officer - Sienet Enterprises, LLC	None	None	None
Billie Rawot Bentleyville, OH, USA	Senior VP & Controller	N/A	Director	Senior Vice President & Controller - Eaton Corporation	None	None	None
Thomas Waltersire Green, OH, USA	Chief Executive Officer	N/A	Director	Chief Executive Officer - Team Northeast Ohio	None	None	None
James R. Clay Westfield Center, OH, USA	N/A	Chief Executive Officer & Chairman	Director - Westfield Bancorp, Inc	N/A	None	< 1%	None
Officers:							
Jon Park Medina, OH, USA	N/A	N/A	Chairman & Leader - Westfield Bancorp, Inc	N/A	None	None	None
Timothy Phillips Medina, OH, USA	N/A	N/A	Director & President - Westfield Bancorp, Inc	N/A	None	None	None
Kevin Vonderau Spencer, OH, USA	N/A	N/A	Chief Lending Officer - Westfield Bancorp, Inc	N/A	None	None	None
Matthew Berthold Medina, OH, USA	N/A	N/A	Chief Financial Officer - Westfield Bancorp, Inc	N/A	None	None	None
Cynthia Mahl Avon, OH, USA	N/A	N/A	Controller - Westfield Bancorp, Inc	N/A	None	None	None
Frank A. Carmino Medina, OH, USA	N/A	Secretary & General Counsel	Secretary & General Counsel - Westfield Bancorp, Inc	N/A	None	< 1%	None
John T H. Batchelder Dovelesstown, OH, USA	N/A	N/A	Assistant Secretary - Westfield Bancorp, Inc	N/A	None	None	None