



QUARTERLY STATEMENT

AS OF JUNE 30, 2011

OF THE CONDITION AND AFFAIRS OF THE

Medical Benefits Mutual Life Insurance Company

NAIC Group Code 0000, NAIC Company Code 74322 Employer's ID Number 31-4210910

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio

Country of Domicile US

Incorporated/Organized May 6, 1938 Commenced Business April 4, 1938

Statutory Home Office 1975 Tamarack Road, Newark, Ohio 43055

Main Administrative Office 1975 Tamarack Road, Newark, Ohio 43055 740-522-8425

Mail Address 1975 Tamarack Road, Newark, Ohio 43055

Primary Location of Books and Records 1975 Tamarack Road, Newark, Ohio 43055 740-522-8425

Internet Website Address www.medben.com

Statutory Statement Contact Cristin Saguisi 740-522-7407 csaguisi@medben.com 740-522-7526

OFFICERS

Douglas James Freeman (President) Clark Arthur Morrow (Secretary) Kurt Jeffrey Harden (Treasurer)

OTHER OFFICERS

Caroline Fischer Rouse Fraker (Vice President & Chief Privacy Officer) Lori Kane (Vice President) Rose McEntire (Vice President & Chief Security Officer) Cara Delcher (Vice President)

DIRECTORS OR TRUSTEES

J. Scott Cantley Charles Daniel Delawder Nancy Shrider Dix Douglas James Freeman Kurt Jeffrey Harden Richard Merrill Main Clark Arthur Morrow

State of Ohio County of Licking } SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Douglas James Freeman President Clark Arthur Morrow Secretary Kurt Jeffrey Harden Treasurer a. Is this an original filing? Yes (X) No () b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached

Subscribed and sworn to before me this 8 day of August, 2011

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	December 31 Prior Year Net Admitted Assets
1. Bonds	5,014,729		5,014,729	5,226,027
2. Stocks:				
2.1 Preferred stocks	500		500	500
2.2 Common stocks	4,605,589	109,567	4,496,021	4,090,865
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 1,200,000 encumbrances)	778,957		778,957	2,031,596
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 620,974), cash equivalents (\$) and short-term investments (\$ 9,086,536)	9,707,510		9,707,510	7,676,368
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Line 1 to Line 11)	20,107,285	109,567	19,997,718	19,025,356
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	60,768		60,768	34,959
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	40,693		40,693	33,281
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	161,408		161,408	340,542
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	993,978		993,978	1,052,317
18.1 Current federal and foreign income tax recoverable and interest thereon	395,970		395,970	396,000
18.2 Net deferred tax asset	524,000	165,000	359,000	359,000
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	102,465	66,535	35,931	41,392
21. Furniture and equipment, including health care delivery assets (\$)	314,132	226,297	87,835	133,056
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	652,130		652,130	930,599
24. Health care (\$) and other amounts receivable	31,966		31,966	70,176
25. Aggregate write-ins for other than invested assets	1,009,331	326,900	682,431	481,550
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	24,394,127	894,299	23,499,828	22,898,228
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Totals (Line 26 and Line 27)	24,394,127	894,299	23,499,828	22,898,228
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above)				
2501. Cash Surrender Value of Officers Life Insurance	481,550		481,550	481,550
2502. Prepaid Expenses and Deposits	527,781	326,900	200,881	
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	1,009,331	326,900	682,431	481,550

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ less \$ included in Line 6.3 (including \$ Modco Reserve)		
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)		
4. Contract claims:		
4.1 Life	101,013	77,685
4.2 Accident and health	3,704,552	3,120,433
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums	781,393	785,226
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on cancelled contracts		
9.2 Provision for experience rating refunds, including \$ accident and health experience rating refunds		
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded		
9.4 Interest Maintenance Reserve	(436)	(403)
10. Commissions to agents due or accrued-life and annuity contracts \$, accident and health \$ and deposit-type contract funds \$	(3,136)	81,339
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	2,032,168	2,006,372
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	62,996	49,064
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)		
15.2 Net deferred tax liability	45,088	
16. Unearned investment income		
17. Amounts withheld or retained by company as agent or trustee	2,805	8,100
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated		
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	805,900	744,277
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	610	934
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans	1,994,043	2,050,940
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities		
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	146,114	146,114
26. Total liabilities excluding Separate Accounts business (Line 1 to Line 25)	9,673,109	9,070,081
27. From Separate Accounts statement		
28. Total liabilities (Line 26 and Line 27)	9,673,109	9,070,081
29. Common capital stock		
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus		
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	13,826,719	13,828,147
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Line 31 through Line 35 minus Line 36) (including \$ in Separate Accounts Statement)	13,826,719	13,828,147
38. Total of Line 29, Line 30 and Line 37	13,826,719	13,828,147
39. Total of Line 28 and Line 38 (Page 2, Line 28, Col. 3)	23,499,828	22,898,228
DETAILS OF WRITE-INS		
2501. Claims Adjustment Liability	60,000	60,000
2502. Liability for Negative Equity in Subsidiary		
2503. Liability for amounts held for employee claims reserve	86,114	86,114
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	146,114	146,114
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Line 3101 through Line 3103 plus Line 3198) (Line 31 above)		
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34 above)		

STATEMENT AS OF JUNE 30, 2011 OF THE Medical Benefits Mutual Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	10,097,722	10,690,128	20,684,748
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	84,895	86,875	130,977
4. Amortization of Interest Maintenance Reserve (IMR)	33	33	33
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded			
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management , administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	1,294,805	1,479,795	2,783,312
9. Totals (Line 1 to Line 8.3)	11,477,455	12,256,831	23,599,070
10. Death benefits	60,125	163,840	248,952
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits			
13. Disability benefits and benefits under accident and health contracts	8,563,124	9,455,989	18,276,428
14. Coupons , guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts			
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds			
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts			
20. Totals (Line 10 to Line 19)	8,623,249	9,619,829	18,525,380
21. Commissions on premiums , annuity considerations , and deposit-type contract funds (direct business only)	841,168	1,093,018	1,813,780
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	2,204,637	2,179,901	4,049,135
24. Insurance taxes , licenses and fees , excluding federal income taxes	284,084	250,846	553,583
25. Increase in loading on deferred and uncollected premiums			
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions		1,193	4,993
28. Totals (Line 20 to Line 27)	11,953,139	13,144,787	24,946,871
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(475,683)	(887,956)	(1,347,801)
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(475,683)	(887,956)	(1,347,801)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(204,007)	(330,922)	(661,212)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(271,676)	(557,034)	(686,589)
34. Net realized capital gains or (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (excluding taxes of \$ transferred to the IMR)	(8,177)	4,820	67,308
35. Net Income (Line 33 plus Line 34)	(279,854)	(552,214)	(619,281)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus , December 31 , prior year	13,828,147	13,997,021	13,997,023
37. Net income (Line 35)	(279,854)	(552,214)	(619,281)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 39. Change in net unrealized foreign exchange capital gain (loss)	459,608	281,949	722,285
40. Change in net deferred income tax			
41. Change in nonadmitted assets	(119,560)	(178,273)	(108,954)
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis , (increase) or decrease			
44. Change in asset valuation reserve	(61,623)	47,898	(162,926)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus			
54. Net change in capital and surplus (Line 37 through Line 53)	(1,429)	(400,640)	(168,876)
55. Capital and surplus as of statement date (Line 36 plus Line 54)	13,826,718	13,596,381	13,828,147
DETAILS OF WRITE-INS			
08.301. Miscellaneous	1,243,988	1,425,617	2,676,920
08.302. Fee Income	50,817	54,178	106,392
08.303. Management Fee Income			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Line 08.301 through Line 08.303 plus Line 08.398) (Line 8.3 above)	1,294,805	1,479,795	2,783,312
2701. Penalties		1,193	4,993
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Line 2701 through Line 2703 plus Line 2798) (Line 27 above)		1,193	4,993
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Line 5301 through Line 5303 plus Line 5398) (Line 53 above)			

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	10,086,477	10,624,022	20,545,381
2. Net investment income	71,754	43,369	196,883
3. Miscellaneous income	1,294,805	1,479,795	2,783,312
4. Total (Line 1 through Line 3)	11,453,036	12,147,186	23,525,576
5. Benefit and loss related payments	7,836,668	8,853,916	17,952,837
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,373,194	2,619,984	5,726,961
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(249,125)	94,036	(502,212)
10. Total (Line 5 through Line 9)	10,960,737	11,567,936	23,177,586
11. Net cash from operations (Line 4 minus Line 10)	492,299	579,250	347,990
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,225,000	1,675,000	3,480,028
12.2 Stocks	505,088	105,775	568,502
12.3 Mortgage loans			
12.4 Real estate	(1)		
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds	7,606	549,291	94,732
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	1,737,693	2,330,066	4,143,262
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,024,831	1,588,000	2,803,312
13.2 Stocks	126,195	183,469	1,422,200
13.3 Mortgage loans			
13.4 Real estate	(1,200,000)	153,738	167,753
13.5 Other invested assets			
13.6 Miscellaneous applications	336,446	155,787	86,881
13.7 Total investments acquired (Line 13.1 through Line 13.6)	287,471	2,080,994	4,480,146
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	1,450,222	249,072	(336,884)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	88,621	(576,146)	(280,972)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	88,621	(576,146)	(280,972)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	2,031,142	252,176	(269,866)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	7,676,368	7,946,234	7,946,234
19.2 End of period (Line 18 plus Line 19.1)	9,707,510	8,198,410	7,676,368

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

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1	2	3
	Current Year to Date	Prior Year to Date	Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance			
3. Ordinary individual annuities			
4. Credit life (group and individual)			
5. Group life insurance	239,251	253,290	503,076
6. Group annuities			
7. A & H - group	11,320,789	11,573,712	22,548,356
8. A & H - credit (group and individual)			
9. A & H - other			
10. Aggregate of all other lines of business			
11. Subtotal	11,560,040	11,827,002	23,051,432
12. Deposit-type contracts			
13. Total	11,560,040	11,827,002	23,051,432
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Total (Line 1001 through Line 1003 plus Line 1098) (Line 10 above)			

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of Medical Benefits Mutual Life Insurance Company are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance and in accordance with the *Accounting Practices and Procedures Manual*.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (the "NAIC") Accounting Practices and Procedures Manual ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Ohio. The State has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. However, the Company has elected not to adopt any of these permitted practices.

NOTE 2 – ACCOUNTING CHANGES AND CORRECTION OF ERRORS

None

NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL

None

NOTE 4 – DISCONTINUED OPERATIONS

None

NOTE 5 – INVESTMENTS

No change.

NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

None

NOTE 7 - INVESTMENT INCOME

Investment income is recognized on an as earned basis. Amounts earned but not yet received are recorded as a receivable on the balance sheet. Investment income earned and uncollected that is more than 90 days old is classified as non-admitted. As of June 30, 2011, investment income earned and not yet collected was \$60,768. There were no amounts older than 90 days.

NOTE 8 – DERIVATIVE INSTRUMENTS

None

NOTE 9 – INCOME TAXES

The Company files a consolidated federal income tax return with the following entities:

Medical Benefits Administrators, Inc.
VisionPlus of America, Inc.
MedBen Marketing Services, Inc.

Depreciation is provided using rates established by the Internal Revenue Code.

A written tax sharing consolidation agreement is approved by management. Allocation is based upon separate return calculations and the consolidated tax return calculation.

NOTES TO FINANCIAL STATEMENTS

NOTE 9 – INCOME TAXES (continued)

Deferred tax assets and liabilities consist of the following components year to date as of June 30, 2011 and December 31, 2010:

	<u>2011</u>	<u>2010</u>
Non-admitted assets		
Prepaid expenses	50,000	88,000
Other	0	0
Furniture, fixtures, and vehicles	39,000	50,000
Policy acquisition costs	8,000	8,000
Other assets	3,000	3,000
Capital loss carryovers	8,000	265,000
Contribution carryovers	14,000	14,000
Claims payable	1,000	1,000
Other policyholders' funds	192,000	192,000
Deferred compensation	500,000	500,000
Other liabilities	<u>(291,000)</u>	<u>94,000</u>
	<u>\$ 524,000</u>	<u>\$1,215,000</u>
	<u>2011</u>	<u>2010</u>
Deferred tax assets		
Admitted	\$ 359,000	\$ 538,000
Non-admitted	<u>165,000</u>	<u>677,000</u>
	<u>\$ 524,000</u>	<u>\$1,215,000</u>
Deferred tax liabilities		
Depreciation	\$ 0	\$ 48,000
Other	0	17,000
Marketable securities	<u>45,088</u>	<u>114,000</u>
	<u>\$ 45,088</u>	<u>\$ 179,000</u>

Deferred tax liabilities were netted against deferred tax assets for the period ending June 30, 2011 and the year ended December 31, 2010.

Components of total income tax expense for the period ending June 30, 2011 and the year ended December 31, 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Currently payable (refundable)		
Federal	\$(204,007)	\$ (298,213)
Deferred tax charge	<u>0</u>	<u>(363,000)</u>
Total income tax expense - current and deferred	<u>\$(204,007)</u>	<u>\$ (661,000)</u>

A reconciliation between the standard federal income tax rate and the effective tax rate for the years ended December 31 are as follows:

	<u>2011</u>	<u>2010</u>
Standard federal income tax rate	34.0%	34.0%
Permanent differences		
Dividend received deduction and tax exempt interest	(2.0)%	(2.0)%
Other permanent differences	0.2%	0.2%
Temporary differences		
Other differences	<u>1.5%</u>	<u>1.5%</u>
Effective tax rate	<u>33.7%</u>	<u>33.7%</u>

NOTES TO FINANCIAL STATEMENTS

NOTE 9 – INCOME TAXES (continued)

The Company does not have any tax credit carryforwards available for use. Net operating loss carryovers that are available for offsetting future net taxable income amount to \$781,000, none, and none from 2010, 2009, and 2008, respectively. Contribution carryforwards available for recovery in the event of future net operating income amount to \$40,171, none, and none from 2010, 2009, and 2008 respectively. Capital loss carryovers available for recovery in the event of future capital gain income amount to none, \$135,879, and \$42,707 from 2010, 2009, and 2008, respectively.

Statutory Accounting Principles limit deferred tax benefits to certain limitations of 15% of adjusted capital, deferred tax liabilities, and other factors. Because of these limitations, non-admitted deferred tax assets of \$677,000 and \$403,000 for 2010 and 2009, respectively, were not admitted as assets and charged to surplus.

Starting in 2010, Statutory Accounting Principles require that deferred tax assets be evaluated for potential impairment. If impairment is deemed necessary, the Company would establish a valuation allowance. After considering all the evidence, both positive and negative, management has concluded it is more likely than not that all future tax benefits will be realized. Therefore, a valuation allowance is not needed for the deferred tax asset. There was no prior balance in the valuation allowance and therefore there was no change in the valuation allowance this period.

NOTE 10 - INVESTMENT IN AFFILIATES

The Company has invested in the common stock of three wholly owned non-insurance subsidiaries which shares the same management. The valuation of these affiliates was determined under GAAP, with adjustments for statutory valuation rules, as prescribed by Statutory Accounting Principles. Balances were \$1,651,997 and \$1,312,381 at June 30, 2011 and December 31, 2010, respectively.

Medical Benefits Administrators, Inc. and VisionPlus of America, Inc. are third party administrators (TPA's) that administer claims in the medical and vision fields. Medical Marketing Services, Inc. is an insurance agency that markets various life, medical and other insurance products. The Company also owns a preferred stock interest of \$500 in MedBen Marketing Services, Inc. as of June 30, 2011.

The following summarizes data from each affiliate for the period ending June 30, 2010 (all presented under GAAP):

	Medical Benefits <u>Administrators, Inc.</u>	Vision Plus of <u>America, Inc.</u>	Medben Marketing <u>Services, Inc.</u>
<u>June 30, 2011</u>			
Total assets	\$2,719,336	\$ 155,901	\$ 815,667
Total liabilities	1,139,720	113,320	710,892
Total equity	1,579,615	42,580	104,775
Net income (loss)	373,412	7,986	6,039

The common and preferred stocks – affiliates are not traded on any stock exchange, thus, there is no fair market value readily available. Under Statutory Accounting Principles, the carrying value for these non-insurance affiliates that are not publicly traded is their equity basis under accounting principles generally accepted in the United States of America (GAAP), with adjustments in accordance with statutory investment valuation rules.

NOTE 11 – DEBT

The Company has two lines-of-credit with a maximum amount of \$2,000,000 and each with an interest rate equal to prime plus 0.75%, currently 4.0%. The first line-of-credit is collateralized by a first mortgage on real estate owned by the Company. The other line-of-credit is unsecured. Outstanding debt as of June 30, 2011 and December 31, 2010 totaled \$1,200,000 and \$0, respectively.

The Company, through one of its subsidiaries (VisionPlus of America, Inc.), also has a line of credit with a maximum amount of \$220,000 with an interest rate equal to prime plus 0.75%, currently

NOTES TO FINANCIAL STATEMENTS

NOTE 11 – DEBT (continued)

4.0%. This line is unsecured, but is guaranteed by the parent. Outstanding debt as of June 30, 2011 and December 31, 2010 totaled \$0 and \$0, respectively.

NOTE 12 – DEFERRED COMPENSATION PLANS, POST-EMPLOYMENT BENEFITS AND PROFIT-SHARING PLANS

The Company currently has two deferred compensation plans. One plan is for specified key employees and another plan is for Board Directors.

The Equity Participation Plan for key employees is a discretionary plan that rewards key employees with long-term service to the Company. The plan shares the appreciation of equity of the Company with certain employees. The employee's share of the compensation vests over a ten year period, and is payable upon normal retirement, which is usually age 65. In the event that an employee terminates employment, either voluntarily or non-voluntarily, before age 65, the employee shall not be entitled to any payments at the time of termination, and forfeits his/her right to any future benefits under the plan.

The Company has estimated its present value of this liability to be \$980,981 and \$980,981 as of June 30, 2011 and December 31, 2010, respectively.

The Equity Participation Plan for the Board Directors is similar to the one for key employees, in terms of vesting, normal retirement age, termination of employment, etc. The Company has estimated its present value of this liability to be \$440,904 and \$440,904 as of June 30, 2011 and December 31, 2010, respectively.

The Company is no longer paying deferred compensation and post-retirement health coverage for a former Board member.

The Company has a profit-sharing plan with a 401(k) feature. The plan covers all employees meeting minimum eligibility requirements. Profit-sharing contributions are determined by the Board of Directors and were 2% and 5% of eligible compensation for 2010 and 2009, respectively. The Company matches 50% of the first 6% salary deferral elected by each employee.

NOTE 13 – CAPITAL AND SURPLUS RESTRICTIONS AND QUASI-REORGANIZATIONS

None

NOTE 14 – CONTINGENCIESAssessments

The Company has estimated that it will be assessed by various state assessment funds in the amount of \$50,000 and \$50,000 for the periods ended June 30, 2011 and December 31, 2010, respectively, for their share of insurance company insolvencies in those particular states. These amounts have been recorded as a liability for their respective years.

Various Legal Matters

The Company is involved in various lawsuits and subject to certain contingencies in the normal course of business. Management believes that the outcome of these matters will not have a material impact on the Company's financial position.

NOTE 15 – LEASE OBLIGATIONS

No change.

NOTES TO FINANCIAL STATEMENTS

NOTE 16 – INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

None

NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

None

NOTE 18 – GAIN OR LOSS FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No change.

NOTE 19 – DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS OR THIRD PART ADMINISTRATORS

None

NOTE 20 – FAIR VALUE MEASUREMENTS

Statutory Accounting Principles (SAP) has adopted practices similar to generally accepted accounting principles (GAAP) for fair value measurements of financial assets that are recognized or disclosed at fair value in the financial statements on a recurring basis. SAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 – Inputs to the valuation methodology are quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table presents the assets and liabilities that are measured at fair value on a recurring basis at:

	Quoted Prices in Active Markets for Identical Assets (<u>Level 1</u>)	Significant other Observable Inputs (<u>Level 2</u>)	Significant Unobservable Inputs (<u>Level 3</u>)	<u>Fair Value</u>
<u>June 30, 2011</u>				
Marketable equity securities	\$ <u>2,844,025</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>2,844,025</u>
<u>December 31, 2010</u>				
Marketable equity securities	\$ <u>2,778,984</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>2,778,984</u>

NOTES TO FINANCIAL STATEMENTS

NOTE 21 – OTHER ITEMS

None

NOTE 22 – EVENTS SUBSEQUENT

None

NOTE 23 – REINSURANCE

No change.

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

None

NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

The reserve for claims incurred but not received, plus unpaid claims in inventory, before reinsurance, has increased to \$3,905,565 at June 30, 2011 from \$3,298,118 at December 31, 2010 as a result of continued reevaluation of unpaid losses principally on the Accident & Health line of business. This increase is generally the result of ongoing analysis of recent loss development trends and is reflected on the Statement of Operations on a net reinsured basis.

NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS

None

NOTE 27 – STRUCTURED SETTLEMENTS

None

NOTE 28 – HEALTH CARE RECEIVABLES

No change.

NOTE 29 – PARTICIPATING POLICIES

None

NOTE 30 – PREMIUM DEFICIENCY RESERVES

None

NOTE 31 – RESERVES FOR LIFE CONTRACTS AND DEPOSIT-TYPE CONTRACTS

The company records as part of its incurred but not received reserve a portion related to the life insurance line of business. At June 30, 2011, this amounted to \$101,013 compared to \$77,685 at December 31, 2010. The company does not have any products that would qualify as “deposit-type” contracts.

NOTE 32 – ANALYSIS OF ANNUITY RESERVES AND DEPOSIT LIABILITIES BY WITHDRAWAL CHARACTERISTICS

None

NOTE 33 – PREMIUM AND ANNUITY CONSIDERATIONS DEFERRED AND UNCOLLECTED

No change.

NOTES TO FINANCIAL STATEMENTS

NOTE 34 – SEPARATE ACCOUNTS

None

NOTE 35 – LOSS/CLAIM ADJUSTMENT EXPENSES

The balance in the liability for unpaid claim adjustment expenses at June 30, 2011 and at December 31, 2010 are \$60,000 and \$60,000, respectively.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes () No (X)
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes () No ()
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes () No (X)
- 2.2

If yes, date of change:

.....
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes () No (X)
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes () No (X)
- 4.2

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

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

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes () No () N/A (X)
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

05/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

05/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

11/17/2009
- 6.4

By what department or departments?

.....
- 6.5

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

Yes () No () N/A (X)
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes (X) No () N/A ()
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes () No (X)
- 7.2

If yes, give full information

.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes () No (X)
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes () No (X)
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....						
.....						
.....						

GENERAL INTERROGATORIES (continued)

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes (X) No ()
- 9.11

If the response to 9.1 is No, please explain:

.....
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes () No (X)
- 9.21

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

.....
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes () No (X)
- 9.31

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

.....
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes (X) No ()
- 10.2

If yes, indicate the amounts receivable from parent included in the Page 2 amount:

\$ 652,130

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes () No (X)
- 11.2

If yes, give full and complete information relating thereto:

.....
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes (X) No ()
- 14.2

If yes, please complete the following:
- | | 1
Prior Year-End Book/
Adjusted Carrying Value | 2
Current Quarter Book/
Adjusted Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ | \$ |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ 1,311,881 | \$ 1,651,997 |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26) | \$ 1,311,881 | \$ 1,651,997 |
| 14.28 Total Investment in Parent included in Line 14.21 to Line 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on schedule DB?

Yes () No (X)
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

Yes () No ()

GENERAL INTERROGATORIES (continued)

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ()

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Park National Bank	50 North Third Street, Newark, Ohio 43055
Merrill Lynch	4661 Sawmill Road, Columbus, Ohio 43220
Morgan Stanley	5600 Paul Blazer Parkway, Ste 150, Dublin, Ohio 43017

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes () No (X)

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....			
.....			
.....			

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

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

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes (X) No ()

17.2 If no, list exceptions:

.....
.....

GENERAL INTERROGATORIES

PART 2 - LIFE AND HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

1

Amount

1.1

Long-Term Mortgages in Good Standing

1.11

Farm Mortgages

\$

1.12

Residential Mortgages

\$

1.13

Commercial Mortgages

\$

1.14

Total Mortgages in Good Standing

\$

1.2

Long-Term Mortgages in Good Standing with Restructured Terms

1.21

Total Mortgages in Good Standing with Restructured Terms

\$

1.3

Long-Term Mortgage Loans upon which Interest is Overdue more than Three Months

1.31

Farm Mortgages

\$

1.32

Residential Mortgages

\$

1.33

Commercial Mortgages

\$

1.34

Total Mortgages with Interest Overdue more than Three Months

\$

1.4

Long-Term Mortgage Loans in Process of Foreclosure

1.41

Farm Mortgages

\$

1.42

Residential Mortgages

\$

1.43

Commercial Mortgages

\$

1.44

Total Mortgages in Process of Foreclosure

\$

1.5

Total Mortgage Loans (Line 1.14 plus Line 1.21 plus Line 1.34 plus Line 1.44) (Page 2, Column 3, Line 3.1 plus Line 3.2)

\$

1.6

Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter

1.61

Farm Mortgages

\$

1.62

Residential Mortgages

\$

1.63

Commercial Mortgages

\$

1.64

Total Mortgages Foreclosed and Transferred to Real Estate

\$

2.

Operating Percentages:

2.1

A&H loss percent

%

2.2

A&H cost containment percent

%

2.3

A&H expense percent excluding cost containment expenses

%

3.1

Do you act as a custodian for health savings accounts?

Yes () No (X)

3.2

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

\$

3.3

Do you act as an administrator for health savings accounts?

Yes () No (X)

3.4

If yes, please provide the balance of the funds administered as of the reporting date

\$

Page 10
Schedule S - Ceded Reinsurance
NONE

STATEMENT AS OF JUNE 30, 2011 OF THE Medical Benefits Mutual Life Insurance Company

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.		1	Direct Business Only					
			Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Column 2 Through Column 5	7 Deposit-Type Contracts
			2 Life Insurance Premiums	3 Annuity Considerations				
1.	Alabama	AL N						
2.	Alaska	AK N						
3.	Arizona	AZ N						
4.	Arkansas	AR N						
5.	California	CA N						
6.	Colorado	CO N						
7.	Connecticut	CT N						
8.	Delaware	DE N						
9.	District of Columbia	DC N						
10.	Florida	FL N						
11.	Georgia	GA N						
12.	Hawaii	HI N						
13.	Idaho	ID N						
14.	Illinois	IL N						
15.	Indiana	IN L	132,092		6,476,574		6,608,666	
16.	Iowa	IA N						
17.	Kansas	KS N						
18.	Kentucky	KY N						
19.	Louisiana	LA N						
20.	Maine	ME N						
21.	Maryland	MD N						
22.	Massachusetts	MA N						
23.	Michigan	MI N						
24.	Minnesota	MN N						
25.	Mississippi	MS N						
26.	Missouri	MO N						
27.	Montana	MT N						
28.	Nebraska	NE N						
29.	Nevada	NV N						
30.	New Hampshire	NH N						
31.	New Jersey	NJ N						
32.	New Mexico	NM N						
33.	New York	NY N						
34.	North Carolina	NC N						
35.	North Dakota	ND N						
36.	Ohio	OH L	81,541		2,927,110		3,008,651	
37.	Oklahoma	OK N						
38.	Oregon	OR N						
39.	Pennsylvania	PA N						
40.	Rhode Island	RI N						
41.	South Carolina	SC N						
42.	South Dakota	SD N						
43.	Tennessee	TN N						
44.	Texas	TX N						
45.	Utah	UT N						
46.	Vermont	VT N						
47.	Virginia	VA N						
48.	Washington	WA N						
49.	West Virginia	WV L	25,618		1,917,106		1,942,723	
50.	Wisconsin	WI N						
51.	Wyoming	WY N						
52.	American Samoa	AS N						
53.	Guam	GU N						
54.	Puerto Rico	PR N						
55.	U.S. Virgin Islands	VI N						
56.	Northern Mariana Islands	MP N						
57.	Canada	CN N						
58.	Aggregate Other Alien	OT X X X						
59.	Subtotal	(a) 3	239,251		11,320,789		11,560,040	
90.	Reporting entity contributions for employee benefit plans	X X X						
91.	Dividends or refunds applied to purchase paid-up additions and annuities	X X X						
92.	Dividends or refunds applied to shorten endowment or premium paying period	X X X						
93.	Premium or annuity considerations waived under disability or other contract provisions	X X X						
94.	Aggregate other amounts not allocable by State	X X X						
95.	Totals (Direct Business)	X X X	239,251		11,320,789		11,560,040	
96.	Plus Reinsurance Assumed	X X X						
97.	Totals (All Business)	X X X	239,251		11,320,789		11,560,040	
98.	Less Reinsurance Ceded	X X X	23,872		1,438,446		1,462,318	
99.	Totals (All Business) less Reinsurance Ceded	X X X	215,379		9,882,343		10,097,722	
DETAILS OF WRITE-INS								
5801.		X X X						
5802.		X X X						
5803.		X X X						
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X						
5899.	Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)	X X X						
9401.		X X X						
9402.		X X X						
9403.		X X X						
9498.	Summary of remaining write-ins for Line 94 from overflow page	X X X						
9499.	Total (Line 9401 through Line 9403 plus Line 9498) (Line 94 above)	X X X						

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

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

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

PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing . However , in the event that your company does not transact the type of business for which the special report must be filed , your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below . If the supplement is required of your company but is not being filed for whatever reason , enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?

Response

NO

Explanation:

Barcode

Document Identifier 490:

74322201149000002

2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

Barcode

Document Identifier 365:

74322201136500002

3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

BARCODE:

Document Identifier 445:

74322201144500002

4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

BARCODE:

Document Identifier 446:

74322201144600002

5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

BARCODE:

Document Identifier 447:

74322201144700002

6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

BARCODE:

Document Identifier 448:

74322201144800002

7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

BARCODE:

Document Identifier 449:

74322201144900002

SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,031,596	1,968,168
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		17,753
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances	(1,200,000)	150,000
4. Total gain (loss) on disposals		(9,593)
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	52,638	94,732
9. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 minus Line 7 plus Line 8)	778,958	2,031,596
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	778,958	2,031,596

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after a		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	9,379,640	8,833,538
2. Cost of bonds and stocks acquired	1,151,025	3,383,220
3. Accrual of discount	861	
4. Unrealized valuation increase (decrease)	848,692	1,134,143
5. Total gain (loss) on disposals	(15,783)	96,474
6. Deduct consideration for bonds and stocks disposed of	1,730,088	4,048,529
7. Deduct amortization of premium	13,529	19,205
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	9,620,818	9,379,640
11. Deduct total nonadmitted amounts	109,567	62,248
12. Statement value at end of current period (Line 10 minus Line 11)	9,511,251	9,317,392

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	4,946,406	649,831	575,000	(6,508)	4,946,406	5,014,729		5,226,027
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	4,946,406	649,831	575,000	(6,508)	4,946,406	5,014,729		5,226,027
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4	500				500	500		500
12. Class 5								
13. Class 6								
14. Total Preferred Stock	500				500	500		500
15. Total Bonds and Preferred Stock	4,946,906	649,831	575,000	(6,508)	4,946,906	5,015,229		5,226,527

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$.....; NAIC 2 \$.....; NAIC 3 \$.....; NAIC 4 \$.....; NAIC 5 \$.....; NAIC 6 \$.....

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999 Totals	9,086,536	X X X	9,086,536	(7,156)	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	7,678,712	8,497,646
2. Cost of short-term investments acquired	1,144,778	1,132,532
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	(263,047)	1,951,465
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	9,086,536	7,678,712
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,086,536	7,678,712

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Schedule DB, Part A, Verification
NONE

Schedule DB, Part B, Verification
NONE

Page SI05

Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06

Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page SI07

Schedule DB, Verification
NONE

Page SI08

Schedule E, Verification (Cash Equivalents)
NONE

Page E01

Sch. A, Pt. 2, Real Estate Acquired
NONE

Sch. A, Pt. 3, Real Estate Disposed
NONE

Page E02

Schedule B, Part 2, Mortgage Loans Acquired
NONE

Schedule B, Part 3, Mortgage Loans Disposed
NONE

Page E03

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired
NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed
NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions									
31331J-B9-3	FFCB 2. 12% 09/08/ 16		05/26/2011	Park National Bank		24,875	25,000.00	115	1
313374-DN-7	FHLB 1. 13% 09/29/ 14		06/29/2011	Park National Bank		300,000	300,000.00		1
313371-JS-6	FHLB 1.35% 02/17/ 15		06/30/2011	Park National Bank		24,956	25,000.00	125	1
3199999	Subtotal - Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					349,831	350,000.00	240	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
313373-4A-7	FHLB 1.75% 1/7/ 15		04/07/2011	Park National Bank		300,000	300,000.00		1
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					300,000	300,000.00		
8399997	Subtotal - Bonds - Part 3					649,831	650,000.00	240	
8399999	Subtotal - Bonds					649,831	650,000.00	240	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
001055-10-2	AFLAC		06/02/2011	Merrill Lynch	0.642	30			L
013817-10-1	ALCOA, INC		05/26/2011	Merrill Lynch	0.370				L
039483-10-2	Archer Daniels Midld		06/10/2011	Merrill Lynch	1.067	32			L
26441C-10-5	Duke Energy Corp New		06/21/2011	Merrill Lynch	3.947	74			L
406216-10-1	Halliburton Co		06/23/2011	Merrill Lynch	0.391	18			L
438516-10-6	Honeywell Intl Inc Del		06/13/2011	Merrill Lynch	1.191	67			L
478160-10-4	JOHNSON & JOHNSON		06/15/2011	Merrill Lynch	2.554	171			L
65339F-10-1	Nextera Energy Inc		06/16/2011	Merrill Lynch	1.973	110			L
744320-10-2	Prudential Financial Inc		05/20/2011	Merrill Lynch	200.000	12,559			L
747525-10-3	Qualcomm Inc		06/24/2011	Merrill Lynch	0.398	22			L
904784-70-9	Unilever NV NY Reg SHS		06/16/2011	Merrill Lynch	3.502	132			L
913017-10-9	United Techs Corp Com		06/13/2011	Merrill Lynch	2.317	192			L
94106L-10-9	Waste Management Inc New		06/20/2011	Merrill Lynch	4.623	170			L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					13,575			
Common Stocks - Mutual Funds									
314172-28-9	Federated Clover Small Value Fund		06/13/2011	Merrill Lynch	0.356	7			L
36242H-10-4	GABELLI DIV & INC TRUST		06/01/2011	Merrill Lynch	9.577	158			L
464287-18-4	ISHARES FTSA XINHUA HK CHINA		06/28/2011	Merrill Lynch	1.625	69			L
464287-46-5	ISHARES MSCI EAFE INDEX FUND		06/29/2011	Merrill Lynch	1.938	114			L
81369Y-50-6	Sector Spdr Energy		06/29/2011	Merrill Lynch	0.353	26			L
81369Y-70-4	Sector Spdr Industrial		06/30/2011	Merrill Lynch	4.208	157			L
9299999	Subtotal - Common Stocks - Mutual Funds					531			
9799997	Subtotal - Common Stocks - Part 3					14,106			
9799999	Subtotal - Common Stocks					14,106			
9899999	Subtotal - Preferred and Common Stocks					14,106			
9999999	TOTALS					663,937		240	

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. /A. C. V. (11+12-13)	Total Foreign Exchange Change in B. /A. C. V.	Book /Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31331J-B4-4	FFCB .55% 06/13/12		04/28/2011	Park National Bank		25,000	25,000.00	25,000	25,000						25,000				103	06/13/2012	1
3133XY-FG-5	FHLB 2.20% 02/20/14		05/23/2011	Park National Bank		25,000	25,000.00	25,000	25,000						25,000				555	02/20/2014	1
3133XY-L5-2	FHLB 2.25% 06/02/14		06/03/2011	Park National Bank		275,000	275,000.00	275,000	275,000						275,000				3,111	06/02/2014	1
36962G-W5-9	General Elec Cap Corp 5.50% 4/28/11		04/28/2011	Morgan Stanley		250,000	250,000.00	251,878	250,233		(233)		(233)		250,000				6,875	04/28/2011	1
3199999	Subtotal - Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					575,000	575,000.00	576,878	575,233		(233)		(233)		575,000				10,643		
8399997	Subtotal - Bonds - Part 4					575,000	575,000.00	576,878	575,233		(233)		(233)		575,000				10,643		
8399999	Subtotal - Bonds					575,000	575,000.00	576,878	575,233		(233)		(233)		575,000				10,643		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
075811-10-9	BECKMAN COULTER INC		06/28/2011	Park National Bank	500.000	41,750		29,551	37,615	(8,064)			(8,064)		29,551		12,199	12,199	95		L
35906A-10-8	Frontier Communications Corporation		05/20/2011	Merrill Lynch	96.000	842			934	(934)			(934)				842	842	18		L
617446-44-8	MORGAN ST. DEAN WITTER		05/20/2011	Merrill Lynch	400.000	9,618		24,047	10,884	13,163			13,163		24,047		(14,429)	(14,429)	40		L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					52,210		53,598	49,433	4,165			4,165		53,598		(1,388)	(1,388)	153		
9799997	Subtotal - Common Stocks - Part 4					52,210		53,598	49,433	4,165			4,165		53,598		(1,388)	(1,388)	153		
9799999	Subtotal - Common Stocks					52,210		53,598	49,433	4,165			4,165		53,598		(1,388)	(1,388)	153		
9899999	Subtotal - Preferred and Common Stocks					52,210		53,598	49,433	4,165			4,165		53,598		(1,388)	(1,388)	153		
9999999	TOTALS					627,210		630,476	624,666	4,165	(233)		3,932		628,598		(1,388)	(1,388)	10,796		

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

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Schedule DB, Part A, Section 1
NONE

Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part B, Section 1
NONE

Schedule DB, Part B, Section 1, Broker Name
NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part D
NONE

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Schedule DL, Part 1
NONE

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Schedule DL, Part 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
0199999 - TOTAL - Open Depositories						278,349	946,094	620,724	
0399999 - TOTAL Cash on Deposit						278,349	946,094	620,724	
0499999 - Cash in Company's Office						250	250	250	
0599999 - TOTALS						278,599	946,344	620,974	

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Schedule E, Part 2, Cash Equivalents
NONE