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QUARTERLY STATEMENT

As of September 30, 2011

of the Condition and Affairs of the

Loyal American Life Insurance Company

NAIC Group Code.....0084, 0084 (Current Period) (Prior Period) | NAIC Company Code..... 65722 | Employer's ID Number..... 63-0343428

Organized under the Laws of Ohio | State of Domicile or Port of Entry Ohio | Country of Domicile US

Incorporated/Organized..... May 18, 1955 | Commenced Business..... July 4, 1955

Statutory Home Office	301 East Fourth Street….. Cincinnati ..... OH ..... 45202 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	11200 Lakeline Blvd., Suite 100….. Austin ..... TX ..... 78717 *(Street and Number) (City or Town, State and Zip Code)*	(512)451-2224 *(Area Code) (Telephone Number)*
Mail Address	11200 Lakeline Blvd., Suite 100….. Austin ..... TX ..... 78717 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	11200 Lakeline Blvd., Suite 100….. Austin ..... TX ..... 78717 *(Street and Number) (City or Town, State and Zip Code)*	(512)451-2224 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.gafri.com	
Statutory Statement Contact	Andrew Joseph Muller *(Name)*	512-531-1435 *(Area Code) (Telephone Number) (Extension)*
	austinfinrpt@gafri.com *(E-Mail Address)*	(512) 467-1399 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Bradley Allen Wolfram #	President	2. Brenda Weigilia Hardison	Secretary
3. Byron Keith Buescher	Treasurer	4. James Monroe Garvin, III	Appointed Actuary

OTHER

John Paul Gruber	Vice President & Secretary	Mylott White Nyhart	Sr. Vice President
Christopher Patrick Miliano	Vice President	Thomas Edward Mischell	Assisstant Treasurer
Mark Francis Muething	Executive Vice President	Paul Adolph Severt	Chief Financial Officer
Tracy Eugene Maples	Chief Actuary	David Lawrence Chambers #	Vice President

DIRECTORS OR TRUSTEES

Bradley Allen Wolfram #	Stephen Craig Lindner	Christopher Patrick Miliano	Mark Francis Muething
Paul Adolph Severt #			

State of........ Texas
County of..... Williamson

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

(Signature)	(Signature)	(Signature)
Bradley Allen Wolfram	Brenda Weigilia Hardison	Byron Keith Buescher
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This 11 day of November , 2011

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	384,203,110		384,203,110	393,632,242
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	16,912,968		16,912,968	17,281,747
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $..........0 encumbrances)			0	
4.2 Properties held for the production of income (less $..........0 encumbrances)			0	
4.3 Properties held for sale (less $..........0 encumbrances)			0	
5. Cash ($.....(3,884,465)), cash equivalents ($..........0) and short-term investments ($.....11,355,759)	7,471,294		7,471,294	5,619,136
6. Contract loans (including $..........0 premium notes)	18,134,225		18,134,225	18,674,443
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	426,721,597	0	426,721,597	435,207,568
13. Title plants less $..........0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	4,413,202		4,413,202	4,450,100
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	(585,137)	70,242	(655,379)	(644,169)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $..........0 earned but unbilled premiums)	1,214,443		1,214,443	1,214,030
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
161. Amounts recoverable from reinsurers	1,670,942	73,622	1,597,320	1,428,316
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts	687,426		687,426	1,167,957
17. Amounts receivable relating to uninsured plans			0	
18.1 Current federal and foreign income tax recoverable and interest thereon			0	276,860
18.2 Net deferred tax asset	11,123,000	3,211,000	7,912,000	8,131,000
19. Guaranty funds receivable or on deposit	511,300		511,300	338,327
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($..........0)			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	5,960		5,960	1,358,463
24. Health care ($..........0) and other amounts receivable	1,881,834	1,881,834	0	
25. Aggregate write-ins for other than invested assets	697,697	697,697	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	448,342,264	5,934,395	442,407,869	452,928,452
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	448,342,264	5,934,395	442,407,869	452,928,452

DETAILS OF WRITE-INS

	1	2	3	4
1101.			0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other Receivables and Prepaid Expenses	221,780	221,780	0	
2502. Disallowed IMR	475,917	475,917	0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	697,697	697,697	0	0

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31 Prior Year
1.	Aggregate reserve for life contracts $.....226,228,934 less $..........0 included in Line 6.3 (including $..........0 Modco Reserve)	226,228,934	240,142,087
2.	Aggregate reserve for accident and health contracts (including $.........0 Modco Reserve)	19,373,565	19,806,384
3.	Liability for deposit-type contracts (including $..........0 Modco Reserve)	12,957,356	13,470,506
4.	Contract claims:		
	4.1 Life	4,251,581	3,633,852
	4.2 Accident and health	8,703,686	7,458,288
5.	Policyholders' dividends $..........0 and coupons $..........0 due and unpaid		
6.	Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
	6.1 Dividends apportioned for payment (including $..........0 Modco)	40,000	40,000
	6.2 Dividends not yet apportioned (including $..........0 Modco)		
	6.3 Coupons and similar benefits (including $..........0 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 $..........0 discount; including $.....869,387 accident and health premiums	907,007	1,156,572
9.	Contract liabilities not included elsewhere:		
	9.1 Surrender values on canceled contracts		
	9.2 Provision for experience rating refunds, including $..........0 accident and health experience rating refunds		
	9.3 Other amounts payable on reinsurance, including $..........0 assumed and $.....518,470 ceded	518,470	452,876
	9.4 Interest Maintenance Reserve		
10.	Commissions to agents due or accrued - life and annuity contracts $..........0, accident and health $..........0 and deposit-type contract funds $..........0	1,044,355	1,025,241
11.	Commissions and expense allowances payable on reinsurance assumed		
12.	General expenses due or accrued	489,511	661,151
13.	Transfers to Separate Accounts due or accrued (net) (including $..........0 accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14.	Taxes, licenses and fees due or accrued, excluding federal income taxes	1,130,113	1,226,273
15.1	Current federal and foreign income taxes, including $..........0 on realized capital gains (losses)	292,466	
15.2	Net deferred tax liability		
16.	Unearned investment income	521,945	538,844
17.	Amounts withheld or retained by company as agent or trustee	68,903	59,578
18.	Amounts held for agents' account, including $..........0 agents' credit balances		22,441
19.	Remittances and items not allocated	476,857	810,678
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 $..........0 and interest thereon $..........0		
23.	Dividends to stockholders declared and unpaid		
24.	Miscellaneous liabilities:		
	24.01 Asset valuation reserve	1,192,704	1,270,361
	24.02 Reinsurance in unauthorized companies		
	24.03 Funds held under reinsurance treaties with unauthorized reinsurers	121,707,387	122,009,920
	24.04 Payable to parent, subsidiaries and affiliates	876,667	367,800
	24.05 Drafts outstanding		
	24.06 Liability for amounts held under uninsured plans		
	24.07 Funds held under coinsurance		
	24.08 Derivatives		
	24.09 Payable for securities		
	24.10 Payable for securities lending		
	24.11 Capital notes $..........0 and interest thereon $..........0		
25.	Aggregate write-ins for liabilities	1,248,624	891,654
26.	Total liabilities excluding Separate Accounts business (Lines 1 to 25)	402,030,131	415,044,506
27.	From Separate Accounts statement		
28.	Total liabilities (Lines 26 and 27)	402,030,131	415,044,506
29.	Common capital stock	5,640,000	5,640,000
30.	Preferred capital stock		
31.	Aggregate write-ins for other than special surplus funds	0	0
32.	Surplus notes		
33.	Gross paid in and contributed surplus	27,937,739	27,937,739
34.	Aggregate write-ins for special surplus funds	2,540,590	2,456,616
35.	Unassigned funds (surplus)	4,259,409	1,849,591
36.	Less treasury stock, at cost:		
	36.1 .....0.000 shares common (value included in Line 29 $..........0)		
	36.2 .....0.000 shares preferred (value included in Line 30 $..........0)		
37.	Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including $..........0 in Separate Accounts Statement)	34,737,738	32,243,946
38.	Totals of Lines 29, 30 and 37	40,377,738	37,883,946
39.	Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	442,407,869	452,928,452

DETAILS OF WRITE-INS

2501.	Escheat	1,004,874	696,654
2502.	Deferred Lease Liability	243,750	195,000
2503.			
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0
2599.	Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	1,248,624	891,654
3101.			
3102.			
3103.			
3198.	Summary of remaining write-ins for Line 31 from overflow page	0	0
3199.	Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above)	0	0
3401.	SSAP 10R Additional Surplus	2,489,000	2,405,000
3402.	Subsidiary SSAP 10R Additional Surplus	51,590	51,616
3403.			
3498.	Summary of remaining write-ins for Line 34 from overflow page	0	0
3499.	Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above)	2,540,590	2,456,616

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	76,859,951	64,032,179	87,444,914
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	18,272,824	18,351,590	24,444,027
4. Amortization of Interest Maintenance Reserve (IMR)	193,341	258,797	350,437
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	4,976,866	10,009,026	12,702,021
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	258,156	381,864	508,359
9. Totals (Lines 1 to 8.3)	100,561,138	93,033,456	125,449,758
10. Death benefits	1,461,094	1,109,729	1,546,637
11. Matured endowments (excluding guaranteed annual pure endowments)	5,885	10,324	36,746
12. Annuity benefits	6,370,929	8,007,146	9,577,039
13. Disability benefits and benefits under accident and health contracts	54,364,832	41,896,442	57,412,219
14. Coupons, guaranteed annual pure endowments and similar benefits	907	461	739
15. Surrender benefits and withdrawals for life contracts	15,450,850	12,793,408	19,817,829
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	194,707	167,153	435,654
18. Payments on supplementary contracts with life contingencies	56,259	57,689	80,723
19. Increase in aggregate reserves for life and accident and health contracts	(14,345,972)	(10,295,691)	(17,196,423)
20. Totals (Lines 10 to 19)	63,559,491	53,746,661	71,711,163
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)	16,587,106	15,502,427	20,950,124
22. Commissions and expense allowances on reinsurance assumed	1,051	2,465	3,423
23. General insurance expenses	9,047,385	10,955,317	14,810,460
24. Insurance taxes, licenses and fees, excluding federal income taxes	2,248,554	1,830,730	2,182,400
25. Increase in loading on deferred and uncollected premiums	(43,674)	(163,465)	(214,757)
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions	4,631,137	4,568,636	5,977,004
28. Totals (Lines 20 to 27)	96,031,050	86,442,771	115,419,817
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	4,530,088	6,590,685	10,029,941
30. Dividends to policyholders	27,903	(20,742)	(12,192)
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	4,502,185	6,611,427	10,042,133
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	1,605,108	489,990	(642,861)
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)	2,897,077	6,121,437	10,684,994
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of $.....23,171 (excluding taxes of $.....194,597 transferred to the IMR)	(612,085)	(432,653)	(62,935)
35. Net income (Line 33 plus Line 34)	2,284,992	5,688,784	10,622,059
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	37,883,946	33,330,107	33,330,107
37. Net income (Line 35)	2,284,992	5,688,784	10,622,059
38. Change in net unrealized capital gains (losses) less capital gains tax of $.....(307,032)	53,114	886,216	1,033,862
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	516,968	(216,602)	(268,758)
41. Change in nonadmitted assets	838,285	1,263,464	1,462,508
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	77,657	(418,085)	(399,967)
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			(1,280,252)
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		4,602,972	5,935,620
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	(1,361,198)	(10,325,167)	(12,876,253)
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	83,974	267,152	325,020
54. Net change in capital and surplus (Lines 37 through 53)	2,493,792	1,748,734	4,553,839
55. Capital and surplus as of statement date (Lines 36 + 54)	40,377,738	35,078,841	37,883,946

DETAILS OF WRITE-INS

08.301. Interest on Agent Balances	235,610	361,887	482,907
08.302. Express Script Rebates	21,881	19,827	25,302
08.303. Other Miscellaneous Income	665	150	150
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	258,156	381,864	508,359
2701. Interest on Debt	4,628,105	4,566,945	5,975,212
2702. Penalties	3,032	1,691	1,792
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	4,631,137	4,568,636	5,977,004
5301. SSAP 10R Additional Surplus	84,000	268,000	321,000
5302. Subsidiary SSAP 10R Additional Surplus	(26)	(848)	4,020
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above)	83,974	267,152	325,020

CASH FLOW

		1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CASH FROM OPERATIONS			
1.	Premiums collected net of reinsurance	76,987,377	64,109,268	89,633,515
2.	Net investment income	17,213,091	17,148,120	22,784,890
3.	Miscellaneous income	4,021,696	4,668,695	6,578,706
4.	Total (Lines 1 through 3)	98,222,164	85,926,083	118,997,111
5.	Benefit and loss related payments	75,619,283	60,725,569	90,829,127
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	32,622,800	33,781,690	44,832,837
8.	Dividends paid to policyholders	27,903	320,884	37,871
9.	Federal and foreign income taxes paid (recovered) net of $..........0 tax on capital gains (losses)	1,253,550	307,602	(1,540,398)
10.	Total (Lines 5 through 9)	109,523,536	95,135,745	134,159,437
11.	Net cash from operations (Line 4 minus Line 10)	(11,301,372)	(9,209,662)	(15,162,326)
	CASH FROM INVESTMENTS			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	24,684,857	25,522,563	32,777,989
	12.2 Stocks		149,625	698,284
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds		24,294	24,294
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	24,684,857	25,696,483	33,500,567
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	14,094,085	26,579,693	49,100,823
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets	0	0	
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)	14,094,085	26,579,693	49,100,823
14.	Net increase (decrease) in contract loans and premium notes	(540,218)	(2,274,804)	(2,493,582)
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	11,130,990	1,391,594	(13,106,674)
	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		4,602,972	4,602,972
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	(707,857)	(117,403)	(768,975)
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)	2,730,397	(1,444,622)	1,034,433
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,022,540	3,040,947	4,868,430
	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)	1,852,158	(4,777,121)	(23,400,570)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	5,619,136	29,019,706	29,019,706
	19.2 End of period (Line 18 plus Line 19.1)	7,471,293	24,242,584	5,619,136

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

20.0001				

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	5,700,770	6,238,376	7,965,913
3. Ordinary individual annuities	556,256	7,548,834	7,964,552
4. Credit life (group and individual)			
5. Group life insurance	84,297	94,368	121,536
6. Group annuities			
7. A&H - group	640,090	432,289	688,630
8. A&H - credit (group and individual)			
9. A&H - other	83,917,674	70,724,496	95,676,529
10. Aggregate of all other lines of business	0	0	0
11. Subtotal	90,899,087	85,038,363	112,417,160
12. Deposit-type contracts	103,872	36,613	83,625
13. Total	91,002,959	85,074,976	112,500,785

DETAILS OF WRITE-INS

1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0
1099. Total (Lines 1001 thru 1003 plus 1098) (Line 10 above)	0	0	0

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

a. Accounting Practices and Procedures

The financial statements of Loyal American Life Insurance Company ("LALIC" or "the Company") are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

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, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures* manual, ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the State of Ohio.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

D. (1) The Company uses dealer-modeled prepayment assumptions for mortgage-backed and asset-backed securities at the date of purchase to determine effective yields; significant changes in estimated cash flows from original purchase assumptions are accounted for on a prospective basis.

(2) The Company does not currently hold any securities with an other-than-temporary ("OTTI") impairment where there is an intent to sell or an inability or lack of intent to hold the securities for a sufficient period of time necessary to recover the amortized cost basis of the securities.

(3) The following table shows each security with a credit-related other-than-temporary ("OTTI") impairment charge recognized:

CUSIP	Amortized Cost Before OTTI	Present Value of Projected Cash Flows	OTTI Charge Recognized in Income Statement	Amortized Cost After OTTI	Fair Value	Date Reported
05949CGW0	$ 969,010	$ 944,680	$ 24,330	$944,680	$ 925,000	3/31/11
12641PBB9	36,938	22,438	14,500	22,438	44,100	3/31/11
12641PBQ6	34,823	31,660	3,163	31,660	17,200	3/31/11
12641PBR4	11,918	5,000	6,918	5,000	19,500	3/31/11
47232DAL6	34,732	21,430	13,302	21,430	40,697	3/31/11
47232VCP5	70,542	57,630	12,912	57,630	58,284	3/31/11
47232VCT7	34,095	18,238	15,857	18,238	43,643	3/31/11
47232VDE9	95,235	85,580	9,655	85,580	50,093	3/31/11
47232VEV0	175,007	165,999	9,008	165,999	114,144	3/31/11
57643MLZ5	957,240	925,680	27,240	930,000	930,000	3/31/11
761118KH0	510,779	492,029	7,066	503,713	503,713	3/31/11
05949CGW0	944,542	913,150	13,793	930,749	930,749	6/30/11
12641PBA1	80,000	61,525	18,475	61,525	43,600	6/30/11
12641PBB9	22,422	5,400	17,022	5,400	40,050	6/30/11
12641PBP8	60,000	51,117	8,883	51,117	30,000	6/30/11
12641PBQ6	31,650	16,000	15,650	16,000	17,200	6/30/11
12641QBX9	103,590	89,560	14,030	89,560	36,000	6/30/11
12641QDW9	85,834	49,193	36,641	49,193	25,201	6/30/11
41161PTN3	490,304	467,615	22,689	467,615	430,881	6/30/11
472321AK4	40,619	14,833	5,576	35,043	35,043	6/30/11
472321AL2	10,609	6,708	3,901	6,708	5,354	6/30/11
47232DAH5	48,603	43,206	5,397	43,206	30,496	6/30/11
47232DAJ1	48,603	34,022	14,581	34,022	22,232	6/30/11
47232DAK8	36,147	24,301	11,846	24,301	17,817	6/30/11
47232VAJ1	30,005	19,522	10,483	19,522	28,468	6/30/11
47232BAK8	26,937	13,216	13,721	13,216	41,429	6/30/11
47232VCN0	100,000	83,050	16,950	83,050	46,377	6/30/11
47232VCP5	56,113	30,000	26,113	30,000	57,736	6/30/11
47232VCS9	81,995	57,584	24,411	57,584	51,391	6/30/11
47232VDD1	200,000	176,000	24,000	176,000	95,888	6/30/11
47232VDE9	84,273	22,000	62,273	22,000	48,802	6/30/11
47232VEV0	154,369	125,049	39,320	125,049	106,635	6/30/11

NOTES TO FINANCIAL STATEMENTS

CUSIP	Amortized Cost Before OTTI	Present Value of Projected Cash Flows	OTTI Charge Recognized in Income Statement	Amortized Cost After OTTI	Fair Value	Date Reported
12641PBQ6	15,449	8,194	7,255	8,194	18,700	9/30/11
12641QBX9	89,401	82,080	7,321	82,080	35,430	9/30/11
12641QDV1	1,113,436	1,108,078	5,358	1,108,078	1,118,897	9/30/11
47232VCS9	57,247	45,274	11,973	45,274	46,660	9/30/11
47232VCT7	17,860	10,560	7,300	10,560	38,384	9/30/11

(4) The following table shows all loan-backed securities with an unrealized loss:

Less than 12 months		12 months or more	
Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
$ 12,579,068	$ (379,767)	$ 12,652,939	$ (2,290,371)

(5) Based on cash flow projections received from independent sources (which reflect loan to collateral values, subordination, vintage and geographic concentration), implied cash flows inherent in security ratings and analysis of historical payment data, management believes that the Company will recover its cost basis in all securities with unrealized losses at September 30, 2011. The Company has the intent to hold such securities until they recover in value or mature.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No significant change.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

C. The Company was not involved in any wash sale transactions in 2011.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

Not applicable.

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

Not applicable.

Note 20 - Fair Value

1. Fair Value Measurements at Reporting Date

The Company has categorized its assets and liabilities measured at fair value into the three-level fair value hierarchy as reflected in the following table. See item 4 below for a discussion of each of these three levels.

Description	Level 1	Level 2	Level 3	Total
Assets:				
Bonds:				
Residential MBS	-	$93,380	-	$93,380
All other bonds	-	100	-	100
Total Bonds	-	93,480	-	93,480
Non affiliated common stock	3,396,825	-	-	3,396,825
Total assets accounted for at fair value	$3,396,825	$93,480	$ -	$3,490,305

2. The Company does not have any Level 3 securities carried at fair value.

3. Fair Value Recognition of Transfers Between Levels

The Company recognizes and records the transfer of securities into and out of level 3 due to changes in availability of market observable inputs. All transfers are reflected in the table above at fair value as of the end of the reporting period.

4. Inputs and Techniques Used in Estimating Fair Value

No significant change.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

Management has evaluated the financial statements for subsequent events through November 11, 2011, the date financial statements were available to be issued.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2010 were $9,553,824. As of September 30, 2011, $7,057,910 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $1,029,243 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on medicare supplement and cancer expense lines of insurance. Therefore, there has been a $1,466,671 favorable prior year development since December 31, 2010 to September 30, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

NOTES TO FINANCIAL STATEMENTS

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

Not applicable.

Note 31 - Reserves for Life Contracts and Annuity Contracts

No significant change.

Note 32 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No significant change.

Note 33 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 34 - Separate Accounts

Not applicable.

Note 35 - Loss/Claim Adjustment Expenses

No significant change.

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 [X]

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 [X] N/A [ ]
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006.......................

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. 12/31/2006.......................

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). 1/25/2008.........................

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [ ] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

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 [X] No [ ]

8.4 If the 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
Great American Advisors	Cincinnati, OH	NO	NO	NO	NO	YES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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 any amounts receivable from parent included in the Page 2 amount: $....................................0

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: $....................................0

13. Amount of real estate and mortgages held in short-term investments: $....................................0

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	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 13,481,767	$ 13,516,143
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 13,481,767	$ 13,516,143
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [X]
If no, attach a description with this statement.

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
The Bank of New York Mellon	One Wall Street, New York, NY 10286

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

1 Central Registration Depository	2 Name(s)	3 Address
N/A	American Money Management Corporation	One East Fourth Street, Cincinnati, OH 45202

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 (continued)

PART 2 - LIFE & HEALTH

			1
1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:		
1.1	Long-term mortgages in good standing		Amount
	1.11	Farm mortgages	$
	1.12	Residential mortgages	$
	1.13	Commercial mortgages	$
	1.14	Total mortgages in good standing	$ 0
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	$ 0
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	$ 0
1.5	Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)		$ 0
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	$ 0
2.	Operating Percentages:		
	2.1	A&H loss percent	72.5
	2.2	A&H cost containment percent	
	2.3	A&H expense percent excluding cost containment expenses	29.6
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		$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only					
		Life Contracts		4	5	6	7
		2	3	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees			
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations		Other Considerations	Total Columns 2 through 5	Deposit-Type Contracts
1. Alabama AL	L	554,489		2,736,937		3,291,426	
2. Alaska AK	L	2,065		9,616		11,681	
3. Arizona AZ	L	31,252		337,868		369,120	
4. Arkansas AR	L	177,930	16,172	596,583		790,685	
5. California CA	L	113,454	100,485	624,745		838,684	
6. Colorado CO	L	19,134		312,539		331,672	
7. Connecticut CT	L	3,464		57,396		60,860	
8. Delaware DE	L	19,179		5,879		25,059	
9. District of Columbia DC	L	7,273		7,872		15,144	
10. Florida FL	L	562,839	33,846	640,066		1,236,751	
11. Georgia GA	L	272,442	1,069	802,976		1,076,487	
12. Hawaii HI	L	11,930		84,463		96,394	
13. Idaho ID	L	2,064	5,000	768,189		775,253	
14. Illinois IL	L	118,641		5,734,945		5,853,586	
15. Indiana IN	L	223,330	15,134	3,708,859		3,947,323	
16. Iowa IA	L	13,289		3,409,804		3,423,093	
17. Kansas KS	L	47,622		3,295,366		3,342,989	
18. Kentucky KY	L	38,892		1,267,792		1,306,684	
19. Louisiana LA	L	249,308		1,427,972		1,677,280	
20. Maine ME	L	66,157		168,612		234,768	
21. Maryland MD	L	58,292		139,525		197,817	
22. Massachusetts MA	L	66,191		26,417		92,609	
23. Michigan MI	L	51,710		2,943,954		2,995,664	
24. Minnesota MN	L	28,434		166,388		194,822	51,936
25. Mississippi MS	L	236,293		3,350,432		3,586,726	
26. Missouri MO	L	114,818		2,312,153		2,426,971	
27. Montana MT	L	1,661		1,159,190		1,160,851	
28. Nebraska NE	L	25,291		2,022,576		2,047,867	
29. Nevada NV	L	14,490		45,704		60,194	
30. New Hampshire NH	L	12,777		5,192		17,969	
31. New Jersey NJ	L	75,164	96,628	6,914		178,707	
32. New Mexico NM	L	11,981		448,867		460,848	
33. New York NY	N	22,620		10,640		33,259	
34. North Carolina NC	L	566,603	3,752	5,686,509		6,256,864	
35. North Dakota ND	L	1,038		42,471		43,509	
36. Ohio OH	L	142,778		2,475,308		2,618,086	
37. Oklahoma OK	L	87,394		2,382,988		2,470,382	
38. Oregon OR	L	19,990	120,384	1,751,175		1,891,549	
39. Pennsylvania PA	L	59,179	109,615	658,630		827,424	
40. Rhode Island RI	L	26,354		21,554		47,908	
41. South Carolina SC	L	235,105	7,174	5,215,127		5,457,406	
42. South Dakota SD	L	18,000		1,319,596		1,337,596	
43. Tennessee TN	L	369,447	10	1,838,690		2,208,147	
44. Texas TX	L	332,889		22,161,889		22,494,779	
45. Utah UT	L	15,347	6,000	436,601		457,947	
46. Vermont VT	L	109,287		29,168		138,455	
47. Virginia VA	L	141,165	18,419	370,340		529,924	
48. Washington WA	L	11,363	17,536	31,889		60,788	
49. West Virginia WV	L	126,457	176	613,206		739,839	
50. Wisconsin WI	L	11,853	100	590,282		602,235	51,936
51. Wyoming WY	L	1,885		216,760		218,645	
52. American Samoa AS	N					0	
53. Guam GU	N	1,628				1,628	
54. Puerto Rico PR	N	9,381		50		9,431	
55. US Virgin Islands VI	L	9,864	4,756	469		15,089	
56. Northern Mariana Islands MP	N					0	
57. Canada CN	N	154				154	
58. Aggregate Other Alien OT	XXX	251,261	0	526	0	251,787	0
59. Subtotal	(a) 51	5,802,898	556,256	84,479,658	0	90,838,812	103,872
90. Reporting entity contributions for employee benefit plans	XXX					0	
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX					0	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX					0	
93. Premium or annuity considerations waived under disability or other contract provisions	XXX	78,528		11,758		90,286	
94. Aggregate other amounts not allocable by State	XXX	0	0	0	0	0	0
95. Totals (Direct Business)	XXX	5,881,426	556,256	84,491,416	0	90,929,098	103,872
96. Plus Reinsurance Assumed	XXX	41,894		9,097		50,991	
97. Totals (All Business)	XXX	5,923,320	556,256	84,500,513	0	90,980,089	103,872
98. Less Reinsurance Ceded	XXX	4,331,525	270,445	9,646,445		14,248,415	
99. Totals (All Business) less Reinsurance Ceded	XXX	1,591,795	285,811	74,854,068	0	76,731,674	103,872

DETAILS OF WRITE-INS

5801. Chile	XXX	75,728				75,728	
5802. Honduras	XXX	53,025				53,025	
5803. Austria	XXX	39,777				39,777	
5898. Summary of remaining write-ins for line 58 from overflow page	XXX	82,730	0	526	0	83,256	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)	XXX	251,261	0	526	0	251,787	0
9401.	XXX					0	
9402.	XXX					0	
9403.	XXX					0	
9498. Summary of remaining write-ins for line 94 from overflow page	XXX	0	0	0	0	0	0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above)	XXX	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domicilied 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

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

		Response
1.	Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
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
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?	YES
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
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
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

Explanations:

1.
2.
3.
4.
5.
6.
7.

Bar Code:

65722201149000003

65722201144700003

65722201136500003

65722201144800003

65722201144500003

65722201144900003

Overflow Page for Write-Ins

Additional Write-Ins for Schedule T:

	1	Direct Business Only					
		Life Contracts		4	5	6	7
		2	3	Accident and Health Insurance Premiums,		Total	
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations	Including Policy, Membership and Other Fees	Other Considerations	Columns 2 through 5	Deposit-Type Contracts
5804. Guatemala	XXX	24,951				24,951	
5805. Costa Rica	XXX	11,442				11,442	
5806. Ecuador	XXX	11,387				11,387	
5807. Mexico	XXX	11,272				11,272	
5808. Niue	XXX	10,839				10,839	
5809. Venezuela	XXX	4,475				4,475	
5810. Greece	XXX	3,232				3,232	
5811. Bolivia	XXX	2,169				2,169	
5812. Bahamas	XXX	1,628				1,628	
5813. Switzerland	XXX	999				999	
5814. Timor-Leste	XXX	336				336	
5815. United Arab Emirates	XXX			327		327	
5816. Seychelles	XXX			64		64	
5817. Japan	XXX			45		45	
5818. Belize	XXX			45		45	
5819. Bahamas	XXX			45		45	
5897. Summary of remaining write-ins for line 58	XXX	82,730	0	526	0	83,256	0

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	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	410,913,989	398,014,529
2. Cost of bonds and stocks acquired	14,094,085	43,902,758
3. Accrual of discount	1,401,803	1,559,405
4. Unrealized valuation increase (decrease)	(253,949)	1,315,124
5. Total gain (loss) on disposals	555,991	712,908
6. Deduct consideration for bonds and stocks disposed of	24,684,857	33,476,273
7. Deduct amortization of premium	322,070	380,163
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	588,913	734,297
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	401,116,076	410,913,989
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	401,116,076	410,913,989

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	302,734,094	27,169,132	32,826,539	190,887	296,728,941	302,734,094	297,267,574	304,396,204
2. Class 2 (a)	81,445,842	1,981,810	61,990	29,428	77,555,793	81,445,842	83,395,090	84,303,005
3. Class 3 (a)	11,429,256	2,035,000	121,484	1,203	14,659,511	11,429,256	13,343,975	12,836,509
4. Class 4 (a)	1,341,967			(2,467)	1,436,260	1,341,967	1,339,500	1,438,382
5. Class 5 (a)	115,320			(35,740)	139,667	115,320	79,580	140,321
6. Class 6 (a)	148,754			(15,606)	164,289	148,754	133,148	199,932
7. Total Bonds	397,215,233	31,185,942	33,010,013	167,705	390,684,461	397,215,233	395,558,867	403,314,353
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	397,215,233	31,185,942	33,010,013	167,705	390,684,461	397,215,233	395,558,867	403,314,353

(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 $.....11,355,759; NAIC 2 $..........0; NAIC 3 $..........0; NAIC 4 $..........0; NAIC 5 $..........0; NAIC 6 $..........0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	11,355,759	XXX	11,355,759	2,495	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	9,682,111	32,056,987
2. Cost of short-term investments acquired	84,937,523	135,688,081
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	83,263,875	158,062,956
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	11,355,759	9,682,111
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	11,355,759	9,682,111

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous									
19122T AE 9	COCA-COLA ENTER 3.25 08-19-21 NC		08/16/2011	DEUTSCHE MORGAN GRENFELL		982,460	1,000,000		2FE
27876G BE 7	ECHOSTAR DBS 7.125 02-01-16 NC		08/09/2011	BANK OF AMER / ML		2,035,000	2,000,000	4,354	3FE
458140 AJ 9	INTEL CORP 3.30 10-01-21		09/14/2011	GOLDMAN SACHS & CO		997,620	1,000,000		1FE
74928H AB 2	RBSCF 2010-RR3 CSCB SEQ SSUP 5.467RE		09/26/2011	RBS SECURITIES/GREENWICH		934,688	1,000,000	4,252	1Z*
863576 EQ 3	SASC 2006-OW1 A4 SEQ FLT 12-35		09/27/2011	CANTOR FITZGERALD & CO		1,001,273	1,546,368	75	1Z*
918204 AV 0	VF CORP 3.50 09-01-21 NC		08/17/2011	BANK OF AMER / ML		996,900	1,000,000		1FE
98419M AE 0	XYLEM INC 4.875 10-01-21		09/15/2011	J. P. MORGAN SECURITIES		999,350	1,000,000		2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					7,947,291	8,546,368	8,681	XXX
8399997.	Total - Bonds - Part 3					7,947,291	8,546,368	8,681	XXX
8399999.	Total - Bonds					7,947,291	8,546,368	8,681	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					7,947,291	XXX	8,681	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	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 (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
Bonds - U.S. Government																					
36218V G4 9	GNSF 233419 PT 9.50 09-15-17		09/15/2011	PAYDOWNS		26	26	24	26				0		26			0	2	09/15/2017	1
690353 RX 7	OVERSEAS PRIV INV 4.44 02-27-27 AL21		08/27/2011	SINKING FUND PAYMENT		30,523	30,523	30,523	30,523				0		30,523			0	1,355	02/27/2027	1
0599999.	Total - Bonds - U.S. Government					30,549	30,549	30,547	30,549	0	0	0	0	0	30,549	0	0	0	1,357	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
31340Y DB 2	FHR 88-12 A PAC 9.25 11-15-19		09/15/2011	PAYDOWNS		57	57	55	57				0		57			0	4	11/15/2019	1
31358E D8 2	FNR 1990-93G PAC 5.50 8-25-20		09/26/2011	PAYDOWNS		634	634	551	603		31		31		634			0	24	08/25/2020	1
31358E 3Z 3	FNR 1990-111 XSEQ 8.75 9-25-20		09/26/2011	PAYDOWNS		218	218	222	219		(1)		(1)		218			0	12	09/25/2020	1
31358G 5J 2	FNR 1991-65Z ZX 6.50 6-25-21		09/26/2011	PAYDOWNS		7,647	7,647	7,108	7,489		158		158		7,647			0	346	06/25/2021	1
31358H HV 0	FNR 1991-85 ZX 8.00 6-25-21		09/26/2011	PAYDOWNS		2,611	2,611	2,434	2,577		34		34		2,611			0	141	06/25/2021	1
31358H JM 8	FNR 1991-76 ZX 9.00 7-25-21		09/26/2011	PAYDOWNS		563	563	565	563				0		563			0	34	07/25/2021	1
31358K DY 1	FNR 1991-G36 ZBX 7.00 11-25-21		09/26/2011	PAYDOWNS		1,879	1,879	1,840	1,865		14		14		1,879			0	88	11/25/2021	1
31358N ZD 7	FNR 1992-79 ZX 9.00 6-25-22		09/26/2011	PAYDOWNS		3,513	3,513	3,529	3,513				0		3,513			0	224	06/25/2022	1
313602 AZ 7	FNR 1988-2 Z XSEQ 10.10 2-25-18		09/26/2011	PAYDOWNS		1,007	1,007	990	1,003		4		4		1,007			0	68	02/25/2018	1
31392F BQ 9	FNR 2002-70 QG PAC 5.50 6-25-31		09/26/2011	PAYDOWNS		87,268	87,268	88,291	87,491		(223)		(223)		87,268			0	3,209	06/25/2031	1
31392J 5B 1	FNR 2003-23 PG PAC 5.50 1-25-32		09/26/2011	PAYDOWNS		259,469	259,469	264,577	261,718		(2,249)		(2,249)		259,469			0	9,533	01/25/2032	1
31393B 5U 5	FNR 2003-53 JM PAC 5.50 12-25-31		09/26/2011	PAYDOWNS		243,849	243,849	247,506	245,453		(1,604)		(1,604)		243,849			0	9,097	12/25/2031	1
31395A ET 8	FHR 2808 BD PAC 5.50 3-15-33		09/15/2011	PAYDOWNS		217,187	217,187	223,296	220,822		(3,635)		(3,635)		217,187			0	8,025	03/15/2033	1
452001 UK 4	ILLINOIS ED FAC (LOYOLA) 7.12 7-1-11		07/01/2011	REDEEMED		1,000,000	1,000,000	931,180	995,443		4,557		4,557		1,000,000			0	71,200	07/01/2011	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					1,825,902	1,825,902	1,772,144	1,828,816	0	(2,914)	0	(2,914)	0	1,825,902	0	0	0	102,005	XXX	XXX
Bonds - Industrial and Miscellaneous																					
006346 AK 6	ADMSO 2010-1 A ABS 5.438 12-20-40		09/20/2011	PAYDOWNS		5,910	5,910	5,910	5,910				0		5,910			0	214	12/20/2040	1Z*
05532E AG 0	BCAP 2009-RR10 4A1 SEQ SSNR 6.0 37RE		09/29/2011	PAYDOWNS		99,036	99,036	96,312	96,515		2,521		2,521		99,036			0	4,068	06/27/2037	1Z*
07387B FQ 1	BSCMS 2006-T22 A3 SEQ CSTR 4-12-38		08/12/2011	PAYDOWNS		159,614	159,614	162,232	162,089		(2,475)		(2,475)		159,614			0	5,241	04/12/2038	1Z*
09774X AU 6	BCM 1999-A A3 SEQ 5.98 1-15-18		09/15/2011	PAYDOWNS		10,011	10,011	9,242	4,098		5,913		5,913		10,011			0	390	01/15/2018	1Z*
12641Q BC 5	CSMC 2009-7R 7A1 SEQ EXCH FLT 36RE		09/27/2011	PAYDOWNS		39	39	39	39				0		39			0	2	12/26/2036	1Z*
12641Q DV 1	CSMC 2009-7R 16A1 SEQ EXCH 5.75 36RE		09/27/2011	PAYDOWNS		102,024	102,024	102,044	102,038		(14)		(14)		102,024			0	3,904	02/26/2036	1Z*
126650 AF 7	CVS CORP 7.77 1-10-12 AL 01-06-12 NC		07/10/2011	SINKING FUND PAYMENT		8,612	8,612	8,612	8,612				0		8,612			0	390	01/10/2012	2FE
126650 AF 7	CVS CORP 7.77 1-10-12 AL 01-06-12 NC		08/10/2011	SINKING FUND PAYMENT		8,668	8,668	8,668	8,668				0		8,668			0	449	01/10/2012	2FE
126650 AF 7	CVS CORP 7.77 1-10-12 AL 01-06-12 NC		09/12/2011	SINKING FUND PAYMENT		8,724	8,724	8,724	8,724				0		8,724			0	565	01/10/2012	2FE
12667F EG 6	CWALT 2004-J2 3A3 PAC 5.50 42534		09/26/2011	PAYDOWNS		138,092	138,092	135,848	136,343		1,749		1,749		138,092			0	5,018	04/25/2034	1Z*
12669D US 5	CWHL 2002-39 A18 PAC 5.75 2-25-33		09/26/2011	PAYDOWNS		128,205	128,205	127,064	127,358		847		847		128,205			0	4,996	02/25/2033	1Z*
14574K AE 2	CAUTO 2010-1A A ABS 5.73 12-38		09/15/2011	PAYDOWNS		3,391	3,391	3,391	3,391				0		3,391			0	130	12/15/2038	1Z*
16162X AD 9	CHASE 2006-S3 1A4 SEQ SSNR FLT 1136		09/26/2011	PAYDOWNS		23,328	23,328	20,353	20,239		3,089		3,089		23,328			0	894	11/25/2036	1Z*
172921 AA 6	CMSI 1987-1 A1 SEQ 9.00 4-25-17		09/26/2011	PAYDOWNS		227	227	224	218		9		9		227			0	13	04/25/2017	1Z*
17315X AD 3	CMLTI 2009-9 2A1 RR SEQ SSNR CSTR RE		09/26/2011	PAYDOWNS		111,642	111,642	107,177	107,605		4,037		4,037		111,642			0	4,035	11/25/2035	1Z*

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	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 (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
22541Q FV 9	CSFB 2003-17 1A4 NAS 5.50 6-25-33		09/26/2011	PAYDOWNS		26,547	26,547	26,724	26,690		(143)		(143)		26,547			0	935	06/25/2033	1Z*
22541S AC 2	CSFB 2004-C1 A3 SEQ 4.321 1-15-37		09/16/2011	PAYDOWNS		128,497	128,497	128,096	128,438		59		59		128,497			0	3,660	01/15/2037	1Z*
30257G AA 9	FPL ENERGY NATL 5.608 31024 A0317 !		09/12/2011	SINKING FUND PAYMENT		36,170	36,170	35,931	35,979		7		7		35,986		185	185	3,043	03/10/2024	2FE
36158Y HA 0	GECMC 2002-3A A2 SEQ 4.996 12-10-37		09/12/2011	PAYDOWNS		42,705	42,705	42,159	42,197		508		508		42,705			0	1,421	12/10/2037	1Z*
36190G AA 6	GSMSC 2009-4R 1A1 SEQ SSNR CSTR 37RE		09/28/2011	PAYDOWNS		18,365	18,365	17,814	17,865		500		500		18,365			0	767	01/26/2037	1Z*
36828Q HH 2	GECMC 2004-C2 A3 SEQ 4.641 3-10-40		09/12/2011	PAYDOWNS		128,146	128,146	125,103	127,192		954		954		128,146			0	3,953	03/10/2040	1Z*
39538W DC 9	GPMF 2005-HE4 1A1 SEQ FLT 7-30		09/26/2011	PAYDOWNS		37,874	37,874	32,951	33,140		4,734		4,734		37,874			0	117	07/25/2030	1Z*
41161P TN 3	HVMLT 2005-10 2A1A SEQ SSNR FLT 1135		09/19/2011	PAYDOWNS		20,871	20,871	14,661	14,938		5,933		5,933		20,871			0	76	11/19/2035	1Z*
41161P UK 7	HVMLT 2005-11 2A1A SEQ SSNR FLT 0845		09/19/2011	PAYDOWNS		14,292	14,292	10,040	10,210		4,082		4,082		14,292			0	54	08/19/2045	1Z*
45254N MZ 7	IMM 2005-2 1A2 SEQ SSUP FLT 0435		09/26/2011	PAYDOWNS		21,097	21,097	17,721	17,944		3,153		3,153		21,097			0	114	04/25/2035	1Z*
45254T PK 4	IMSA 2004-2 A4 SEQ STP 08-25-34		09/26/2011	PAYDOWNS		8,797	8,797	8,796	8,797				0		8,797			0	321	08/25/2034	1Z*
465210 ZZ 8	ISTAR FINANCIAL A-1 L+375 06-28-13		09/20/2011	PAYDOWNS		122,526	122,526	121,301			183		183		121,484		1,044	1,044	1,893	06/28/2013	3FE
46628L AB 4	JPMMT 2006-A4 1A2 SEQ SSNR CSTR 6-36		09/26/2011	PAYDOWNS		193,539	193,539	154,831	121,760		71,779		71,779		193,539			0	5,085	06/25/2036	1Z*
46632T AA 3	JPMMT 2008-R2 1A1 SEQ SSNR CSTR 37RE		09/28/2011	PAYDOWNS		81,966	81,966	61,065	61,624		20,342		20,342		81,966			0	3,023	07/27/2037	1Z*
46633K AY 9	JPMRR 2009-5 3A1 SEQ SSNR CSTR 37 RE		09/27/2011	PAYDOWNS		25,361	25,361	24,029	24,207		1,154		1,154		25,361			0	1,072	05/26/2037	1Z*
47232D AF 9	JMAC 2009-R5 2A1 SEQ SSNR CSTR 36RE		09/27/2011	PAYDOWNS		13,526	13,526	13,526	13,526				0		13,526			0	604	09/26/2036	1Z*
47232D AL 6	JMAC 2009-R5 2A6 SUB SSUP CSTR 36RE		09/26/2011	PAYDOWN			2,132	1,595	488		(488)		(488)					0	104	09/26/2036	6Z*
47232D AT 9	JMAC 2009-R5 4A1 SEQ SSNR CSTR 36RE		09/27/2011	PAYDOWNS		36,679	36,679	36,679	36,679				0		36,679			0	1,473	09/26/2036	1Z*
47232D BV 3	JMAC 2009-R5 9A1 SEQ SSNR CSTR 37RE		09/29/2011	PAYDOWNS		55,407	55,407	54,824	50,661		4,746		4,746		55,407			0	2,079	06/26/2037	1Z*
47232D DG 4	JMAC 2009-R5 16A1 SEQ SSNR CSTR 37RE		09/29/2011	PAYDOWNS		159,512	159,512	159,512	159,512				0		159,512			0	7,428	08/26/2037	1Z*
47232D DT 6	JMAC 2009-R5 18A1 SEQ SSNR CSTR 37RE		09/27/2011	PAYDOWNS		50,277	50,277	50,277	50,277				0		50,277			0	1,798	04/26/2037	1Z*
47232D EU 2	JMAC 2009-R5 22A1 SEQ SSNR CSTR RE		09/29/2011	PAYDOWNS		43,246	43,246	43,246	40,021		3,225		3,225		43,246			0	1,634	08/26/2037	1Z*
47232D EY 4	JMAC 2009-R5 22A5 SUB SSUP CSTR RE		09/26/2011	PAYDOWNS			17,263	3,336	1,657		(1,657)		(1,657)					0	663	08/26/2037	1Z*
47232V AF 9	JMAC 2009-R4 2A1 SEQ SSNR 5.75 37RE		09/29/2011	PAYDOWNS		17,155	17,155	17,155	17,155				0		17,155			0	636	02/26/2037	1Z*
47232V AK 8	JMAC 2009-R4 2A5 SUB SSUP 5.75 37RE		09/26/2011	PAYDOWNS			15,367	7,705	2,833		(2,833)		(2,833)					0	582	02/26/2037	6Z*
47232V CQ 3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 36RE		09/29/2011	PAYDOWNS		144,941	144,941	144,941	144,941				0		144,941			0	5,649	05/26/2036	1Z*
47232V DF 6	JMAC 2009-R4 16A1 SEQ SSNR 6.0 36RE		09/29/2011	PAYDOWNS		184,119	184,119	179,297	179,858		4,261		4,261		184,119			0	7,233	04/26/2036	1Z*
47232V DW 9	JMAC 2009-R4 19A1 SEQ SSNR 6.0 36RE		09/29/2011	PAYDOWNS		11,183	11,183	11,183	11,183				0		11,183			0	444	07/26/2036	1Z*
47232V EQ 1	JMAC 2009-R4 23A1 SEQ SSNR 5.75 36RE		09/29/2011	PAYDOWNS		18,861	18,861	18,861	18,861				0		18,861			0	691	01/26/2036	1Z*
47232V EV 0	JMAC 2009-R4 23A6 SUB SSUP 5.75 36RE		09/26/2011	PAYDOWNS			7,617	4,874	3,949		(3,949)		(3,949)					0	284	01/26/2036	3Z*
47232V FK 3	JMAC 2009-R4 27A1 SEQ SSNR CSTR RE		09/29/2011	PAYDOWNS		63,315	63,315	63,315	63,315				0		63,315			0	2,279	06/26/2036	1Z*
47232V GH 9	JMAC 2009-R4 32A1 SEQ SSNR 6.5 36RE		08/26/2011	PAYDOWNS		3,563	3,563	3,563	3,563				0		3,563			0	136	03/26/2036	1Z*
472321 AJ 7	JMAC 2008-R2 3A1 SEQ CSTR 1-25-39RE		09/28/2011	PAYDOWNS		56,673	56,673	50,486	51,464		5,209		5,209		56,673			0	2,045	01/25/2039	1Z*
472321 AL 2	JMAC 2008-R2 3A3 RR MEZ CSTR 0139 RE		09/26/2011	PAYDOWN			2,684	603	198		(198)		(198)					0	109	01/25/2039	1Z*
52521V AE 2	LBSBC 2007-2A 2A2 SEQ FLT 6-25-37		09/26/2011	PAYDOWN		60,235	60,235	39,153	42,950		17,285		17,285		60,235			0	218	06/25/2037	1Z*
525221 EM 5	LXS 2005-7N 1A1A SEQ SSNR FLT 122535		09/26/2011	PAYDOWNS		24,114	24,114	17,664	17,652		6,462		6,462		24,114			0	81	12/25/2035	1Z*

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	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 (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
52525F AA 1	LMT 2008-6 1A1 SEQ SSNR CSTR 07-47		09/26/2011	PAYDOWNS		6,909	6,909	5,873	6,005		904		904		6,909			0	288	07/25/2047	1Z*
61746W H2 9	MSC 2003-T11 A4 SEQ 5.15 6-13-41		09/23/2011	BARCLAYS AMERICA		2,098,125	2,000,000	1,966,250	1,987,592		4,161		4,161		1,991,753		106,372	106,372	84,975	06/13/2041	1Z*
637432 CU 7	NATL RURAL UTIL COOP 7.25 3-1-12 NC		08/19/2011	PARTIAL CALL		356,670	344,000	401,864	353,447		(5,062)		(5,062)		348,385		8,284	8,284	24,109	03/01/2012	1FE
76111J U5 1	RFMSI 2003-S4 A4 NAS 5.75 3-25-33		09/26/2011	PAYDOWNS		47,240	47,240	48,332	48,073		(833)		(833)		47,240			0	1,765	03/25/2033	1Z*
761118 KH 0	RALI 2005-QS15 2A SEQ 6.0 10-25-35		09/26/2011	PAYDOWNS		5,119	11,937	10,968	9,240		(4,121)		(4,121)		5,119			0	477	10/25/2035	1Z*
81375F CM 3	SASI 1993-7 TA6 PAC 6.25 12-25-23		09/26/2011	PAYDOWNS		42	42	39	42				0		42			0	2	12/25/2023	1Z*
883145 AJ 3	TMCL 2011-1A A ABS 4.7 06-26	R	09/16/2011	PAYDOWNS		24,999	24,999	24,999					0		24,999			0	182	06/15/2026	1Z*
89655Y AA 4	TRL 2009-1A A ABS 6.657 11-16-39		09/16/2011	PAYDOWNS		22,752	22,752	22,752	22,752				0		22,752			0	1,016	11/16/2039	1Z*
89656C AA 1	TRL 2010-1A A ABS 5.194 10-16-40		09/19/2011	PAYDOWNS		8,849	8,849	8,849	8,849				0		8,849			0	306	10/16/2040	1Z*
90783T AA 8	UNION PACIFIC RR 5.404 07-02-25 A17		07/02/2011	SINKING FUND PAYMENT		44,278	44,278	44,278	44,278				0		44,278			0	2,393	07/02/2025	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					5,272,065	5,213,151	5,073,061	4,853,849	0	156,033	0	156,033	0	5,156,182	0	115,885	115,885	207,526	XXX	XXX
8399997.	Total - Bonds - Part 4					7,128,516	7,069,602	6,875,752	6,713,214	0	153,119	0	153,119	0	7,012,633	0	115,885	115,885	310,888	XXX	XXX
8399999.	Total - Bonds					7,128,516	7,069,602	6,875,752	6,713,214	0	153,119	0	153,119	0	7,012,633	0	115,885	115,885	310,888	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					7,128,516	XXX	6,875,752	6,713,214	0	153,119	0	153,119	0	7,012,633	0	115,885	115,885	310,888	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
			Rate	Amount of Interest	Amount of Interest Accrued	6	7	8	
Depository		Code	of Interest	Received During Current Quarter	at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
JP Morgan Chase	Austin, TX					(2,746,686)	(2,945,307)	(3,603,558)	XXX
PNC Bank	Cincinnati, OH					(778,000)	(865,528)	(358,153)	XXX
The Bank of New York Mellon	New York, NY		0.010	1		1,006	1,185	1,005	XXX
Mission Community Bank	San Luis Obispo, CA		1.000	249		100,000	100,000	100,000	XXX
0199998. Deposits in.....3 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	XXX			(31,647)	(29,005)	(23,759)	XXX
0199999. Total Open Depositories		XXX	XXX	250	0	(3,455,327)	(3,738,655)	(3,884,465)	XXX
0399999. Total Cash on Deposit		XXX	XXX	250	0	(3,455,327)	(3,738,655)	(3,884,465)	XXX
0599999. Total Cash		XXX	XXX	250	0	(3,455,327)	(3,738,655)	(3,884,465)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE