



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011  
OF THE CONDITION AND AFFAIRS OF THE

American Modern Life Insurance Company

NAIC Group Code 0361 (Current) 0361 (Prior) NAIC Company Code 65811 Employer's ID Number 86-6052181

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

Country of Domicile United States of America

Incorporated/Organized 12/12/1956 Commenced Business 01/03/1957

Statutory Home Office 7000 Midland Blvd. (Street and Number) Amelia, OH 45102-2607 (City or Town, State and Zip Code)

Main Administrative Office 7000 Midland Blvd. (Street and Number) Amelia, OH 45102-2607 (City or Town, State and Zip Code) 800-543-2644-5478 (Area Code) (Telephone Number)

Mail Address P.O. Box 5323 (Street and Number or P.O. Box) Cincinnati, OH 45201-5323 (City or Town, State and Zip Code)

Primary Location of Books and Records 7000 Midland Blvd. (Street and Number) Amelia, OH 45102-2607 (City or Town, State and Zip Code) 800-543-2644-5478 (Area Code) (Telephone Number)

Internet Web Site Address www.amig.com

Statutory Statement Contact Kenneth L. Kuhn (Name) 800-543-2644-5478 (Area Code) (Telephone Number) kkuhn@amig.com (E-mail Address) 513-947-4111 (FAX Number)

OFFICERS

Chairman / Senior Vice President Juergen Erwin Kammerlohr # Senior Vice President William Todd Gray

CEO Anthony Joseph Kuczinski # Senior Vice President / Treasurer James Paul Tierney

OTHER

Matthew Joseph T. McConnell Senior Vice President / Treasurer Michael Lynn Flowers Vice President / Secretary Craig Richard Smiddy Vice President

DIRECTORS OR TRUSTEES

Juergen Erwin Kammerlohr Chairman # Paul Frederick Gelter Michael Lynn Flowers

James Paul Tierney Charles Schuster Griffith III #

State of Ohio SS:

County of Clermont

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.

Anthony Joseph Kuczinski CEO Michael Lynn Flowers Vice President / Secretary Kenneth Leo Kuhn Vice President / Controller

Subscribed and sworn to before me this day of Yes [ X ] No [ ]

1. State the amendment number.....

2. Date filed .....

3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	40,382,346		40,382,346	40,941,354
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	13,501,381		13,501,381	15,597,515
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....(556,138) ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....2,577,777 ) .....	2,021,639		2,021,639	2,564,304
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....			0	0
9. Receivables for securities .....	9,386		9,386	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	145,041	145,041	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	56,059,793	145,041	55,914,752	59,103,173
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	248,292		248,292	371,636
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	0		0	142,764
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	951,039		951,039	1,450,792
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....	865,209		865,209	1,197,224
17. Amounts receivable relating to uninsured plans .....			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....	1,238,050	870,438	367,612	377,593
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	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	0
23. Receivables from parent, subsidiaries and affiliates .....	0		0	2,294
24. Health care (\$ ..... ) and other amounts receivable .....			0	0
25. Aggregate write-ins for other than invested assets .....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	59,362,383	1,015,479	58,346,904	62,645,476
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	59,362,383	1,015,479	58,346,904	62,645,476
DETAILS OF WRITE-INS				
1101. Disallowed Interest Maintenance Reserve .....	145,041	145,041	0	0
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	145,041	145,041	0	0
2501. ....			0	0
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	0	0	0	0

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) .....	20,556,214	22,261,926
2. Aggregate reserve for accident and health contracts (including \$ ..... Modco Reserve) .....	7,838,746	7,691,708
3. Liability for deposit-type contracts (including \$ ..... Modco Reserve) .....		0
4. Contract claims:		
4.1 Life .....	854,992	920,519
4.2 Accident and health .....	501,388	541,170
5. Policyholders' dividends \$ ..... and coupons \$ ..... due and unpaid .....		0
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ ..... Modco) .....		0
6.2 Dividends not yet apportioned (including \$ ..... Modco) .....		0
6.3 Coupons and similar benefits (including \$ ..... Modco) .....		0
7. Amount provisionally held for deferred dividend policies not included in Line 6 .....		0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ ..... discount; including \$ ..... accident and health premiums .....		0
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts .....		0
9.2 Provision for experience rating refunds, including \$ ..... accident and health experience rating refunds .....	159,716	861,592
9.3 Other amounts payable on reinsurance, including \$ ..... assumed and \$ ..... ceded .....	0	0
9.4 Interest Maintenance Reserve .....		0
10. Commissions to agents due or accrued-life and annuity contracts \$ ..... , accident and health \$ ..... and deposit-type contract funds \$ ..... .....	98,796	78,407
11. Commissions and expense allowances payable on reinsurance assumed .....		0
12. General expenses due or accrued .....	2,000,000	2,400,000
13. Transfers to Separate Accounts due or accrued (net) (including \$ ..... accrued for expense allowances recognized in reserves, net of reinsured allowances) .....		0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes .....	139,434	176,480
15.1 Current federal and foreign income taxes, including \$ ..... on realized capital gains (losses) .....	291,433	1,212,816
15.2 Net deferred tax liability .....		0
16. Unearned investment income .....		0
17. Amounts withheld or retained by company as agent or trustee .....		0
18. Amounts held for agents' account, including \$ ..... agents' credit balances .....		0
19. Remittances and items not allocated .....		0
20. Net adjustment in assets and liabilities due to foreign exchange rates .....		0
21. Liability for benefits for employees and agents if not included above .....		0
22. Borrowed money \$ ..... and interest thereon \$ ..... .....		0
23. Dividends to stockholders declared and unpaid .....		0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve .....	1,562,001	1,542,549
24.02 Reinsurance in unauthorized companies .....		0
24.03 Funds held under reinsurance treaties with unauthorized reinsurers .....	1,654,189	1,615,583
24.04 Payable to parent, subsidiaries and affiliates .....	336,909	144,517
24.05 Drafts outstanding .....		0
24.06 Liability for amounts held under uninsured plans .....		0
24.07 Funds held under coinsurance .....		0
24.08 Derivatives .....		0
24.09 Payable for securities .....		0
24.10 Payable for securities lending .....		0
24.11 Capital notes \$ ..... and interest thereon \$ ..... .....		0
25. Aggregate write-ins for liabilities .....	1,847,897	2,055,581
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) .....	37,841,715	41,502,848
27. From Separate Accounts Statement .....		0
28. Total liabilities (Lines 26 and 27) .....	37,841,715	41,502,848
29. Common capital stock .....	2,500,000	2,500,000
30. Preferred capital stock .....		0
31. Aggregate write-ins for other than special surplus funds .....	0	0
32. Surplus notes .....		0
33. Gross paid in and contributed surplus .....	7,000,000	7,000,000
34. Aggregate write-ins for special surplus funds .....	0	0
35. Unassigned funds (surplus) .....	11,005,189	11,642,630
36. Less treasury stock, at cost:		
36.1 ..... shares common (value included in Line 29 \$ ..... ) .....		0
36.2 ..... shares preferred (value included in Line 30 \$ ..... ) .....		0
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ ..... in Separate Accounts Statement) .....	18,005,189	18,642,630
38. Totals of Lines 29, 30 and 37 .....	20,505,189	21,142,630
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3) .....	58,346,904	62,645,478
<b>DETAILS OF WRITE-INS</b>		
2501. Reinsurance Balances Payable .....	1,620,874	1,840,368
2502. Stabilization Reserve .....	100,000	100,000
2503. Unclaimed Funds Payable .....	127,023	115,213
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	1,847,897	2,055,581
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page .....	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above) .....	0	0
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page .....	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) .....	0	0

SUMMARY OF OPERATIONS

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts .....	7,638,774	7,444,968	9,749,624
2. Considerations for supplementary contracts with life contingencies .....			0
3. Net investment income .....	642,021	799,297	1,035,526
4. Amortization of Interest Maintenance Reserve (IMR) .....	856	(48,107)	(1,800)
5. Separate Accounts net gain from operations excluding unrealized gains or losses .....			0
6. Commissions and expense allowances on reinsurance ceded .....	5,595,819	6,327,695	8,263,927
7. Reserve adjustments on reinsurance ceded .....			0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts .....			0
8.2 Charges and fees for deposit-type contracts .....			0
8.3 Aggregate write-ins for miscellaneous income .....	0	0	0
9. Totals (Lines 1 to 8.3) .....	13,877,470	14,523,853	19,047,277
10. Death benefits .....	3,297,580	3,505,148	3,922,645
11. Matured endowments (excluding guaranteed annual pure endowments) .....			0
12. Annuity benefits .....			0
13. Disability benefits and benefits under accident and health contracts .....	1,782,929	1,603,499	1,897,930
14. Coupons, guaranteed annual pure endowments and similar benefits .....			0
15. Surrender benefits and withdrawals for life contracts .....			0
16. Group conversions .....			0
17. Interest and adjustments on contract or deposit-type contract funds .....	0		0
18. Payments on supplementary contracts with life contingencies .....			0
19. Increase in aggregate reserves for life and accident and health contracts .....	(1,558,674)	(3,497,228)	(4,100,094)
20. Totals (Lines 10 to 19) .....	3,521,835	1,611,419	1,720,481
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) .....	7,508,122	7,803,158	10,291,307
22. Commissions and expense allowances on reinsurance assumed .....	58,441	54,629	73,185
23. General insurance expenses .....	1,051,594	988,472	4,401,733
24. Insurance taxes, licenses and fees, excluding federal income taxes .....	538,301	623,196	790,675
25. Increase in loading on deferred and uncollected premiums .....			0
26. Net transfers to or (from) Separate Accounts net of reinsurance .....			0
27. Aggregate write-ins for deductions .....	0	0	0
28. Totals (Lines 20 to 27) .....	12,678,293	11,080,874	17,277,381
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28) .....	1,199,177	3,442,979	1,769,896
30. Dividends to policyholders .....			0
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30) .....	1,199,177	3,442,979	1,769,896
32. Federal and foreign income taxes incurred (excluding tax on capital gains) .....	328,618	756,655	1,212,815
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) .....	870,559	2,686,324	557,081
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ ..... (excluding taxes of \$ ..... transferred to the IMR) .....	107,694		0
35. Net income (Line 33 plus Line 34) .....	978,253	2,686,324	557,081
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year .....	21,142,630	20,822,960	20,822,960
37. Net income (Line 35) .....	978,253	2,686,324	557,081
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 82,510 .....	(3,835,617)	900,208	(1,683,966)
39. Change in net unrealized foreign exchange capital gain (loss) .....			0
40. Change in net deferred income tax .....	(266,851)	(468,206)	396,847
41. Change in nonadmitted assets .....	2,577,484	2,096,032	1,569,271
42. Change in liability for reinsurance in unauthorized companies .....			0
43. Change in reserve on account of change in valuation basis, (increase) or decrease .....			0
44. Change in asset valuation reserve .....	(19,452)		(377,046)
45. Change in treasury stock .....			0
46. Surplus (contributed to) withdrawn from Separate Accounts during period .....			0
47. Other changes in surplus in Separate Accounts Statement .....			0
48. Change in surplus notes .....			0
49. Cumulative effect of changes in accounting principles .....			0
50. Capital changes:			
50.1 Paid in .....			0
50.2 Transferred from surplus (Stock Dividend) .....			0
50.3 Transferred to surplus .....			0
51. Surplus adjustment:			
51.1 Paid in .....	0		0
51.2 Transferred to capital (Stock Dividend) .....			0
51.3 Transferred from capital .....			0
51.4 Change in surplus as a result of reinsurance .....	(71,258)	(106,888)	(142,517)
52. Dividends to stockholders .....			0
53. Aggregate write-ins for gains and losses in surplus .....	0	0	0
54. Net change in capital and surplus for the year (Lines 37 through 53) .....	(637,441)	5,107,470	319,670
55. Capital and surplus, as of statement date (Lines 36 + 54) .....	20,505,189	25,930,430	21,142,630
DETAILS OF WRITE-INS			
08.301. ....			
08.302. ....			
08.303. ....			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page .....	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above) .....	0	0	0
2701. ....			
2702. ....			
2703. ....			
2798. Summary of remaining write-ins for Line 27 from overflow page .....	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above) .....	0	0	0
5301. ....			0
5302. ....			
5303. ....			
5398. Summary of remaining write-ins for Line 53 from overflow page .....	0	0	0
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above) .....	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	7,407,865	7,386,248	9,884,968
2. Net investment income .....	917,451	855,955	1,025,286
3. Miscellaneous income .....	5,595,819	6,327,695	8,263,924
4. Total (Lines 1 to 3) .....	13,921,135	14,569,898	19,174,178
5. Benefit and loss related payments .....	4,686,065	4,646,385	6,085,852
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0		0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	9,640,558	9,608,215	13,228,422
8. Dividends paid to policyholders .....	0		0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	1,250,002	4,333	0
10. Total (Lines 5 through 9) .....	15,576,625	14,258,933	19,314,274
11. Net cash from operations (Line 4 minus Line 10) .....	(1,655,490)	310,965	(140,096)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	52,915,788	38,196,819	44,310,110
12.2 Stocks .....	0		17,307,272
12.3 Mortgage loans .....	0		0
12.4 Real estate .....	0		0
12.5 Other invested assets .....	0		0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	965		0
12.7 Miscellaneous proceeds .....	0		0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	52,916,753	38,196,819	61,617,382
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	51,820,150	32,209,857	44,296,265
13.2 Stocks .....	0		17,307,272
13.3 Mortgage loans .....	0		0
13.4 Real estate .....	0		0
13.5 Other invested assets .....	0		0
13.6 Miscellaneous applications .....	9,386		0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	51,829,536	32,209,857	61,603,537
14. Net increase (or decrease) in contract loans and premium notes .....	0		0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	1,087,217	5,986,962	13,845
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0		0
16.2 Capital and paid in surplus, less treasury stock .....	0		0
16.3 Borrowed funds .....	0		0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0		0
16.5 Dividends to stockholders .....	0		0
16.6 Other cash provided (applied) .....	25,608	(302,500)	(343,171)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	25,608	(302,500)	(343,171)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(542,665)	5,995,427	(469,422)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	2,564,304	3,033,726	3,033,726
19.2 End of period (Line 18 plus Line 19.1) .....	2,021,639	9,029,153	2,564,304

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

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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 .....			0
2. Ordinary life insurance .....			0
3. Ordinary individual annuities .....			0
4. Credit life (group and individual) .....	13,109,112	14,642,939	19,126,188
5. Group life insurance .....			0
6. Group annuities .....			0
7. A & H - group .....			0
8. A & H - credit (group and individual) .....	8,797,990	9,778,329	12,625,045
9. A & H - other .....			0
10. Aggregate of all other lines of business .....	0	0	0
11. Subtotal .....	21,907,102	24,421,268	31,751,233
12. Deposit-type contracts .....			0
13. Total	21,907,102	24,421,268	31,751,233
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0

NOTES TO FINANCIAL STATEMENTS

1) Summary of Significant Accounting Policies

The accompanying financial statement of American Modern Life Insurance Company has been prepared in conformity with accounting practices prescribed or permitted by the National Association of Insurance Commissioners and the State of Ohio.

2) Accounting Changes and Corrections of Errors

No change.

3) Business Combinations and Goodwill

1. In 2006, American Modern Life Insurance Company purchased 100% of the outstanding shares of SPL Holding Company Inc. and its subsidiaries. SPL Holding Company owns 100% of Southern Pioneer Life Insurance Company, NAIC #74365, who owns 100% of the common stock of the following:

Union Life Insurance Company, NAIC# 83909  
Ouachita Life Insurance Company, NAIC# 88820  
Capital Life & Accident Insurance Company, NAIC# 90840  
Hyneman Life Corp

Hyneman Life Corp owns 100% of the common stock of Arkansas Life Insurance Company, NAIC# 97551

Southern Pioneer Holding Company Inc. was dissolved in 2010.

2. The accounting method used was the statutory purchase method.

3. American Modern Life Insurance Company’s investment in subsidiary is \$9,348,816 and the goodwill recorded is \$7,268,625.

4. Goodwill amortization relating to the purchase is \$4,208,150 for 2011.

4) Discontinued Operations

No change.

5) Investments

No change.

6) Joint Ventures

No change.

7) Investment Income

No change.

8) Derivative Instruments

No change.

9) Income Taxes

The Company adopted SSAP 10R effective 12/31/09. The 9/30/11 and 12/31/10 balances and related disclosures are calculated and presented pursuant to SSAP 10R.  
A. The net deferred tax asset/(liability) at September 30, 2011 and the change from the prior year are comprised of the following components:

	Ordinary	9/30/2011 Capital	Total	Ordinary	12/31/10 Capital	Total	Change Ordinary	Change Capital	Change Total
(1) Total gross deferred tax assets	1,432,750	196,241	1,628,990	1,466,459	429,382	1,895,841	(33,710)	(233,141)	(266,851)
(2) Total gross deferred tax liabilities	-	(390,940)	(390,940)	-	(473,451)	(473,451)	-	82,510	82,510
(3) Net deferred tax assets /(liabilities)	1,432,750	(194,699)	1,238,050	1,466,459	(44,069)	1,422,391	(33,710)	(150,631)	(184,340)
(4) Total Deferred tax assets nonadmitted	(870,438)	-	(870,438)	(1,044,797)	-	(1,044,797)	174,358	-	174,358
(5) Net admitted deferred tax assets / (liabilities)	562,311	(194,699)	367,612	421,663	(44,069)	377,594	140,649	(150,631)	(9,982)
(7) The Company has not elected to admit deferred tax assets pursuant to paragraph 10.e. for the years ended 9/30/11 and 12/31/10.									
(8) The amount of admitted adjusted gross deferred tax assets admitted under each component of SSAP 10R:									
	Ordinary	9/30/2011 Capital	Total	Ordinary	12/31/10 Capital	Total	Change Ordinary	Change Capital	Change Total
Admitted under paragraph 10.a. from prior years income taxes paid that can be recovered through loss carrybacks	367,612	-	367,612	377,594	-	377,594	(9,982)	-	(9,982)
Deferred tax asset, Paragraph 10.b., lesser of:									
Expected to be recognized within one year, admitted under paragraph 10.b.i	-	-	-	-	-	-	-	-	-
10% of adjusted capital and surplus, admitted under paragraph 10.b.ii	1,963,444	-	1,963,444	2,539,472	-	2,539,472	(576,029)	-	(576,029)
Admitted under paragraph 10.b. (lesser of b.i. or b.ii)	-	-	-	-	-	-	-	-	-
Adjusted gross DTAs offsetting existing DTLs, admitted under paragraph 10.c.	194,699	196,241	390,940	44,069	429,382	473,451	150,630	(233,141)	(82,510)
Total admitted from the application of paragraph 10.a - 10.c.	562,311	196,241	758,552	421,663	429,382	851,045	140,648	(233,141)	(92,492)
Total admitted adjusted gross deferred tax assets	562,311	196,241	758,552	421,663	429,382	851,045	140,648	(233,141)	(92,492)

NOTES TO FINANCIAL STATEMENTS

(10) The amount of admitted DTAs, admitted assets, statutory surplus and total adjusted capital in the risk-based capital calculation and the increased amount of DTAs, admitted assets and surplus as the result of the application of paragraph 10e:

SSAP 10R, Paragraphs 10a, 10b and 10c	9/30/2011			12/31/10			Change	Change	Change
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Admitted Deferred Tax Assets	562,311	196,241	758,552	421,663	429,382	851,045	140,648	(233,141)	(92,492)
Admitted Assets			60,993,826			63,388,999			(2,395,173)
Adjusted Statutory Surplus			21,952,768			20,822,961			1,129,807
Total Adjusted Capital from DTAs			367,612			335,966			31,646

(11) The change in deferred income taxes reported in surplus before consideration of nonadmitted assets is comprised of the following components:

	9/30/2011	12/31/10	Change	12/31/10	12/31/09	Change
Net adjusted deferred tax asset (liability)	1,238,050	1,422,391	(184,340)	1,422,391	1,143,555	278,836
Tax-effect of unrealized gains and losses	(390,940)	(473,451)	82,510	(473,451)	(355,439)	(118,012)
Net tax effect without unrealized gains and losses	1,628,990	1,895,841	(266,851)	1,895,841	1,498,994	396,847
Change in deferred income tax		266,851			(396,847)	

B. Unrecognized deferred tax liabilities

- (1) There are no temporary differences for which deferred tax liabilities are not recognized.
- (2) None
- (3) There are no unrecognized DTL for temporary differences related to investments in foreign subsidiaries and foreign corporate joint ventures that are essentially permanent in duration.
- (4) There are no DTL for temporary differences other than those in item (3) above that is not recognized.

C. Current income taxes incurred consist of the following major components:

	9/30/2011	12/31/10	Change
Current year tax expense (benefit)- ordinary income	380,999	1,343,918	(962,919)
Current year tax expense (benefit)- realized gains(losses)	195,448	200,791	(5,343)
Current year tax expense (benefit) incurred	576,447	1,544,709	(968,262)
Benefits of operating loss carry forwards	-	(131,103)	131,103
Return Adjustments Prior Year	(51,618)		(51,618)
Benefits of capital loss carry forwards	(195,448)	(200,791)	5,343
Current income taxes incurred	329,381	1,212,815	(883,434)

Deferred income tax assets and liabilities consist of the following major components:

	9/30/2011			12/31/10			Change	Change	Change
	Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total
Deferred tax assets:									
Unearned Premium Reserve	331,501	-	331,501	340,189	-	340,189	(8,688)	-	(8,688)
Loss Reserve Discounting	94,149	-	94,149	32,264	-	32,264	61,885	-	61,885
Policy Acquisition Costs	139,747	-	139,747	154,244	-	154,244	(14,497)	-	(14,497)
Other Reserves	805,000	-	805,000	840,000	-	840,000	(35,000)	-	(35,000)
Ceded Reinsurance	62,352	-	62,352	99,762	-	99,762	(37,410)	-	(37,410)
Capital Loss Carryforward	-	196,241	196,241	-	429,382	429,382	-	(233,141)	(233,141)
Total gross deferred tax assets	1,432,750	196,241	1,628,990	1,466,459	429,382	1,895,841	(33,710)	(233,141)	(266,851)
Statutory Valuation Allowance Adjustment	-	-	-	-	-	-	-	-	-
Total adjusted gross deferred tax assets	1,432,750	196,241	1,628,990	1,466,459	429,382	1,895,841	(33,710)	(233,141)	(266,851)
Nonadmitted deferred tax assets	(870,438)	-	(870,438)	(1,044,796)	(0)	(1,044,797)	174,358	0	174,358
Admitted deferred tax assets	562,311	196,241	758,552	421,663	429,382	851,045	140,648	(233,141)	(92,492)
Deferred tax liabilities:									
Unrealized <Gains> Losses	-	(390,940)	(390,940)	-	(473,451)	(473,451)	-	82,510	82,510
Total deferred tax liabilities	-	(390,940)	(390,940)	-	(473,451)	(473,451)	-	82,510	82,510
Net admitted deferred tax asset (liability)	562,311	(194,699)	367,612	421,663	(44,069)	377,594	140,648	(150,630)	(9,982)

There was no valuation allowance adjustment to gross deferred tax assets as of September 30, 2011 and December 31, 2010, respectively.

The Company has no specific tax planning strategies that would effect the determination of DTA's or the determination of net-admitted DTA's.

D. The Company's income tax incurred and change in deferred income tax differs from the amount obtained by applying the federal statutory rate of 35% to income before income taxes as follows:

	9/30/2011	12/31/10
	Total	Total
Current income taxes incurred	329,381	1,212,815
Change in deferred income tax (without tax on unrealized gains and losses)	266,851	(396,847)
Total income tax reported	596,232	815,968
Income before taxes	1,306,894	1,769,926
Expected Income tax expense (benefit) at 35% statutory rate	457,413	619,474
Increase (decrease) in actual tax reported resulting from:		
a. Dividends received deduction	(4,850)	(3,704)
c. Amortization of IMR	195,148	201,421
d. Return to Provision	139	(1,223)
f. Other	(51,618)	-
Total income tax reported	596,232	815,968

E. Operating loss carryforward

- (1) As of September 30, 2011, there are no operating loss carryforwards available for tax purposes. As of September 30, 2011, the Company has \$560,689 of capital loss carry-forwards available for tax purposes.
- (2) The amount of Federal income taxes incurred that are available for recoupment in the event of future net losses are:

	Ordinary	Capital	Total
2011	380,999	-	380,999
2010	1,212,815	-	1,212,815
2009	-	-	-

- (3) There are no deposits admitted under Section 6603 of the Internal Revenue Code.

F. Consolidated federal income tax return

- (1) The Company's federal income tax return is not consolidated.

10) Information Concerning Parent, Subsidiaries, Affiliates and Related Parties



NOTES TO FINANCIAL STATEMENTS

- A. The Company ceded \$571,767 and \$845,814 of accident and health written premiums to affiliated companies, Modern Life Insurance Company of Arizona, Inc. and American Modern Home Insurance Company through September 2011.
- B. At September 30, 2011, the Company had a balance due from related parties in the amount of \$ 20,996 and a balance due to related parties in the amount of \$ 313,357.
- C. through L.
- No change.

11) Debt

No change.

12) Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Post retirement Benefit Plans

No change

13) Capital and Surplus, Shareholder Dividend Restrictions and Quasi-Reorganizations

A) through C) No Change.

D. The portion of unassigned funds surplus represented or (reduced) by each item below is as follows:

Unrealized gains and losses \$ 3,112,457

14) Contingencies

No change.

15) Leases

No change.

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

No change.

17) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

No change.

18) Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

No change.

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

No change.

20) Fair Value Measurements

Fair Value Measurements at Reporting Date

Description	Level 1	Level 2	Level 3	Total
Assets at Fair Value				
Bonds				
U.S. Governments	0	0	0	0
Industrial and Misc	0	0	0	0
Parent, Subsidiaries and Affiliates	0	0	0	0
Total Bonds	0	0	0	0
Common Stock				
Industrial and Misc	1,779,624	0	0	1,779,624
Parent, Subsidiaries and Affiliates	0	0	0	0
Total Common Stock	1,779,624	0	0	1,779,624
Total Assets at Fair Value	1,779,624	0	0	1,779,624

21) Other items

## NOTES TO FINANCIAL STATEMENTS

None to report.

### 22) Events Subsequent

On August 8, 2011, American Modern Insurance Group, which is the parent company of American Modern Life Insurance Company, signed a purchase agreement with Securian Financial Group to sell 100% of the common stock of American Modern Life Insurance Company. The parties anticipate the close to be on or around January 1, 2012.

### 23) Reinsurance

No change.

### 24) Retrospectively Rated Contracts

- A. The Company estimates accrued retrospective premium adjustments based on the contract terms and the related experience.
- B. The Company has written \$ 1,584,085 of premiums as of September 30, 2011 that were subject to retrospective premium adjustments.

### 25) Change in Incurred Losses and Loss Adjustment Expenses

No change.

### 26) Intercompany Pooling Arrangements

No change.

### 27) Structured Settlements

No change.

### 28) Health Care Receivable

No change.

### 29) Participating Policies

No change.

### 30) Premium Deficiency Reserves

No change.

### 31) Reserve for Life Contracts and Deposit-Type Contracts

No change.

### 32) Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No change.

### 33) Premium and Annuity Considerations Deferred and Uncollected

No change.

### 34) Separate Accounts

No change.

### 35) Loss/Claim Adjustment Expenses

No 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 ☐
- 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 ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?  
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes ☐ No ☒
- 4.1

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

Yes ☐ No ☒
- 4.2

If yes, provide the name of the 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?  
If yes, attach an explanation.

Yes ☐ No ☐ N/A ☒
- 6.1

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

12/31/2009
- 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.

12/31/2009
- 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).

12/17/2010
- 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 ☒
- 6.6

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

Yes ☐ 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?

Yes ☐ No ☒
- 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 ☒
- 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 ☒
- 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

- 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 [ ] No [ X ]
- 10.2

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

\$ .....

INVESTMENT

- 11.1

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

Yes [ X ] No [ ]
- 11.2

If yes, give full and complete information relating thereto:  
On deposit with various state and regulatory bodies as described in annual schedule E Part 2.
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   | 2  |
|---|---|--|
|   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 Bonds .....   | \$ .....0   | \$ .....   |
| 14.22 Preferred Stock .....   | \$ .....0   | \$ .....   |
| 14.23 Common Stock .....  | \$ .....15,404,142                                | \$ .....11,735,241                                 |
| 14.24 Short-Term Investments .....  | \$ .....0   | \$ .....   |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....0   | \$ .....   |
| 14.26 All Other .....   | \$ .....0   | \$ .....   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$ .....15,404,142                                | \$ .....11,735,241                                 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$ .....  | \$ .....   |
- 15.1

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

Yes [ ] No [ X ]
- 15.2

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

Yes [ ] No [ ]
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [ X ] No [ ]
- 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
STATE STREET BANK & TRUST COMPANY .....	801 PENNSYLVANIA AVE, KANSAS CITY, MO 64105 .....

- 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 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 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
112020 .....	MEAG NEW YORK CORPORATION .....	540 MADISON AVE, 6TH FL., NEW YORK, NY 10022 .....

- 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 & 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

\$

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

%

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

\$

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE American Modern Life Insurance Co.

## 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			

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE American Modern Life Insurance Co.

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.			1	Life Contracts		4	5	6	7
				2	3	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
Active Status			Life Insurance Premiums	Annuity Considerations					
1.	Alabama .....	AL	L	134,985		2,202		137,187	
2.	Alaska .....	AK	L					0	
3.	Arizona .....	AZ	L	56,398		24,713		81,111	
4.	Arkansas .....	AR	L	305,068		182,647		487,715	
5.	California .....	CA	L	302,225		222,583		524,808	
6.	Colorado .....	CO	L	322,615		237,775		560,390	
7.	Connecticut .....	CT	L	21,510		41,751		63,261	
8.	Delaware .....	DE	L					0	
9.	District of Columbia .....	DC	L					0	
10.	Florida .....	FL	L	5,912		386		6,298	
11.	Georgia .....	GA	L	320,261		114,030		434,291	
12.	Hawaii .....	HI	L					0	
13.	Idaho .....	ID	L	321,317		222,744		544,061	
14.	Illinois .....	IL	L	482,174		245,353		727,527	
15.	Indiana .....	IN	L	297,868		254,078		551,946	
16.	Iowa .....	IA	L	433,320		321,245		754,565	
17.	Kansas .....	KS	L	47,493		25,934		73,427	
18.	Kentucky .....	KY	L	268,404		62,703		331,107	
19.	Louisiana .....	LA	L					0	
20.	Maine .....	ME	L					0	
21.	Maryland .....	MD	L	11,328		4,803		16,131	
22.	Massachusetts .....	MA	L	5,526		8,672		14,198	
23.	Michigan .....	MI	L	1,347,376		1,143,643		2,491,019	
24.	Minnesota .....	MN	L	413,207		271,818		685,025	
25.	Mississippi .....	MS	L	89,944		24,607		114,551	
26.	Missouri .....	MO	L	1,516,714		932,093		2,448,807	
27.	Montana .....	MT	L	84,732		41,061		125,793	
28.	Nebraska .....	NE	L	226,933		197,474		424,407	
29.	Nevada .....	NV	L	59,929		26,861		86,790	
30.	New Hampshire .....	NH	N					0	
31.	New Jersey .....	NJ	N					0	
32.	New Mexico .....	NM	L					0	
33.	New York .....	NY	L	509,539		205,899		715,438	
34.	North Carolina .....	NC	L	(1,391)				(1,391)	
35.	North Dakota .....	ND	L	123,918		72,753		196,671	
36.	Ohio .....	OH	L	2,101,194		2,068,577		4,169,771	
37.	Oklahoma .....	OK	L	811		541		1,352	
38.	Oregon .....	OR	L	663,555		489,889		1,153,444	
39.	Pennsylvania .....	PA	L	47,547		7,245		54,792	
40.	Rhode Island .....	RI	L					0	
41.	South Carolina .....	SC	L					0	
42.	South Dakota .....	SD	L	119,480		85,783		205,263	
43.	Tennessee .....	TN	L	337,896		154,577		492,473	
44.	Texas .....	TX	L	3,350		1,361		4,711	
45.	Utah .....	UT	L	49,010		36,930		85,940	
46.	Vermont .....	VT	L	57				57	
47.	Virginia .....	VA	L	34,425		47,265		81,690	
48.	Washington .....	WA	L	712,579		483,706		1,196,285	
49.	West Virginia .....	WV	L	627,970		172,470		800,440	
50.	Wisconsin .....	WI	L	672,859		335,247		1,008,106	
51.	Wyoming .....	WY	L	31,074		26,571		57,645	
52.	American Samoa .....	AS	N					0	
53.	Guam .....	GU	N					0	
54.	Puerto Rico .....	PR	N					0	
55.	U.S. Virgin Islands .....	VI	N					0	
56.	Northern Mariana Islands .....	MP	N					0	
57.	Canada .....	CN	N					0	
58.	Aggregate Other Aliens .....	OT	XXX	0	0	0	0	0	0
59.	Subtotal .....	(a)	49	13,109,112	0	8,797,990	0	21,907,102	0
90.	Reporting entity contributions for employee benefits 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						0	
94.	Aggregate or other amounts not allocable by State .....	XXX	0	0	0	0	0	0	0
95.	Totals (Direct Business) .....	XXX	13,109,112	0	8,797,990	0	21,907,102	0	
96.	Plus Reinsurance Assumed .....	XXX	283,747		264,267		548,014		
97.	Totals (All Business) .....	XXX	13,392,859	0	9,062,257	0	22,455,116	0	
98.	Less Reinsurance Ceded .....	XXX	7,941,178		6,875,164		14,816,342		
99.	Totals (All Business) less Reinsurance Ceded .....	XXX	5,451,681	0	2,187,093	0	7,638,774	0	
DETAILS OF WRITE-INS									
5801.	.....	XXX							
5802.	.....	XXX							
5803.	.....	XXX							
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	XXX	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above) .....	XXX	0	0	0	0	0	0	0
9401.	.....	XXX							
9402.	.....	XXX							
9403.	.....	XXX							
9498.	Summary of remaining write-ins for Line 94 from overflow page .....	XXX	0	0	0	0	0	0	0
9499.	Totals (Lines 9401 through 9403 plus 9498)(Line 94 above) .....	XXX	0	0	0	0	0	0	0

(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.

	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? .....	NO
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

Explanation:

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

Bar Code:

- 1. Trusteed Surplus Statement [Document Identifier 490]
- 2. Medicare Part D Coverage Supplement [Document Identifier 365]
- 3. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]
- 4. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446]
- 5. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]
- 6. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]
- 7. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]



**OVERFLOW PAGE FOR WRITE-INS**

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	58,384,428	59,500,406
2. Cost of bonds and stocks acquired .....	51,820,150	61,603,537
3. Accrual of discount .....	24,924	64,182
4. Unrealized valuation increase (decrease) .....	(3,918,128)	(1,565,954)
5. Total gain (loss) on disposals .....	665,151	573,689
6. Deduct consideration for bonds and stocks disposed of .....	52,915,788	61,617,382
7. Deduct amortization of premium .....	177,010	174,050
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	53,883,727	58,384,428
11. Deduct total nonadmitted amounts .....	0	1,845,559
12. Statement value at end of current period (Line 10 minus Line 11)	53,883,727	56,538,869

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) .....	41,876,571	14,692,684	14,568,844	38,293	43,129,347	41,876,571	42,038,704	43,173,854
2. Class 2 (a) .....	410,514	0	7,987	518,896	448,541	410,514	921,423	454,237
3. Class 3 (a) .....	597,636	0	0	(597,640)	0	597,636	(4)	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	42,884,721	14,692,684	14,576,831	(40,451)	43,577,888	42,884,721	42,960,123	43,628,091
PREFERRED STOCK								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	42,884,721	14,692,684	14,576,831	(40,451)	43,577,888	42,884,721	42,960,123	43,628,091

(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 \$ .....0 ; NAIC 2 \$ .....0 ; NAIC 3 \$ .....0 ;  
NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	2,577,777	xxx	2,577,741	57	0

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 .....	2,686,736	3,171,608
2. Cost of short-term investments acquired .....	27,099,336	28,246,388
3. Accrual of discount .....	262	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	829	0
6. Deduct consideration received on disposals .....	27,209,386	28,731,260
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	2,577,777	2,686,736
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	2,577,777	2,686,736

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives

**N O N E**

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of cash equivalents acquired .....	6,498,509	23,608,254
3. Accrual of discount .....	1,310	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	136	0
6. Deduct consideration received on disposals .....	6,499,955	23,608,254
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	0
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0



Schedule A - Part 2 - Real Estate Acquired and Additions Made  
**N O N E**

Schedule A - Part 3 - Real Estate Disposed  
**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired  
**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid  
**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired  
**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid  
**N O N E**

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
313371-UC-8	FHLB AGENCY BND 0.875% 12/27/13		07/21/2011	MORGAN STANLEY & CO. INC		5,530,773	5,500,000	3,342	1
912828-QR-4	UNITED STATES TREASURY GOVT BND 1.500% 06/30/16		07/18/2011	Various		2,136,724	2,134,000	1,470	1
912828-QX-1	UNITED STATES TREASURY GOVT BND 1.500% 07/31/16		08/09/2011	GOLDMAN SACHS & CO.		223,307	217,000	106	1
0599999. Bonds - U.S. Governments						7,890,804	7,851,000	4,918	XXX
683234-DP-0	ONTARIO PROVINCE CORP BND 1.600% 09/21/16	A	09/14/2011	SCOTIA MCLEOD (USA) INC		1,997,600	2,000,000	0	1FE
68323A-AQ-7	ONTARIO PROVINCE SENIOR CORP BND 2.300% 05/10/16	A	07/28/2011	UBS WARBURG LLC		2,035,380	2,000,000	10,478	1FE
1099999. Bonds - All Other Governments						4,032,980	4,000,000	10,478	XXX
8399997. Total - Bonds - Part 3						11,923,784	11,851,000	15,396	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						11,923,784	11,851,000	15,396	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						11,923,784	XXX	15,396	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE American Modern Life Insurance Co.

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					16	17	18	19	20	21	22	
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	11	12	13	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value	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 In- dicator (a)	
3137EA-CK-3	FHLMC AGENCY BND 1.125% 07/27/12		07/21/2011	CITICORP SECURITIES		5,546,547	5,500,000	5,495,490	5,496,712	0	1,179	0	1,179	0	5,497,891	0	48,655	48,655	71,156	07/27/2012	1	
36202D-J8-5	GNMA POOL # 002987 7.500% 10/20/30		09/01/2011	MARKETS		172	172	172	172	0	1	0	1	0	172	0	0	0	8	10/20/2030	1	
36202D-LV-1	GNMA POOL # 003040 7.000% 02/20/31		09/01/2011	Paydown		200	200	202	202	0	(2)	0	(2)	0	200	0	0	0	9	02/20/2031	1	
36206A-LZ-4	GNMA POOL # 405444 9.000% 04/15/25		09/01/2011	Paydown		41	41	43	43	0	(2)	0	(2)	0	41	0	0	0	2	04/15/2025	1	
36224T-AC-4	GNMA POOL # 337603 7.500% 12/15/22		09/01/2011	Paydown		447	447	463	461	0	(14)	0	(14)	0	447	0	0	0	22	12/15/2022	1	
36225A-SU-0	GNMA POOL # 780859 7.500% 09/15/13		09/01/2011	Paydown		570	570	580	572	0	(2)	0	(2)	0	570	0	0	0	28	09/15/2013	1	
62889K-AB-7	NATIONAL CREDIT UNION ADMINIST AGENCY BND 1.400% 06/12/15		07/14/2011	BARCLAYS CAPITAL		999,700	1,000,000	998,610	0	0	31	0	31	0	998,641	0	1,059	1,059	1,283	06/12/2015	1	
912828-OR-4	UNITED STATES TREASURY GOV'T BND 1.500% 06/30/16		07/28/2011	CITICORP SECURITIES		2,134,826	2,134,000	2,136,724	0	0	(23)	0	(23)	0	2,136,701	0	(1,875)	(1,875)	2,870	06/30/2016	1	
0599999. Bonds - U.S. Governments						8,682,503	8,635,430	8,632,284	5,498,162	0	1,168	0	1,168	0	8,634,663	0	47,839	47,839	75,378	XXX	XXX	
68323A-AQ-7	ONTARIO PROVINCE SENIOR CORP BND 2.300% 05/10/16	A	09/14/2011	Various		2,072,144	2,000,000	2,035,380	0	0	(954)	0	(954)	0	2,034,426	0	37,718	37,718	16,739	05/10/2016	1FE	
1099999. Bonds - All Other Governments						2,072,144	2,000,000	2,035,380	0	0	(954)	0	(954)	0	2,034,426	0	37,718	37,718	16,739	XXX	XXX	
452152-HR-5	ILLINOIS ST MUNI BND GO 4.961% 03/01/16		08/09/2011	GOLDMAN SACHS & CO.		263,725	250,000	258,960	0	0	(254)	0	(254)	0	258,706	0	5,019	5,019	5,237	03/01/2016	1FE	
1799999. Bonds - U.S. States, Territories and Possessions						263,725	250,000	258,960	0	0	(254)	0	(254)	0	258,706	0	5,019	5,019	5,237	XXX	XXX	
31292G-7H-3	FHLMC GOLD POOL # C00896 7.500% 12/01/29		09/01/2011	Paydown		51	51	51	51	0	0	0	0	0	51	0	0	0	3	12/01/2029	1	
31292H-D4-3	FHLMC GOLD POOL # C01023 7.000% 07/01/30		09/01/2011	Paydown		58	58	59	59	0	(2)	0	(2)	0	58	0	0	0	3	07/01/2030	1	
31292H-D6-8	FHLMC GOLD POOL # C01025 8.000% 07/01/30		09/01/2011	Paydown		104	104	104	104	0	0	0	0	0	104	0	0	0	6	07/01/2030	1	
31292H-FT-6	FHLMC GOLD POOL # C01078 7.000% 10/01/30		09/01/2011	Paydown		112	112	110	110	0	1	0	1	0	112	0	0	0	5	10/01/2030	1	
31292H-GN-8	FHLMC GOLD POOL # C01105 6.500% 10/01/30		09/01/2011	Paydown		47	47	45	45	0	1	0	1	0	47	0	0	0	2	10/01/2030	1	
31293K-7A-8	FHLMC GOLD POOL # C22689 6.500% 03/01/29		09/01/2011	Paydown		21	21	20	20	0	1	0	1	0	21	0	0	0	1	03/01/2029	1	
31293S-DX-4	FHLMC GOLD POOL # C28218 6.500% 06/01/29		09/01/2011	Paydown		42	42	42	42	0	0	0	0	0	42	0	0	0	2	06/01/2029	1	
31293Y-BX-3	FHLMC GOLD POOL # C32754 7.000% 11/01/29		09/01/2011	Paydown		108	108	106	106	0	2	0	2	0	108	0	0	0	5	11/01/2029	1	
31298F-U3-4	FHLMC GOLD POOL # C46902 6.500% 09/01/30		09/01/2011	Paydown		2,781	2,781	2,778	2,778	0	3	0	3	0	2,781	0	0	0	120	09/01/2030	1	
31298M-JF-5	FHLMC GOLD POOL # C51162 6.500% 05/01/31		09/01/2011	Paydown		561	561	563	563	0	(1)	0	(1)	0	561	0	0	0	24	05/01/2031	1	
31382W-S5-2	FNMA POOL # 494740 6.500% 05/01/29		09/01/2011	Paydown		45	45	42	42	0	3	0	3	0	45	0	0	0	2	05/01/2029	1	
31384H-7K-3	FNMA POOL # 524798 7.000% 01/01/30		09/01/2011	Paydown		7	7	7	7	0	0	0	0	0	7	0	0	0	0	01/01/2030	1	
31384U-4E-1	FNMA POOL # 534621 7.000% 11/01/29		09/01/2011	Paydown		89	89	90	90	0	(1)	0	(1)	0	89	0	0	0	4	11/01/2029	1	
31384V-2A-9	FNMA POOL # 535469 6.500% 07/01/30		09/01/2011	Paydown		628	628	588	591	0	37	0	37	0	628	0	0	0	27	07/01/2030	1	
31384V-T8-5	FNMA POOL # 535275 6.500% 05/01/30		09/01/2011	Paydown		375	375	373	373	0	2	0	2	0	375	0	0	0	16	05/01/2030	1	
31384V-ZC-9	FNMA POOL # 535439 8.000% 08/01/30		09/01/2011	Paydown		94	94	95	95	0	(1)	0	(1)	0	94	0	0	0	5	08/01/2030	1	
31384X-LC-2	FNMA POOL # 535923 6.500% 05/01/31		09/01/2011	Paydown		2,751	2,751	2,782	2,779	0	(28)	0	(28)	0	2,751	0	0	0	121	05/01/2031	1	
31384X-4C-9	FNMA POOL # 537319 7.500% 06/01/15		09/01/2011	Paydown		712	712	707	710	0	2	0	2	0	712	0	0	0	40	06/01/2015	1	
31385Y-LU-7	FNMA POOL # 556639 7.000% 10/01/15		09/01/2011	Paydown		131	131	130	130	0	0	0	0	0	131	0	0	0	6	10/01/2015	1	
31397E-MK-8	FHLMC CMO 3262 PA 5.500% 05/15/29		08/01/2011	Paydown		10,557	10,557	10,511	10,547	0	10	0	10	0	10,557	0	0	0	361	05/15/2029	1	
31403D-SE-0	FNMA POOL # 745817 5.000% 09/01/36		09/01/2011	Paydown		9,677	9,677	9,279	9,334	0	343	0	343	0	9,677	0	0	0	323	09/01/2036	1	
31407M-MR-3	FNMA POOL # 834768 5.500% 07/01/35		09/01/2011	Paydown		3,864	3,864	3,797	3,807	0	57	0	57	0	3,864	0	0	0	138	07/01/2035	1	
3199999. Bonds - U.S. Special Revenues						32,815	32,815	32,279	32,383	0	429	0	429	0	32,815	0	0	0	1,214	XXX	XXX	
06051G-EG-0	BANK OF AMERICA CORP BND 3.625% 03/17/16		07/18/2011	Various		490,119	490,000	488,697	0	0	15	0	15	0	488,711	0	1,408	1,408	5,914	03/17/2016	1FE	
172967-FS-5	CITIGROUP INC CORP BND 3.953% 06/15/16		07/11/2011	CITICORP SECURITIES		1,034,000	1,000,000	1,019,120	0	0	(135)	0	(135)	0	1,018,985	0	15,015	15,015	3,184	06/15/2016	1FE	
826502-AA-4	SRFC ABS 07-1A A1 144A 5.270% 03/20/19		09/20/2011	MARKETS		7,987	7,987	5,792	5,765	0	2,222	0	2,222	0	7,987	0	0	0	280	03/20/2019	2FE	
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,532,106	1,497,987	1,513,609	5,765	0	2,102	0	2,102	0	1,515,683	0	16,423	16,423	9,378	XXX	XXX	
8399997. Total - Bonds - Part 4						12,583,293	12,416,232	12,472,512	5,536,310	0	2,491	0	2,491	0	12,476,293	0	106,999	106,999	107,946	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						12,583,293	12,416,232	12,472,512	5,536,310	0	2,491	0	2,491	0	12,476,293	0	106,999	106,999	107,946	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

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					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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 DuringYear	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						12,583,293	XXX	12,472,512	5,536,310	0	2,491	0	2,491	0	12,476,293	0	106,999	106,999	107,946	XXX	XXX

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

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

## SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							