



ANNUAL STATEMENT

For the Year Ended December 31, 2011  
of the Condition and Affairs of the

American Retirement Life Insurance Company

NAIC Group Code.....0084, 0084 (Current Period) (Prior Period)	NAIC Company Code..... 88366	Employer's ID Number..... 59-2760189
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... May 12, 1978	Commenced Business..... November 27, 1978	
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) austinfirpt@gafri.com (E-Mail Address)	512-531-1435 (Area Code) (Telephone Number) (Extension) 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. Mark Edward Alberts #	Appointed Actuary

OTHER

Mark Francis Muething	Executive Vice President	Christopher Patrick Miliano	Assistant Treasurer
Paul Adolph Severt	Chief Financial Officer	James Monroe Garvin, III #	Vice President

DIRECTORS OR TRUSTEES

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

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

Subscribed and sworn to before me

This	_____ day of	February	2012
------	--------------	----------	------

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 Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	3,573,535		3,573,535	3,738,244
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate (Schedule A):				
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 (\$.....737,674, Sch. E-Part 1), cash equivalents (\$.....0, Sch. E-Part 2) and short-term investments (\$.....1,582,591, Sch. DA).....	2,320,265		2,320,265	2,069,348
6. Contract loans (including \$.....0 premium notes).....	4,450		4,450	4,121
7. Derivatives (Schedule DB).....			.0	
8. Other invested assets (Schedule BA).....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets (Schedule DL).....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	5,898,250	.0	5,898,250	5,811,713
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	31,723		31,723	33,010
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in course of collection.....	(545)		(545)	(1,002)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	322		322	322
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	196,298		196,298	280,835
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	4,000
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....	277,677	50,003	227,674	228,601
19. Guaranty funds receivable or on deposit.....	17,594		17,594	17,774
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.....			.0	
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	6,804	6,804	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	6,428,123	56,807	6,371,316	6,375,253
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. TOTALS (Lines 26 and 27).....	6,428,123	56,807	6,371,316	6,375,253

DETAILS OF WRITE-INS

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. Prepays.....	6,800	6,800	.0	
2502. Premium Tax Refund Due.....	4	4	.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).....	6,804	6,804	.0	.0

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$....632,141 (Exhibit 5, Line 9999999) less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	632,141	628,605
2. Aggregate reserve for accident and health contracts (Exhibit 6, Line 17, Col. 1) (including \$.....0 Modco Reserve).....		
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Col. 1) (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Col. 1 less sum of Cols. 9, 10 and 11).....	3,000	3,000
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Cols. 9, 10 and 11).....		
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid (Exhibit 4, Line 10).....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
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 \$.....0 accident and health premiums (Exhibit 1, Part 1, Col. 1, sum of Lines 4 and 14).....	38	
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts.....		
9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act.....		
9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....0 ceded.....		
9.4 Interest Maintenance Reserve (IMR, Line 6).....	48,059	47,199
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....		
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued (Exhibit 2, Line 12, Col. 6).....	6,730	7,156
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 (Exhibit 3, Line 9, Col. 5).....	5,225	5,276
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....	1,615	8,433
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....	13	
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	21,946	2,200
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 (AVR Line 16, Col. 7).....		
24.02 Reinsurance in unauthorized companies.....		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers.....		
24.04 Payable to parent, subsidiaries and affiliates.....	273	338
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.....	134,473	145,431
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	853,513	847,638
27. From Separate Accounts Statement.....		
28. Total liabilities (Line 26 and 27).....	853,513	847,638
29. Common capital stock.....	2,500,000	2,500,000
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 (Page 3, Line 33, Col. 2 plus Page 4, Line 51.1, Col. 1).....	2,677,365	2,677,365
34. Aggregate write-ins for special surplus funds.....	22,565	22,047
35. Unassigned funds (surplus).....	317,873	328,203
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).....	3,017,803	3,027,615
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55).....	5,517,803	5,527,615
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	6,371,316	6,375,253

DETAILS OF WRITE-INS

2501. Deferred reinsurance gain.....	119,700	129,299
2502. Escheat liability.....	14,773	16,132
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).....	134,473	145,431
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.....	22,565	22,047
3402. ....		
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).....	22,565	22,047

American Retirement Life Insurance Company  
SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Col. 1, less Col. 11).....	2,329	2,329
2. Considerations for supplementary contracts with life contingencies.....		
3. Net investment income (Exhibit of Net Investment Income, Line 17).....	137,337	146,100
4. Amortization of Interest Maintenance Reserve (IMR) (Line 5).....	(861)	(2,198)
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....		
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Col. 1).....	39,105	47,234
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.....	9,599	9,223
9. Totals (Lines 1 to 8.3).....	187,509	202,688
10. Death benefits.....	21,772	20,575
11. Matured endowments (excluding guaranteed annual pure endowments).....		
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Cols. 4 + 8).....		11
13. Disability benefits and benefits under accident and health contracts.....		
14. Coupons, guaranteed annual pure endowments and similar benefits.....		
15. Surrender benefits and withdrawals for life contracts.....	4,494	13,881
16. Group conversions.....		
17. Interest and adjustments on contract or deposit-type contract funds.....		
18. Payments on supplementary contracts with life contingencies.....		
19. Increase in aggregate reserves for life and accident and health contracts.....	3,536	(6,628)
20. Totals (Lines 10 to 19).....	29,802	27,839
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Col. 1).....		
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Col. 1).....		
23. General insurance expenses (Exhibit 2, Line 10, Columns 1, 2, 3 and 4).....	95,625	130,680
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Cols. 1 + 2 + 3).....	61,207	61,040
25. Increase in loading on deferred and uncollected premiums.....		
26. Net transfers to or (from) Separate Accounts net of reinsurance.....		
27. Aggregate write-ins for deductions.....	530	100
28. Totals (Lines 20 to 27).....	187,164	219,659
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	345	(16,971)
30. Dividends to policyholders.....		
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	345	(16,971)
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	(6,383)	(15,668)
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).....	6,728	(1,303)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....0 transferred to the IMR).....	(14,847)	(25,602)
35. Net income (Line 33 plus Line 34).....	(8,119)	(26,905)
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Col. 2).....	5,527,615	5,544,361
37. Net income (Line 35).....	(8,119)	(26,905)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....(5,210).....	5,171	9,348
39. Change in net unrealized foreign exchange capital gain (loss) .....		
40. Change in net deferred income tax.....	(7,088)	(10,588)
41. Change in nonadmitted assets.....	(294)	11,072
42. Change in liability for reinsurance in unauthorized companies.....		
43. Change in reserve on account of change in valuation basis, (increase) or decrease (Exhibit 5A, Line 9999999, Col. 4).....		
44. Change in asset valuation reserve .....		
45. Change in treasury stock, (Page 3, Lines 36.1 and 36.2 Col. 2 minus Col. 1).....		
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....		
47. Other changes in surplus in Separate Accounts Statement.....		
48. Change in surplus notes.....		
49. Cumulative effect of changes in accounting principles.....		
50. Capital changes:		
50.1 Paid in.....		
50.2 Transferred from surplus (Stock Dividend).....		
50.3 Transferred to surplus.....		
51. Surplus adjustment:		
51.1 Paid in.....		
51.2 Transferred to capital (Stock Dividend).....		
51.3 Transferred from capital.....		
51.4 Change in surplus as a result of reinsurance.....		
52. Dividends to stockholders.....		
53. Aggregate write-ins for gains and losses in surplus.....	518	327
54. Net change in capital and surplus for the year (Lines 37 through 53).....	(9,812)	(16,746)
55. Capital and surplus, December 31, current year (Lines 36 + 54) (Page 3, Line 38).....	5,517,803	5,527,615
DETAILS OF WRITE-INS		
08.301. Deferred Reinsurance Gain.....	9,599	9,223
08.302. ....		
08.303. ....		
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	9,599	9,223
2701. Penalties.....	530	100
2702. ....		
2703. ....		
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	530	100
5301. SSAP 10R Additional Surplus.....	518	327
5302. ....		
5303. ....		
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	518	327

CASH FLOW

	1 Current Year	2 Prior Year
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance.....	1,910	2,899
2. Net investment income.....	149,707	156,298
3. Miscellaneous income.....	43,105	52,457
4. Total (Lines 1 through 3).....	194,722	211,654
5. Benefit and loss related payments.....	(58,271)	54,156
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	159,018	206,121
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	435	(26,076)
10. Total (Lines 5 through 9).....	101,182	234,201
11. Net cash from operations (Line 4 minus Line 10).....	93,540	(22,547)
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....	138,740	31,076
12.2 Stocks.....		
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.....		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	138,740	31,076
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....		
13.2 Stocks.....		
13.3 Mortgage loans.....		
13.4 Real estate.....		
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	0	0
14. Net increase (decrease) in contract loans and premium notes.....	329	306
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	138,411	30,770
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....		
16.2 Capital and paid in surplus, less treasury stock.....		
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....		
16.6 Other cash provided (applied).....	18,966	(74)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	18,966	(74)
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).....	250,917	8,149
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	2,069,348	2,061,199
19.2 End of year (Line 18 plus Line 19.1).....	2,320,265	2,069,348

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

20.0001		
---------	--	--

**ANALYSIS OF OPERATIONS BY LINES OF BUSINESS**

	1	2	Ordinary			6	Group		Accident and Health			12
	Total	Industrial Life	3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts	Credit Life (Group and Individual)	7 Life Insurance(a)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other	Aggregate of All Other Lines of Business
1. Premiums and annuity considerations for life and accident and health contracts.....	2,329		2,329									
2. Considerations for supplementary contracts with life contingencies.....	0											
3. Net investment income.....	137,337		137,337									
4. Amortization of Interest Maintenance Reserve (IMR).....	(861)		(861)									
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....	0											
6. Commissions and expense allowances on reinsurance ceded.....	39,105			39,105								
7. Reserve adjustments on reinsurance ceded.....	0											
8. Miscellaneous Income:												
8.1 Fees associated with income from investment management, administration and contract guarantees from S/A.....	0											
8.2 Charges and fees for deposit-type contracts.....	0											
8.3 Aggregate write-ins for miscellaneous income.....	9,599	0	0	9,599	0	0	0	0	0	0	0	0
9. Totals (Lines 1 to 8.3).....	187,509	0	138,805	48,704	0	0	0	0	0	0	0	0
10. Death benefits.....	21,772		21,772									
11. Matured endowments (excluding guaranteed annual pure endowments).....	0											
12. Annuity benefits.....	0											
13. Disability benefits and benefits under accident and health contracts.....	0											
14. Coupons, guaranteed annual pure endowments and similar benefits.....	0											
15. Surrender benefits and withdrawals for life contracts.....	4,494		4,494									
16. Group conversions.....	0											
17. Interest and adjustments on contract or deposit-type contract funds.....	0											
18. Payments on supplementary contracts with life contingencies.....	0											
19. Increase in aggregate reserves for life and accident and health contracts.....	3,536		3,536									
20. Totals (Lines 10 to 19).....	29,802	0	29,802	0	0	0	0	0	0	0	0	0
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	0											
22. Commissions and expense allowances on reinsurance assumed.....	0											
23. General insurance expenses.....	95,625		25,330	70,295								
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	61,207		61,207									
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.....	530	0	530	0	0	0	0	0	0	0	0	0
28. Totals (Lines 20 to 27).....	187,164	0	116,869	70,295	0	0	0	0	0	0	0	0
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	345	0	21,936	(21,591)	0	0	0	0	0	0	0	0
30. Dividends to policyholders.....	0											
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	345	0	21,936	(21,591)	0	0	0	0	0	0	0	0
32. Federal income taxes incurred (excluding tax on capital gains).....	(6,383)		2,156	(8,539)								
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).....	6,728	0	19,780	(13,052)	0	0	0	0	0	0	0	0

**DETAILS OF WRITE-INS**

08.301. Deferred Reinsurance Gain.....	9,599			9,599								
08.302. ....	0											
08.303. ....	0											
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0	0	0	0	0	0	0	0	0	0
08.399. Total (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	9,599	0	0	9,599	0	0	0	0	0	0	0	0
2701. Penalties.....	530		530									
2702. ....	0											
2703. ....	0											
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0	0	0	0	0	0	0	0	0	0
2799. Total (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	530	0	530	0	0	0	0	0	0	0	0	0

(a) Includes the following amounts for FEGLI/SGLI: Line 1.....0 Line 10.....0 Line 16.....0 Line 23.....0 Line 24.....0.

ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1  Total	2  Industrial Life	Ordinary			6  Credit Life (Group and Individual)	Group	
			3  Life Insurance	4  Individual Annuities	5  Supplementary Contracts		7  Life Insurance	8  Annuities
Involving Life or Disability Contingencies (Reserves)								
(Net of Reinsurance Ceded)								
1. Reserve December 31, prior year.....	628,605		628,605					
2. Tabular net premiums or considerations.....	1,432		1,432					
3. Present value of disability claims incurred.....	0				XXX			
4. Tabular interest.....	32,267		32,267					
5. Tabular less actual reserve released.....	0							
6. Increase in reserve on account of change in valuation basis.....	0							
7. Other increases (net).....	0							
8. Totals (Lines 1 to 7).....	662,304	0	662,304	0	0	0	0	0
9. Tabular cost.....	8,952		8,952		XXX			
10. Reserves released by death.....	15,530		15,530	XXX	XXX			XXX
11. Reserves released by other terminations (net).....	5,681		5,681					
12. Annuity, supplementary contract, and disability payments involving life contingencies.....	0							
13. Net transfers to or (from) Separate Accounts.....	0							
14. Total deductions (Lines 9 to 13).....	30,163	0	30,163	0	0	0	0	0
15. Reserve December 31, current year.....	632,141	0	632,141	0	0	0	0	0

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. government bonds.....	(a).....120,914	.....120,914
1.1	Bonds exempt from U.S. tax.....	(a).....	.....
1.2	Other bonds (unaffiliated).....	(a).....23,050	.....21,763
1.3	Bonds of affiliates.....	(a).....	.....
2.1	Preferred stocks (unaffiliated).....	(b).....	.....
2.11	Preferred stocks of affiliates.....	(b).....	.....
2.2	Common stocks (unaffiliated).....	.....	.....
2.21	Common stocks of affiliates.....	.....	.....
3.	Mortgage loans.....	(c).....	.....
4.	Real estate.....	(d).....	.....
5.	Contract loans.....	.....330	.....330
6.	Cash, cash equivalents and short-term investments.....	(e).....1,072	.....1,072
7.	Derivative instruments.....	(f).....	.....
8.	Other invested assets.....	.....	.....
9.	Aggregate write-ins for investment income.....	.....0	.....0
10.	Total gross investment income.....	.....145,365	.....144,078
11.	Investment expenses.....		(g).....6,741
12.	Investment taxes, licenses and fees, excluding federal income taxes.....		(g).....
13.	Interest expense.....		(h).....
14.	Depreciation on real estate and other invested assets.....		(i).....0
15.	Aggregate write-ins for deductions from investment income.....		.....0
16.	Total deductions (Lines 11 through 15).....		.....6,741
17.	Net investment income (Line 10 minus Line 16).....		.....137,337

DETAILS OF WRITE-INS

0901.	.....	.....	.....
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page.....	.....0	.....0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0
1501.	.....	.....	.....
1502.	.....	.....	.....
1503.	.....	.....	.....
1598.	Summary of remaining write-ins for Line 15 from overflow page.....	.....	.....0
1599.	Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above).....	.....	.....0
(a)	Includes \$.....0 accrual of discount less \$.....11,083 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(b)	Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.		
(c)	Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(d)	Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.		
(e)	Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.		
(f)	Includes \$.....0 accrual of discount less \$.....0 amortization of premium.		
(g)	Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.		
(h)	Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.		
(i)	Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.		

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. government bonds.....	.....	.....0	.....	.....
1.1	Bonds exempt from U.S. tax.....	.....	.....0	.....	.....
1.2	Other bonds (unaffiliated).....	.....(14,847)	.....(14,847)	.....(40)	.....
1.3	Bonds of affiliates.....	.....	.....0	.....	.....
2.1	Preferred stocks (unaffiliated).....	.....	.....0	.....	.....
2.11	Preferred stocks of affiliates.....	.....	.....0	.....	.....
2.2	Common stocks (unaffiliated).....	.....	.....0	.....	.....
2.21	Common stocks of affiliates.....	.....	.....0	.....	.....
3.	Mortgage loans.....	.....	.....0	.....	.....
4.	Real estate.....	.....	.....0	.....	.....
5.	Contract loans.....	.....	.....0	.....	.....
6.	Cash, cash equivalents and short-term investments.....	.....	.....0	.....	.....
7.	Derivative instruments.....	.....	.....0	.....	.....
8.	Other invested assets.....	.....	.....0	.....	.....
9.	Aggregate write-ins for capital gains (losses).....	.....0	.....0	.....0	.....0
10.	Total capital gains (losses).....	.....0	.....(14,847)	.....(40)	.....0

DETAILS OF WRITE-INS

0901.	.....	.....	.....0	.....	.....
0902.	.....	.....	.....0	.....	.....
0903.	.....	.....	.....0	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page....	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.....0	.....0	.....0	.....0



EXHIBIT 1 - PART 1 - PREMIUMS AND ANNUITY CONSIDERATIONS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

	1	2	Ordinary		5	Group		Accident and Health			11
	Total	Industrial Life	3 Life Insurance	4 Individual Annuities	Credit Life (Group and Individual)	6 Life Insurance	7 Annuities	8 Group	9 Credit (Group & Individual)	10 Other	Aggregate of All Other Lines of Business
<b>FIRST YEAR (other than single)</b>											
1. Uncollected.....	.0										
2. Deferred and accrued.....	.0										
3. Deferred, accrued and uncollected:											
3.1 Direct.....	.0										
3.2 Reinsurance assumed.....	.0										
3.3 Reinsurance ceded.....	.0										
3.4 Net (Line 1 + Line 2).....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
4. Advance.....	.0										
5. Line 3.4 - Line 4.....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
6. Collected during year:											
6.1 Direct.....	.0										
6.2 Reinsurance assumed.....	.0										
6.3 Reinsurance ceded.....	.0										
6.4 Net.....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
7. Line 5 + Line 6.4.....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
8. Prior year (uncollected + deferred and accrued - advance).....	(1,095)			(1,095)							
9. First year premiums and considerations:											
9.1 Direct.....	.0										
9.2 Reinsurance assumed.....	.0										
9.3 Reinsurance ceded.....	(1,095)			(1,095)							
9.4 Net (Line 7 - Line 8).....	1,095	.0	0	1,095	.0	.0	0	.0	.0	.0	.0
<b>SINGLE</b>											
10. Single premiums and considerations:											
10.1 Direct.....	.0										
10.2 Reinsurance assumed.....	.0										
10.3 Reinsurance ceded.....	.0										
10.4 Net.....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
<b>RENEWAL</b>											
11. Uncollected.....	(536)		27	(563)							
12. Deferred and accrued.....	534		534								
13. Deferred, accrued and uncollected:											
13.1 Direct.....	561		561								
13.2 Reinsurance assumed.....	.0										
13.3 Reinsurance ceded.....	563			563							
13.4 Net (Line 11 + Line 12).....	(2)	.0	561	(563)	.0	.0	0	.0	.0	.0	.0
14. Advance.....	38		38								
15. Line 13.4 - Line 14.....	(40)	.0	523	(563)	.0	.0	0	.0	.0	.0	.0
16. Collected during year:											
16.1 Direct.....	8,582		2,367	6,215							
16.2 Reinsurance assumed.....	.0										
16.3 Reinsurance ceded.....	6,672			6,672							
16.4 Net.....	1,910	.0	2,367	(457)	.0	.0	0	.0	.0	.0	.0
17. Line 15 + Line 16.4.....	1,870	.0	2,890	(1,020)	.0	.0	0	.0	.0	.0	.0
18. Prior year (uncollected + deferred and accrued - advance).....	636		561	75							
19. Renewal premiums and considerations:											
19.1 Direct.....	8,544		2,329	6,215							
19.2 Reinsurance assumed.....	.0										
19.3 Reinsurance ceded.....	7,310			7,310							
19.4 Net (Line 17 - Line 18).....	1,234	.0	2,329	(1,095)	.0	.0	0	.0	.0	.0	.0
<b>TOTAL</b>											
20. Total premiums and annuity considerations:											
20.1 Direct.....	8,544	.0	2,329	6,215	.0	.0	0	.0	.0	.0	.0
20.2 Reinsurance assumed.....	.0	.0	0	0	.0	.0	0	.0	.0	.0	.0
20.3 Reinsurance ceded.....	6,215	.0	0	6,215	.0	.0	0	.0	.0	.0	.0
20.4 Net (Lines 9.4 + 10.4 + 19.4).....	2,329	.0	2,329	0	.0	.0	0	.0	.0	.0	.0

EXHIBIT 1 - PART 2 - DIVIDENDS AND COUPONS APPLIED, REINSURANCE COMMISSIONS AND  
EXPENSE ALLOWANCES AND COMMISSIONS INCURRED (direct business only)

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group & Individual)	10 Other	
<b>DIVIDENDS AND COUPONS APPLIED (included in Part 1)</b>											
21. To pay renewal premiums.....	0										
22. All other.....	0										
<b>REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES INCURRED</b>											
23. First year (other than single):											
23.1 Reinsurance ceded.....	0										
23.2 Reinsurance assumed.....	0										
23.3 Net ceded less assumed.....	0	0	0	0	0	0	0	0	0	0	0
24. Single:											
24.1 Reinsurance ceded.....	7,352			7,352							
24.2 Reinsurance assumed.....	0										
24.3 Net ceded less assumed.....	7,352	0	0	7,352	0	0	0	0	0	0	0
25. Renewal:											
25.1 Reinsurance ceded.....	31,753			31,753							
25.2 Reinsurance assumed.....	0										
25.3 Net ceded less assumed.....	31,753	0	0	31,753	0	0	0	0	0	0	0
26. Totals:											
26.1 Reinsurance ceded (Page 6, Line 6).....	39,105	0	0	39,105	0	0	0	0	0	0	0
26.2 Reinsurance assumed (Page 6, Line 22).....	0	0	0	0	0	0	0	0	0	0	0
26.3 Net ceded less assumed.....	39,105	0	0	39,105	0	0	0	0	0	0	0
<b>COMMISSIONS INCURRED (direct business only)</b>											
27. First year (other than single).....	0										
28. Single.....	0										
29. Renewal.....	0										
30. Deposit-type contract funds.....	0										
31. Totals (to agree with Page 6, Line 21).....	0	0	0	0	0	0	0	0	0	0	0

American Retirement Life Insurance Company  
EXHIBIT 2 - GENERAL EXPENSES

		Insurance				5	6
		1	Accident and Health		4		
			2	3			
		Life	Cost Containment	All Other	All Other Lines of Business	Investment	Total
1.	Rent.....						.....0
2.	Salaries and wages.....						.....0
3.11	Contributions for benefit plans for employees.....						.....0
3.12	Contributions for benefit plans for agents.....						.....0
3.21	Payments to employees under non-funded benefit plans.....						.....0
3.22	Payments to agents under non-funded benefit plans.....						.....0
3.31	Other employee welfare.....						.....0
3.32	Other agent welfare.....						.....0
4.1	Legal fees and expenses.....						.....0
4.2	Medical examination fees.....						.....0
4.3	Inspection report fees.....						.....0
4.4	Fees of public accountants and consulting actuaries.....						.....0
4.5	Expense of investigation and settlement of policy claims.....						.....0
5.1	Traveling expenses.....						.....0
5.2	Advertising.....						.....0
5.3	Postage, express, telegraph and telephone.....						.....0
5.4	Printing and stationery.....	1,531					1,531
5.5	Cost or depreciation of furniture and equipment.....						.....0
5.6	Rental of equipment.....						.....0
5.7	Cost or depreciation of EDP equipment and software.....						.....0
6.1	Books and periodicals.....						.....0
6.2	Bureau and association fees.....						.....0
6.3	Insurance, except on real estate.....						.....0
6.4	Miscellaneous losses.....						.....0
6.5	Collection and bank service charges.....	4,180					4,180
6.6	Sundry general expenses.....	16,655					16,655
6.7	Group service and administration fees.....						.....0
6.8	Reimbursements by uninsured plans.....						.....0
7.1	Agency expense allowance.....						.....0
7.2	Agents' balances charged off (less \$.....0 recovered).....						.....0
7.3	Agency conferences other than local meetings.....						.....0
9.1	Real estate expenses.....						.....0
9.2	Investment expenses not included elsewhere.....					6,741	6,741
9.3	Aggregate write-ins for expenses.....	73,259	0	0	0	0	73,259
10.	General expenses Incurred.....	95,625	0	0	0	6,741	(a).....102,366
11.	General expenses unpaid December 31, prior year.....	7,156					7,156
12.	General expenses unpaid December 31, current year.....	6,730					6,730
13.	Amounts receivable relating to uninsured plans, prior year.....						.....0
14.	Amounts receivable relating to uninsured plans, current year.....						.....0
15.	General expenses paid during year (Lines 10 + 11 - 12 - 13 + 14).....	96,051	0	0	0	6,741	102,792

DETAILS OF WRITE-INS						
09.301.	TPA Service Fees.....	73,259				73,259
09.302.	.....					0
09.303.	.....					0
09.398.	Summary of remaining write-ins for Line 9.3 from overflow page.....	0	0	0	0	0
09.399.	Totals (Lines 09.301 thru 09.303 plus 09.398)(Line 9.3 above).....	73,259	0	0	0	73,259

(a) Includes management fees of \$.....0 to affiliates and \$.....0 to non-affiliates.

EXHIBIT 3 - TAXES, LICENSES AND FEES (EXCLUDING FEDERAL INCOME TAXES)

		Insurance			4	5
		1	2	3	Investment	Total
		Life	Accident and Health	All Other Lines of Business		
1.	Real estate taxes.....	.....	.....	.....	.....	.....0
2.	State insurance department licenses and fees.....	54,701	.....	.....	.....	54,701
3.	State taxes on premiums.....	6,683	.....	.....	.....	6,683
4.	Other state taxes, including \$.....0 for employee benefits.....	(177)	.....	.....	.....	(177)
5.	U.S. Social Security taxes.....	.....	.....	.....	.....	.....0
6.	All other taxes.....	.....	.....	.....	.....	.....0
7.	Taxes, licenses and fees incurred.....	61,207	.....0	.....0	.....0	61,207
8.	Taxes, licenses and fees unpaid December 31, prior year.....	5,276	.....	.....	.....	5,276
9.	Taxes, licenses and fees unpaid December 31, current year.....	5,225	.....	.....	.....	5,225
10.	Taxes, licenses and fees paid during year (Lines 7 + 8 - 9).....	61,258	.....0	.....0	.....0	61,258

EXHIBIT 4 - DIVIDENDS OR REFUNDS

		1	2
		Life	Accident and Health
1.	Applied to pay renewal premiums.....		
2.	Applied to shorten the endowment or premium-paying period.....		
3.	Applied to provide paid-up additions.....		
4.	Applied to provide paid-up annuities.....		
5.	Total Lines 1 through 4.....	0	0
6.	Paid-in cash.....		
7.	Left on deposit.....		
8.	Aggregate write-ins for dividend or refund options.....	0	0
9.	Total Lines 5 through 8.....	0	0
10.	Amount due and unpaid.....		
11.	Provision for dividends or refunds payable in the following calendar year.....		
12.	Terminal dividends.....		
13.	Provision for deferred dividend contracts.....		
14.	Amount provisionally held for deferred dividend contracts not included in Line 13.....		
15.	Total Lines 10 through 14.....	0	0
16.	Total from prior year.....		
17.	Total dividends or refunds (Lines 9 + 15 - 16).....	0	0

DETAILS OF WRITE-INS		
0801.	.....	
0802.	.....	
0803.	.....	
0898.	Summary of remaining write-ins for Line 8 from overflow page.....	0
0899.	Totals (Line 0801 thru 0803 plus 0898) (Line 8 above).....	0

American Retirement Life Insurance Company  
EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
<b>Life Insurance:</b>					
0100001. 80 CSO ALB MALE 5 % CRVM.....	34,248		34,248		
0100002. 80 CSO ALB MALE 5 % NET LEVEL.....	389,414		389,414		
0100003. 80 CSO ALB MALE 5.5 % NET LEVEL.....	186,122		186,122		
0100004. 80 CSO ALB MALE 6 % NET LEVEL.....	636		636		
0100005. 80 CSO ALB FEMALE 4% NET LEVEL.....	1,092		1,092		
0100006. 80 CET ALB MALE 5 % NET LEVEL.....	4,917		4,917		
0199997. Totals (Gross).....	616,429	0	616,429	0	0
0199999. Totals (Net).....	616,429	0	616,429	0	0
<b>Annuities (excluding supplementary contracts with life contingencies):</b>					
0200001. 5.5% CARVM.....	4,124,259	XXX	4,124,259	XXX	
0200002. 5.75% CARVM.....	4,386,300	XXX	4,386,300	XXX	
0200003. 6.25% CARVM.....	3,114,498	XXX	3,114,498	XXX	
0200004. 6.5% CARVM.....	1,555,257	XXX	1,555,257	XXX	
0200005. 6.75% CARVM.....	2,386,260	XXX	2,386,260	XXX	
0200006. 7% CARVM.....	485,966	XXX	485,966	XXX	
0299997. Totals (Gross).....	16,052,540	XXX	16,052,540	XXX	0
0299998. Reinsurance ceded.....	16,052,540	XXX	16,052,540	XXX	
0299999. Totals (Net).....	0	XXX	0	XXX	0
<b>Miscellaneous Reserves:</b>					
0700001. NONDEDUCTION RESERVES.....	11		11		
0700002. IPC RESERVE.....	15,700		15,700		
0799997. Totals (Gross).....	15,711	0	15,711	0	0
0799999. Totals (Net).....	15,711	0	15,711	0	0
9999999. Totals (Net) - Page 3, Line 1.....	632,140	0	632,140	0	0

EXHIBIT 5 - INTERROGATORIES

1.1 Has the reporting entity ever issued both participating and non-participating contracts?

1.2 If not, state which kind is issued..... Non-Participating

2.1 Does the reporting entity at present issue both participating and non-participating contracts?

2.2 If not, state which kind is issued..... Non-Participating

3. Does the reporting entity at present issue or have in force contracts that contain non-guaranteed elements?  
If so, attach a statement that contains the determination procedures, answers to the interrogatories and an actuarial opinion as described in the instructions.

Yes [ ]

No [ X ]

4. Has the reporting entity any assessment or stipulated premium contracts in force? If so, state:

4.1 Amount of insurance:

4.2 Amount of reserve:

4.3 Basis of reserve:

4.4 Basis of regular assessments:

4.5 Basis of special assessments:

4.6 Assessments collected during year:

5. If the contract loan interest rate guaranteed in any one or more of its currently issued contracts is less than 5%, not in advance, state the contract loan rate guarantees on any such contracts.

Yes [ ]

No [ X ]

\$.....

\$.....

\$.....

\$.....

\$.....

\$.....

6. Does the reporting entity hold reserves for any annuity contracts that are less than the reserves that would be held on a standard basis?

6.1 If so, state the amount of reserve on such contracts on the basis actually held:

6.2 That would have been held (on an exact or approximate basis) using the actual ages of the annuitants; the interest rate(s) used in 6.1; and the same mortality basis used by the reporting entity for the valuation of comparable annuity benefits issued to standard lives. If the reporting entity has no comparable annuity benefits for standard lives to be valued, the mortality basis shall be the table most recently approved by the state of domicile for valuing individual annuity benefits:  
Attach statement of methods employed in their valuation.

Yes [ ]

No [ X ]

\$.....

\$.....

7. Does the reporting entity have any Synthetic GIC contracts or agreements in effect as of December 31 of the current year?

7.1 If yes, state the total dollar amount of assets covered by these contracts or agreements:

7.2 Specify the basis (fair value, amortized cost, etc.) for determining the amount:

7.3 State the amount of reserves established for this business:

7.4 Identify where the reserves are reported in the blank.

Yes [ ]

No [ X ]

\$.....

\$.....

EXHIBIT 5A - CHANGES IN BASES OF VALUATION DURING THE YEAR

1	Valuation Basis		4
	2	3	
Description of Valuation Class	Changed From	Changed To	Increase in Actuarial Reserve Due To Change

NONE

**Ex. 6-Aggregate Reserves for A&H Policies**  
**NONE**

**Ex. 7-Deposit-Type Contracts**  
**NONE**

EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1	2	Ordinary			6	Group		Accident and Health		
			3	4	5		7	8	9	10	11
	Total	Industrial Life	Life Insurance	Individual Annuities	Supplementary Contracts	Credit Life (Group and Individual)	Life Insurance	Annuities	Group	Credit (Group and Individual)	Other
1. Due and unpaid:											
1.1 Direct.....	0										
1.2 Reinsurance assumed.....	0										
1.3 Reinsurance ceded.....	0										
1.4 Net.....	0	0	0	0	0	0	0	0	0	0	0
2. In course of settlement:											
2.1 Resisted:											
2.11 Direct.....	0										
2.12 Reinsurance assumed.....	0										
2.13 Reinsurance ceded.....	0										
2.14 Net.....	0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0	0	0	0
2.2 Other:											
2.21 Direct.....	51,504			51,504							
2.22 Reinsurance assumed.....	0										
2.23 Reinsurance ceded.....	51,504			51,504							
2.24 Net.....	0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	(b) 0
3. Incurred but unreported:											
3.1 Direct.....	3,000		3,000								
3.2 Reinsurance assumed.....	0										
3.3 Reinsurance ceded.....	0										
3.4 Net.....	3,000	0	(b) 3,000	(b) 0	0	(b) 0	(b) 0	0	(b) 0	(b) 0	(b) 0
4. Totals:											
4.1 Direct.....	54,504	0	3,000	51,504	0	0	0	0	0	0	0
4.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0	0
4.3 Reinsurance ceded.....	51,504	0	0	51,504	0	0	0	0	0	0	0
4.4 Net.....	3,000	(a) 0	(a) 3,000	0	0	0	(a) 0	0	0	0	0

(a) Including matured endowments (but not guaranteed annual pure endowments) unpaid amounting to \$.....0 in Column 2, \$.....0 in Column 3 and \$.....0 in Column 7.

(b) Include only portion of disability and accident and health claim liabilities applicable to assumed "accrued" benefits. Reserves (including reinsurance assumed and net of reinsurance ceded) for unaccrued benefits for Ordinary Life Insurance \$.....0, Individual Annuities \$.....0, Credit Life (Group and Individual) \$.....0, and Group Life \$.....0, are included in Page 3, Line 1, (See Exhibit 5, Section on Disability Disabled Lives); and for Group Accident and Health \$.....0, Credit (Group and Individual) Accident and Health \$.....0 and Other Accident and Health \$.....0 are included in Page 3, Line 2, (See Exhibit 6, Claim Reserve).

**EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS**

PART 2 - Incurred During the Year

	1	2	Ordinary		5	6	Group		Accident and Health		
			3	4			7	8	9	10	11
	Total	Industrial Life (a)	Life Insurance (b)	Individual Annuities	Supplementary Contracts	Credit Life (Group and Individual)	Life Insurance (c)	Annuities	Group	Credit (Group and Individual)	Other
1. Settlements during the year:											
1.1 Direct.....	1,885,157		21,772	1,863,385							
1.2 Reinsurance assumed.....	0										
1.3 Reinsurance ceded.....	1,947,921			1,947,921							
1.4 Net..... (d).....	(62,764)	0	21,772	(84,536)	0	0	0	0	0	0	0
2. Liability December 31, current year from Part 1:											
2.1 Direct.....	54,504		3,000	51,504							
2.2 Reinsurance assumed.....	0										
2.3 Reinsurance ceded.....	51,504			51,504							
2.4 Net.....	3,000	0	3,000	0	0	0	0	0	0	0	0
3. Amounts recoverable from reinsurers December 31, current year.....	196,298			196,298							
4. Liability December 31, prior year:											
4.1 Direct.....	53,292		3,000	50,292							
4.2 Reinsurance assumed.....	0										
4.3 Reinsurance ceded.....	50,292			50,292							
4.4 Net.....	3,000	0	3,000	0	0	0	0	0	0	0	0
5. Amounts recoverable from reinsurers December 31, prior year.....	280,834			280,834							
6. Incurred benefits:											
6.1 Direct.....	1,886,369	0	21,772	1,864,597	0	0	0	0	0	0	0
6.2 Reinsurance assumed.....	0	0	0	0	0	0	0	0	0	0	0
6.3 Reinsurance ceded.....	1,864,597	0	0	1,864,597	0	0	0	0	0	0	0
6.4 Net.....	21,772	0	21,772	0	0	0	0	0	0	0	0

(a) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(b) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(c) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$.....0 in Line 1.1, \$.....0 in Line 1.4, \$.....0 in Line 6.1 and \$.....0 in line 6.4.

(d) Includes \$.....0 premiums waived under total and permanent disability benefits.



EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....			.....0
2. Stocks (Schedule D):			
2.1 Preferred stocks.....			.....0
2.2 Common stocks.....			.....0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens.....			.....0
3.2 Other than first liens.....			.....0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company.....			.....0
4.2 Properties held for the production of income.....			.....0
4.3 Properties held for sale.....			.....0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....			.....0
6. Contract loans.....			.....0
7. Derivatives (Schedule DB).....			.....0
8. Other invested assets (Schedule BA).....			.....0
9. Receivables for securities.....			.....0
10. Securities lending reinvested collateral assets (Schedule DL).....			.....0
11. Aggregate write-ins for invested assets.....	.....0	.....0	.....0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	.....0	.....0	.....0
13. Title plants (for Title insurers only).....			.....0
14. Investment income due and accrued.....			.....0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....			.....0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....			.....0
15.3 Accrued retrospective premiums.....			.....0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers.....			.....0
16.2 Funds held by or deposited with reinsured companies.....			.....0
16.3 Other amounts receivable under reinsurance contracts.....			.....0
17. Amounts receivable relating to uninsured plans.....			.....0
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.....0
18.2 Net deferred tax asset.....	.....50,003	.....50,954	.....951
19. Guaranty funds receivable or on deposit.....			.....0
20. Electronic data processing equipment and software.....			.....0
21. Furniture and equipment, including health care delivery assets.....			.....0
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.....0
23. Receivables from parent, subsidiaries and affiliates.....			.....0
24. Health care and other amounts receivable.....			.....0
25. Aggregate write-ins for other than invested assets.....	.....6,804	.....6,077	.....(727)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	.....56,807	.....57,031	.....224
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.....0
28. TOTALS (Lines 26 and 27).....	.....56,807	.....57,031	.....224

DETAILS OF WRITE-INS

1101. ....			.....0
1102. ....			.....0
1103. ....			.....0
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.....0	.....0	.....0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.....0	.....0	.....0
2501. Premium tax refund due.....	.....4	.....4	.....0
2502. Accounting suspense.....		.....3,160	.....3,160
2503. Prepays.....	.....6,800	.....2,913	.....(3,887)
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.....0	.....0	.....0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	.....6,804	.....6,077	.....(727)

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

a. Accounting Practices and Procedures

The financial statements of American Retirement Life Insurance Company ("ARLIC" 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.

b. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

c. Accounting Policy

Life premiums are recognized as income over the premium-paying period of the related policies. Annuity considerations are recognized as revenue when received. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred. The Company does not pay dividends to policyholders.

In addition, the company uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds not backed by other loans rated 1 through 5 are stated at amortized cost using the interest method; those rated 6 are stated at lower of cost or market.
- (3) Common stocks – Not applicable
- (4) Preferred stocks – Not applicable
- (5) Mortgage loans – Not applicable
- (6) Loan-backed securities with an NAIC rating 1 through 5 are stated at amortized cost using the interest method; all others are stated at the lower of amortized cost or market. Certain residential mortgage-backed securities (RMBS), commercial mortgage-backed securities (CMBS) and loan-backed and structured securities (LBASS) are subject to the two-step process based on the price point determined by a third party financial model to properly reflect the expected loss from the securities which in turn determines the Book Adjusted Carrying Value method and a final NAIC designation. Those RMBS, CMBS and LBASS securities that are not modeled but receive a current year Acceptable Rating Organizations (ARO) rating are subject to the two-step Modified FE process based on the price point determined by the NAIC which in turn determines the Book Adjusted Carrying Value method and a final NAIC designation. For loan-backed bonds and structured securities, dealer modified anticipated prepayment assumptions are used at the date of purchase to determine effective yields. Significant changes in estimated cash flows from the original purchase assumptions are accounted for on a prospective basis.
- (7) Investments in subsidiaries, controlled and affiliated companies – Not applicable
- (8) Investments in joint ventures, partnerships and limited liability companies – Not applicable
- (9) Derivatives – Not applicable
- (10) The Company utilizes anticipated investment income as a factor in the premium deficiency calculation.
- (11) The Company has no accident and health contracts.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) The Company has no pharmaceutical rebate receivables.

2. Accounting Changes and Corrections of Errors

- a. The Company had no material changes in accounting principles and/or correction of errors.

3. Business Combinations and Goodwill – Not applicable

4. Discontinued Operations – The Company has no reportable discontinued operations.

5. Investments

- a. Mortgage Loans, including Mezzanine Real Estate Loans – Not applicable
- b. Debt Restructuring – There were no debt restructures in 2011.
- c. Reverse Mortgages – Not applicable
- d. Loan-Backed Securities

- (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 the original purchase assumptions are accounted for on a prospective basis.
- (2) The Company does not currently hold any securities with a recognized other-than-temporary 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.

NOTES TO FINANCIAL STATEMENTS

(3) The following table shows each security with a credit-related other-than-temporary (“OTTI”) charge recognized during 2011:

<u>CUSIP</u>	<u>Amortized Cost Before OTTI</u>	<u>Present Value of Projected Cash Flows</u>	<u>OTTI Charge Recognized in Income Statement</u>	<u>Amortized Cost After OTTI</u>	<u>Fair Value</u>	<u>Date Reported</u>
47232VCT7	8,524	4,559	3,965	4,559	10,911	3/31/11
47232VCS9	20,459	14,396	6,063	14,396	12,848	6/30/11
47232VCS9	14,312	11,318	2,994	11,318	11,665	9/30/11
47232VCT7	4,465	2,640	1,825	2,640	9,596	9/30/11

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

<u>Less Than 12 Months</u>		<u>12 Months or More</u>	
<u>Fair Value</u>	<u>Unrealized Loss</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
<u>\$ 227,883</u>	<u>\$ 2,744</u>	<u>\$ 30,351</u>	<u>\$ 13,649</u>

- e. Repurchase Agreements and/or Securities Lending Transactions – Not applicable.
- f. Real Estate – Not applicable
- g. Low Income Housing Tax Credits – Not applicable
6. Joint Ventures, Partnerships and Limited Liability Companies – Not applicable
7. Investment Income – There was no due and accrued investment income excluded from capital and surplus at December 31, 2011.
8. Derivative Instruments – Not applicable
9. Income Taxes
- a. Deferred Tax Assets and Deferred Tax Liabilities

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

	<u>2011</u>			<u>2010</u>		
	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
Gross deferred tax assets	\$ 97,526	\$189,062	\$286,588	\$99,323	\$ 190,498	\$289,821
Gross deferred tax liabilities	8,911	-	8,911	10,266	-	10,266
Net deferred tax assets			277,677			279,555
Deferred tax assets non-admitted			(50,003)			(50,954)
Net admitted deferred tax assets			\$227,674			\$228,601
Increase (decrease) in net deferred tax assets			\$(1,878)			\$(1,814)
Tax effects of unrealized gains (losses)			(5,210)			(8,773)
Reported increase (decrease) in net deferred tax assets			(7,088)			(10,587)
Increase (decrease) in non-admitted deferred tax assets			\$ (951)			\$ (11,278)

- (2) The Company has elected to admit DTAs pursuant to SSAP 10R – Paragraph 10.e. The Company utilized this election in 2010.
- (3) As a result of this election, the Company has recognized additional deferred tax assets, as follows:

	<u>2011</u>	<u>2010</u>
Additional admitted deferred tax assets - SSAP 10R - Paragraph 10.e	\$ 22,565	\$ 22,047
Increase (decrease) for the year	518	327

NOTES TO FINANCIAL STATEMENTS

(4) The result of the admissibility calculations pursuant to paragraph 10.a. – 10.c. are as follows:

	2011			2010		
	Ordinary	Capital	Total	Ordinary	Capital	Total
Recoverable through loss carrybacks	\$ 16,047	\$ -	\$ 16,047	\$ 16,056	\$ -	\$ 16,056
Lesser of:						
Reversal of deferred tax assets in the following year	-	189,062	189,062	-	190,498	190,498
10% of adjusted capital and surplus			528,170			528,435
			189,062			190,498
Adjusted gross deferred tax assets offset						
against deferred tax liabilities	8,911	-	8,911	10,266	-	10,266
Admitted deferred tax assets			214,020			216,820

The result of the admissibility calculations pursuant to paragraph 10.e. are as follows:

	2011			2010		
	Ordinary	Capital	Total	Ordinary	Capital	Total
Recoverable through loss carrybacks	\$ 38,612	\$ -	\$ 38,612	\$ 38,103	\$ -	\$ 38,103
Lesser of:						
Reversal of deferred tax assets in the following three years	-	189,062	189,062	-	190,498	190,498
15% of adjusted capital and surplus			792,254			792,653
			189,062			190,498
Adjusted gross deferred tax assets offset						
against deferred tax liabilities	8,911	-	8,911	10,266	-	10,266
Admitted deferred tax assets			236,585			238,867

For purposes of SSAP No 10R, Paragraph 10.d., the following amounts were used:

	2011	2010	Change
Total Adjusted Capital	\$5,495,238	\$5,505,568	\$(10,330)
Authorized Control Level	\$62,812	\$78,369	\$(15,557)

(5) The impact of the Company's tax planning strategies on the adjusted gross DTA and net admitted DTA by tax character is as follows:

	12/31/2011		
	Ordinary	Capital	Total
	Percent	Percent	Percent
(a) Adjusted gross DTAs			
(% of total adjusted gross DTAs)	0.0%	67%	67%
(b) Net admitted adjusted DTAs			
(% of total net admitted DTAs)	0.0%	84%	84%
	12/31/2010		
	Ordinary	Capital	Total
	Percent	Percent	Percent
(a) Adjusted gross DTAs			
(% of total adjusted gross DTAs)	0.0%	66%	66%
(b) Net admitted adjusted DTAs			
(% of total net admitted DTAs)	0.0%	83%	83%
	Change		
	Ordinary	Capital	Total
	Percent	Percent	Percent
(a) Adjusted gross DTAs			
(% of total adjusted gross DTAs)	0.0%	1%	1%
(b) Net admitted adjusted DTAs			
(% of total net admitted DTAs)	0.0%	1%	1%

NOTES TO FINANCIAL STATEMENTS

(6) The Impact to the Company's financial statements as a result of the election of SSAP 10R Paragraph 10.e are as follows:

December 31, 2011	Prior to Election	After Election	Change
Admitted deferred tax assets	\$ 214,020	\$ 236,585	\$ 22,565
Admitted assets	6,348,751	6,371,316	22,565
Adjusted statutory capital and surplus*	5,281,696	xxx	xxx
Total adjusted capital for RBC	5,495,238	xxx	xxx
Statutory surplus	2,995,238	3,017,803	22,565

  

December 31, 2010	Prior to Election	After Election	Change
Admitted deferred tax assets	\$ 216,829	\$ 238,876	\$ 22,047
Admitted assets	6,353,206	6,375,253	22,047
Adjusted statutory capital and surplus*	5,284,350	xxx	xxx
Total adjusted capital for RBC	5,505,568	xxx	xxx
Statutory surplus	3,005,568	3,027,615	22,047

- \* As reported on the statutory balance sheet for the most recently filed statement with the domiciliary state commissioner adjusted in accordance with SSAP No. 10R, Paragraph 10bii
- b. The Company has recognized all its deferred tax liabilities.
- c. The provisions for incurred taxes on earnings for the years ended December 31 are as follows:

	2011	2010	Change
Federal income taxes (benefit) on current operations	\$(6,383)	\$(15,565)	\$9,182
Prior year adjustment	-	(103)	103
Federal and foreign income taxes incurred	<u>\$ (6,383)</u>	<u>\$(15,668)</u>	<u>\$ 9,285</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:

Ordinary:

Reserves	\$ 34,782	\$ 35,620	\$ (838)
Tax deferred acquisition costs	60,363	61,346	(983)
Other	<u>2,381</u>	<u>2,357</u>	<u>24</u>
Total ordinary deferred tax assets	97,526	99,323	(1,797)
Deferred tax assets non-admitted	<u>(50,003)</u>	<u>(50,954)</u>	<u>951</u>
Admitted ordinary deferred tax assets	<u>47,523</u>	<u>48,369</u>	<u>(846)</u>

Capital:

Investments	<u>189,062</u>	<u>190,498</u>	<u>(1,436)</u>
Admitted capital deferred tax assets	<u>189,062</u>	<u>190,498</u>	<u>(1,436)</u>

  

Admitted deferred tax assets	236,585	238,867	(2,282)
------------------------------	---------	---------	---------

Deferred tax liabilities resulting from book/tax differences in:

Ordinary:

Investments	<u>8,911</u>	<u>10,266</u>	<u>(1,355)</u>
Total ordinary deferred tax liability	<u>8,911</u>	<u>10,266</u>	<u>(1,355)</u>
Net admitted deferred tax assets	<u>\$ 227,674</u>	<u>\$ 228,601</u>	<u>\$ (927)</u>

- d. The Company's income tax expense and change in deferred income taxes differs from the amount obtained by applying the federal statutory rate of 35% to net income after dividends to policyholders are as follows:

	2011	2010
Expected income tax at 35%	\$ (5,076)	\$(14,901)
Investments	-	1,647
Impairments	5,196	7,327
Amortization of IMR	301	769
Non-admitted assets	(254)	42
Non-deductible expenses	536	35
Other	<u>2</u>	<u>1</u>
Total statutory federal income taxes	<u>\$ 705</u>	<u>\$ (5,080)</u>

  

Federal income taxes incurred	\$ (6,383)	\$(15,668)
Change in net deferred income taxes	<u>7,088</u>	<u>10,588</u>
Total statutory federal income taxes	<u>\$ 705</u>	<u>\$ (5,080)</u>

- e. As of December 31, 2011, the Company does not have any operating loss carryforwards or capital loss carryforwards available to offset future net income subject to federal income taxes.

NOTES TO FINANCIAL STATEMENTS

The amount of federal income taxes paid and available for recoupment in the event of future net losses are as follows:

Tax Year	Ordinary	Capital	Total
2011	-	-	-
2010	\$15,565	-	\$15,565
2009	\$23,870	-	\$23,870

f. The Company's federal income tax return is consolidated.

(1) The Company's federal income tax return is consolidated with the following entities:

- AAG Holding Company, Inc.  
AAG Insurance Agency, Inc.  
ADL Financial Services, Inc.  
American Empire Insurance Company  
American Empire Surplus Lines Insurance Company  
American Empire Underwriters, Inc.  
American Financial Enterprises, Inc.  
American Financial Group, Inc.  
American Money Management Corporation  
American Premier Underwriters, Inc.  
American Retirement Life Insurance Company  
American Signature Underwriters, Inc.  
Ann Arbor Railroad Company (The)  
Annuity Investors Life Insurance Company  
APU Holding Company  
Associates of the Jersey Company (The)  
Brothers Pennsylvanian Corporation  
Brothers Property Corporation  
Brothers Property Management Corporation  
Cal Coal, Inc.  
Ceres Group, Inc.  
Consolidated Financial Corporation  
Continental General Corporation  
Continental Print & Photo Co.  
Crop Managers Insurance Agency, Inc.  
Dempsey & Siders Agency, Inc.  
Dixie Terminal Corporation  
Eden Park Insurance Brokers, Inc.  
ESC, INC.  
Farmers Crop Insurance Alliance, Inc.  
FCIA Management Company, Inc.  
FlexTech Holding Co., Inc.  
GAI Warranty Company  
GAI Warranty Company of Florida  
GALIC Brothers, Inc.  
Global Premier Finance Company  
Great American Advisors, Inc.  
Great American Agency of Texas, Inc.  
Great American Alliance Insurance Company  
Great American Assurance Company  
Great American Casualty Insurance Company  
Great American Claims Services, Inc.  
Great American Contemporary Insurance Company  
Great American E&S Insurance Company  
Great American Fidelity Insurance Company  
Great American Financial Resources, Inc.  
Great American Holding, Inc.  
Great American Insurance Agency, Inc.  
Great American Insurance Company  
Great American Insurance Company of New York  
Great American Life Assurance Company  
Great American Life Insurance Company  
Great American Life Insurance Company of New York  
Great American Lloyd's Insurance Company  
Great American Lloyd's, Inc.  
Great American Management Services, Inc.

Great American Plan Administrators, Inc.  
Great American Protection Insurance Company  
Great American Re Inc.  
Great American Security Insurance Company  
Great American Spirit Insurance Company  
Great Southwest Corporation  
Hangar Acquisition Corp.  
Indianapolis Union Railway Company (The)  
Key Largo Group, Inc.  
Lehigh Valley Railroad Company  
Lifestyle Financial Investments, Inc.  
Loyal American Holding Corporation  
Loyal American Life Insurance Company  
Magnolia Alabama Holdings, Inc.  
Manhattan National Holding Corporation  
Manhattan National Life Insurance Company  
Marathon Manufacturing Company  
Mid-Continent Assurance Company  
Mid-Continent Casualty Company  
Mid-Continent Excess and Surplus Insurance Company  
Mid-Continent Specialty Insurance Services, Inc.  
Oklahoma Surety Company  
One East Fourth, Inc.  
Owasco River Railway, Inc. (The)  
PCC Chicago Realty Corp.  
PCC Gun Hill Realty Corp.  
PCC Maryland Realty Corp.  
PCC Michigan Realty, Inc.  
PCC Real Estate, Inc.  
PCC Scarsdale Realty Corp.  
PCC Technical Industries, Inc.  
Penn Camarillo Realty Corp.  
Penn Central Energy Management Company  
Penn Towers, Inc.  
Pioneer Carpet Mills, Inc.  
Pittsburgh and Cross Creek Railroad Company  
PLLS, Ltd.  
Premier Lease & Loan Services Insurance Agency, Inc.  
Premier Lease & Loan Services of Canada, Inc.  
Professional Risk Brokers, Inc.  
Purity Financial Corporation  
QQAgency of Texas, Inc.  
Republic Indemnity Company of America  
Republic Indemnity Company of California  
Risico Management Corporation  
Skipjack Marina Corp.  
Superior NWVN of Ohio, Inc.  
TEJ Holdings, Inc.  
Terminal Realty Penn Co.  
Three East Fourth, Inc.  
United Agency Brokerage GP, Inc.  
United Railroad Corp.  
United Teacher Associates Insurance Company  
United Teacher Associates, Ltd.  
Waynesburg Southern Railroad Company  
World Houston, Inc.

(2) Pursuant to the tax allocation agreement, the company's tax expense will be determined based upon its inclusion in the consolidated tax return of American Financial Group, Inc. and its includable subsidiaries. Estimated payments are to be made quarterly during the year. Following year-end, additional settlements will be made on the original due date of the return and, when extended, at the time the return is filed. The method of allocation among the companies under the agreement is based upon separate return calculations with current credit for net losses to the extent the losses provide a benefit in the consolidated tax return.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- a., b. & c. Related party transactions for 2011 – Not applicable.
- d. At December 31, 2011, the Company reported \$273 as amounts due to affiliate companies. The terms of the agreements require that these amounts be settled within 90 days.
- e. During 2011 there were no material guarantees or undertakings, written or otherwise, for the benefit of an affiliate or related party that resulted in a material contingent exposure of the Company's or any related party's assets or liabilities.
- f. Management or service contracts and all cost sharing arrangements involving the Company:

(1) The Company has an agreement with GAFRI, subject to the direction of the finance committee of the Company, whereby GAFRI, along with the services provided by American Money Management, provides for money management and accounting services related to the investment portfolio.

(2) Certain administrative, management, underwriting, claims, accounting, data processing, collection and investment services are provided under agreements between the Company and affiliates at charges not unfavorable to the Company or the affiliate.

NOTES TO FINANCIAL STATEMENTS

- g.

The Company is an indirect subsidiary of Great American Financial Resources, Inc. ("GAFRI"), which is a subsidiary of American Financial Group, Inc.; 100% of the Company's outstanding common stock is directly owned by Loyal American Life Insurance Co. ("LALIC"). See Schedule Y, Part 1, Organizational Chart.
- h.

The Company does not own shares of any upstream immediate entity or ultimate parent.
- i.

The Company has no investments in SCA entities.
- j.

The Company did not recognize any impairment write down for its investments in Subsidiary, Controlled or Affiliated Companies during the statement period.
- k.

The Company has no investment in a foreign insurance subsidiary.
- l.

The Company has no investment in a downstream non-insurance holding company.
11.

Debt
- a.

The Company has no outstanding debt instruments.
- b.

The Company has no Federal Home Loan Bank agreements.
12.

Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans.
- The Company does not participate in retirement plans, deferred compensation, post-employment benefits and compensated absences and other post-retirement benefit plans.
13.

Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations.
- a.

The Company has 200,000 shares authorized, issued and outstanding. All shares are class A shares.
- b.

The Company has no preferred stock outstanding.
- c.

The maximum amount of dividends which can be paid to stockholders by life insurance companies domiciled in the State of Ohio without prior approval of the Insurance Commissioner is the greater of 10% of surplus as regards to policyholders or net income as of the preceding December 31, but only to the extent of earned surplus as of the preceding December 31. The maximum amount of dividends payable in 2012 without prior approval is \$317,873 based on earned surplus. At December 31, 2011, surplus as regards to policyholders was \$5,517,803, earned surplus was \$317,873 and the Company reported a net loss of \$8,119.
- d.

No dividends were paid in 2011.
- e.

Within the limitations of (c) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- f.

There are no restrictions on the Company's surplus.
- g.

The total amount of advances to surplus not repaid is \$0.
- h.

The amounts of stock held by the Company, including stock of affiliated companies, for special purposes is:
- (1)

Conversion of preferred stock:

0 shares
- (2)

Employee stock options:

0 shares
- (3)

Stock purchase warrants:

0 shares
- i.

At December 31, 2011, the Company has recognized \$22,565 of surplus relating to the use of SSAP No. 10R. This is an increase of \$518 from 2010.
- j.

The portion of unassigned funds (surplus) represented or (reduced) by each of the following items:
- (1)

Unrealized gains and losses:

(40)
- (2)

Non-admitted asset values:

(56,807)
- (3)

Separate account business:

-
- (4)

Asset valuation reserves:

-
- (5)

Reinsurance in unauthorized companies:

-
- k.

Surplus Notes – Not applicable
- l.

The impact of any restatement due to prior quasi-reorganizations is as follows: Not applicable
- m.

The effective date of all quasi-reorganization in the prior 10 years is/are: Not applicable
14.

Contingencies
- a.

Contingent Commitments – No reportable material commitments or contingent commitments.
- b.

Assessments
- From time to time, insurance companies may be assessed by various state insurance guaranty funds to help pay for the cost of other insurance company insolvencies. These assessments are generally recoverable in most states over a 3 to 10 year period through reduction in future premium tax liabilities. Management is not aware of any insolvencies that would require accrual in the accompanying financial statements. At December 31, 2011, the Company held a receivable from guaranty funds of \$17,594 representing amounts previously paid which will be offset against future premium taxes.
- Assets recognized from paid and accrued tax offsets for the year ended December 31, 2011, are as follows:
- Balance, beginning of year

\$

17,774
- Premium tax offsets accrued

252
- Premium tax offsets applied

(432)
- \$

17,594
- c.

Gain Contingencies – No reportable material gain contingencies.
- d.

Claims related extra contractual obligation and bad faith losses stemming from lawsuits – No reportable material claims related extra contractual obligation and bad faith losses stemming from lawsuits.



NOTES TO FINANCIAL STATEMENTS

- e. All Other Contingencies – No reportable material other contingencies.
15. Leases – Not applicable
16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk – Not applicable
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities – The Company has no reportable transactions.
18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans – Not applicable
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators – Not applicable
20. Fair Value Measurements – The Company had no assets and liabilities held a fair value.
21. Other Items

a. Extraordinary Items – No reportable material extraordinary items.

b. Troubled debt restructuring: Debtors – Not applicable

c. Other disclosures

Assets in the amount of \$3,472,560 and \$3,482,641 at December 31, 2011 and 2010, respectively, were on deposit with government authorities or trustees as required by law.

d. Uncollectible assets – No reportable uncollectible amounts.

e. Business interruption insurance recoveries – There were no business interruption claims made or recovered.

f. State transferable tax credits – No reportable state transferable tax credits.

g. Subprime mortgage related risk exposure.

(1) Included in determining the company’s exposure to sub-prime mortgage loans are the debt and equity securities of companies whose principal business includes the origination, securitization, providing of mortgage insurance on, investment in or management of sub-prime mortgage loans. Also included in such determination are those residential mortgage backed securities and collateral debt obligations in which the ultimate collateral supporting anticipated cash flows are sub-prime mortgage loans. In general, we limit the company’s purchases of sub-prime residential mortgage backed securities to those securities with AAA ratings and whose underlying collateral is fixed-rate (as opposed to adjustable rate).

(2) The company does not have any investment with direct exposure in subprime mortgage loans.

(3) The company does not have any investments with indirect exposure in subprime mortgage loans.

(4) The company has no net underwriting exposure to subprime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officer Liability coverage or Errors and Omissions Liability coverage, as a result of the pooling agreement (see Note 25).

h. Retained Assets – Not applicable.
22. Events Subsequent – Management has evaluated the financial statements for subsequent events through February 21, 2012, the date financial statements were available to be issued.
23. Reinsurance

a. Ceded Reinsurance Report

(1) Section 1 – General Interrogatories

a) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?  
Yes ( ) No ( X )  
  
If yes, give full details.

b) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?  
Yes ( ) No ( X )  
  
If yes, give full details.

(2) Section 2 – Ceded Reinsurance Report - Part A

a) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?  
Yes ( ) No ( X )

i) If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$\_\_\_\_\_

ii) What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$\_\_\_\_\_

b) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?
- 19.6



NOTES TO FINANCIAL STATEMENTS

Yes (    ) No ( X )

If yes, give full details.

(3) Section 3 – Ceded Reinsurance Report - Part B

- (a) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$\_\_\_\_\_0\_\_\_\_\_
- (b) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?  
Yes (    )                      No ( X )

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$\_\_\_\_\_

- b. Uncollectible Reinsurance – No reinsurance recoverables were written off.
- c. Commutation of Ceded Reinsurance – There was no commutation of ceded reinsurance.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination – Not applicable

25. Change in Incurred Losses and Loss Adjustment Expenses:

The Company has no reserves for incurred losses and loss adjustment expenses attributable to insured events of prior years.

26. Intercompany Pooling Arrangements – Not applicable

27. Structured Settlements – Not applicable

28. Health Care Receivables – Not applicable

29. Participating Policies – Not applicable

30. Premium Deficiency Reserves – Not applicable

31. Reserves for Life Contracts and Annuity Contracts

- a. The Company waives deduction of deferred fractional premiums upon death of insured and returns any portion of the final premium beyond the date of death. Surrender values are not promised in excess of the legally computed reserves.
- b. Extra premiums are charged for substandard lives if applicable. Mean reserves are based on appropriate multiples of standard rates of mortality.
- c. As of December 31, 2011, the Company had no insurance in force for which the gross premiums are less than the net premiums according to the standard valuation set by the State of Ohio.
- d. & e. Tabular interest, tabular less actual reserves released, and tabular cost are performed using standard formulas except for the Interest Sensitive products and funds not involving life contingencies used basic data roll-forwards.
- f. There are no other reserve changes on Exhibit 7 or on the Analysis of Increase in Reserves for 2011.

32. Analysis of Annuity Actuarial Reserves and Deposit Type Liabilities by Withdrawal Characteristics

	Amount	% of Total
Subject to discretionary withdrawal:		
At book value without adjustment	\$ 16,052,540	100.00%
Reinsurance Ceded	(16,052,540)	
Total Net	\$ -	

\*Reconciliation of total annuity actuarial reserves and deposit fund liabilities:

	Amount
Life & Accident & Health Annual Statement:	
Exhibit 5, Section B, Total (net)	\$ -
Total	\$ -

33. Premium and Annuity Considerations Deferred and Uncollected –

Type	Gross	Loading	Net of Loading
(3) Ordinary renewal	\$ (1)	\$ 222	\$ (223)
(7) Totals	\$ (1)	\$ 222	\$ (223)

34. Separate Accounts – Not applicable

35. Loss/Claim Adjustment Expenses – Not applicable

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes [ X ]

No [   ]

1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes [ X ]

No [   ]

N/A [   ]

1.3

State regulating?

Ohio

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:

12/31/2011

3.1

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

12/31/2011

3.2

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

3.3

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).

01/25/2008

3.4

By what department or departments?

Ohio Department of Insurance

3.5

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 ]

3.6

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

Yes [   ]

No [   ]

N/A [ X ]

4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11    sales of new business?

Yes [   ]

No [ X ]

4.12    renewals?

Yes [   ]

No [ X ]

4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21    sales of new business?

Yes [   ]

No [ X ]

4.22    renewals?

Yes [   ]

No [ X ]

5.1

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

Yes [   ]

No [ X ]

5.2

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	2	3
Name of Entity	NAIC Co. Code	State of Domicile

6.1

Has the 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 ]

6.2

If yes, give full information:

7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes [   ]

No [ X ]

7.2

If yes,

7.21    State the percentage of foreign control

.....%

7.22    State the nationality(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1	2
Nationality	Type of Entity

8.1

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

Yes [   ]

No [ X ]

8.2

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

8.3

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

Yes [   ]

No [ X ]

8.4

If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

9.

What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
Ernst & Young LLP, 1900 Scripps Center, 312 Walnut Street, Cincinnati, OH 45202

10.1

Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

Yes [   ]

No [ X ]

10.2

If the response to 10.1 is yes, provide information related to this exemption:

10.3

Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?

Yes [   ]

No [ X ]

10.4

If the response to 10.3 is yes, provide information related to this exemption:

10.5

Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?

Yes [   ]

No [ X ]

10.6

If the answer to 10.5 is no or n/a, please explain.  
The Audit Committee of American Financial Group, Inc., the Company's SOX compliant ultimate parent, will be deemed to serve as the Company's Audit Committee for the purposes of compliance with Ohio insurance law.

11.

What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
Mark E. Alberts FSA, MAAA; 22 East 55th Street, Indianapolis, IN 46220; Consulting Actuary

12.1

Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly?

Yes [   ]

No [ X ]

12.11

Name of real estate holding company

12.12

Number of parcels involved

.....

12.13

Total book/adjusted carrying value

.....

12.2

If yes, provide explanation.

GENERAL INTERROGATORIES

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [ ]

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [ ]

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [ X ]

14.1 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.

14.11 If the response to 14.1 is no, please explain:

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

14.21 If the response to 14.2 is yes, provide information related to amendment(s).

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [ X ]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes [ ] No [ X ]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1	2	3	4
American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Circumstances That Can Trigger the Letter of Credit	Amount

PART 1 - COMMON INTERROGATORIES - BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [ X ] No [ ]

17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [ X ] No [ ]

18. Has the reporting entity an established procedure for disclosure to its Board of Directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [ X ] No [ ]

PART 1 - COMMON INTERROGATORIES - FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [ X ]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

20.11 To directors or other officers \$.0

20.12 To stockholders not officers \$.0

20.13 Trustees, supreme or grand (Fraternal only) \$.0

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

20.21 To directors or other officers \$.0

20.22 To stockholders not officers \$.0

20.23 Trustees, supreme or grand (Fraternal only) \$.0

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [ X ]

21.2 If yes, state the amount thereof at December 31 of the current year:

21.21 Rented from others .....

21.22 Borrowed from others .....

21.23 Leased from others .....

21.24 Other .....

22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ X ] No [ ]

22.2 If answer is yes:

22.21 Amount paid as losses or risk adjustment \$.0

22.22 Amount paid as expenses \$.0

22.23 Other amounts paid \$.2,897

23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [ X ]

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

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date (other than securities lending programs addressed in 24.3)? Yes [ X ] No [ ]

24.2 If no, give full and complete information relating thereto.

24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet (an alternative is to reference Note 17 where this information is also provided).  
The Company does not engage in securities lending.

24.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] N/A [ X ]

24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs. ....

24.6 If answer to 24.4 is no, report amount of collateral for other programs. ....

24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ ] No [ ] N/A [ X ]

24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ ] No [ ] N/A [ X ]

PART 1 - COMMON INTERROGATORIES - INVESTMENT

24.9

Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending?

Yes [ ]

No [ ]

N/A [X]

25.1

Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3)

Yes [X]

No [ ]

25.2

If yes, state the amount thereof at December 31 of the current year:

25.21

Subject to repurchase agreements

\$.....0

25.22

Subject to reverse repurchase agreements

\$.....0

25.23

Subject to dollar repurchase agreements

\$.....0

25.24

Subject to reverse dollar repurchase agreements

\$.....0

25.25

Pledged as collateral

\$.....0

25.26

Placed under option agreements

\$.....0

25.27

Letter stock or securities restricted as to sale

\$.....0

25.28

On deposit with state or other regulatory body

\$.....3,472,560

25.29

Other

\$.....0

25.3

For category (25.27) provide the following:

1	2	3
Nature of Restriction	Description	Amount

26.1

Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes [ ]

No [X]

26.2

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

Yes [ ]

No [ ]

N/A [X]

27.1

Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes [ ]

No [X]

27.2

If yes, state the amount thereof at December 31 of the current year:

28.

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 [ ]

28.01

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

1	2
Name of Custodian(s)	Custodian's Address
The Bank of New York Mellon	One Wall Street, New York, NY 10286

28.02

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

28.03

Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?

Yes [ ]

No [X]

28.04

If yes, give full and complete information relating thereto:

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

28.05

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	2	3
Central Registration Depository Number(s)	Name	Address
N/A	American Money Mangement Corporation	301East Fourth Street, Cincinnati, OH 45202

29.1

Does the reporting entity have any diversified mutual funds reported in Schedule D-Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [ ]

No [X]

29.2

If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adj.Carrying Value
29.2999. TOTAL		0

29.3

For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from the above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to Holding	Date of Valuation

30.

Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	.....5,156,126	.....5,227,780	.....71,654
30.2 Preferred stocks.....			.....0
30.3 Totals.....	.....5,156,126	.....5,227,780	.....71,654

30.4

Describe the sources or methods utilized in determining the fair values:  
Fair values for bonds and preferred stocks are determined by internal investment professionals at American Monay Management Corporation (the manager of the Company's investment portfolio) using data from nationally recognized pricing services, broker quotes and available trade information. When data from these sources is not available (typically less than 1% of the portfolio), prices are developed internally by the investment professionals using widely published indices (as benchmarks), interest rates, issuer spreads, credit quality of the specific issuer and general economic conditions.

31.1

Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [X]

No [ ]

31.2

If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [ ]

No [X]

31.3

If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D. For the securities that were priced using broker prices, the Company obtains data from brokers that are familiar with the securities being priced and the markets in which they trade.

32.1

Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X]

No [ ]

32.2

If no, list exceptions:

PART 1 - COMMON INTERROGATORIES - OTHER

33.1

Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?

\$.....9,713

33.2

List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
AM Best	9,713

34.1

Amount of payments for legal expenses, if any?

\$.....0

34.2

List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid

35.1

Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?

\$.....0

35.2

List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid

GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

1.1

Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [ ] No [X]

1.2

If yes, indicate premium earned on U.S. business only

1.3

What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

1.31

Reason for excluding

1.4

Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

1.5

Indicate total incurred claims on all Medicare Supplement insurance.

1.6

Individual policies:

Most current three years:

1.61

Total premium earned

1.62

Total incurred claims

1.63

Number of covered lives

All years prior to most current three years:

1.64

Total premium earned

1.65

Total incurred claims

1.66

Number of covered lives

1.7

Group policies:

Most current three years:

1.71

Total premium earned

1.72

Total incurred claims

1.73

Number of covered lives

All years prior to most current three years:

1.74

Total premium earned

1.75

Total incurred claims

1.76

Number of covered lives

2.

Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	.....0	.....0
2.2 Premium Denominator.....	.....2,329	.....2,329
2.3 Premium Ratio (2.1/2.2).....	.....0.0	.....0.0
2.4 Reserve Numerator.....	.....0	.....0
2.5 Reserve Denominator.....	.....619,430	.....615,977
2.6 Reserve Ratio (2.4/2.5).....	.....0.0	.....0.0

3.1

Does this reporting entity have Separate Accounts?

Yes [ ] No [X]

3.2

If yes, has a Separate Accounts statement been filed with this Department?

Yes [ ] No [ ] N/A [X]

3.3

What portion of capital and surplus funds of the reporting entity covered by assets in the Separate Accounts statement, is not currently distributable from the Separate Accounts to the general account for use by the general account?

3.4

State the authority under which Separate Accounts are maintained:

3.5

Was any of the reporting entity's Separate Accounts business reinsured as of December 31?

Yes [ ] No [ ]

3.6

Has the reporting entity assumed by reinsurance any Separate Accounts business as of December 31?

Yes [ ] No [ ]

3.7

If the reporting entity has assumed Separate Accounts business, how much, if any, reinsurance assumed receivable for reinsurance of Separate Accounts reserve expense allowances is included as a negative amount in the liability for "Transfers to Separate Accounts due or accrued (net)?"

4.1

Are personnel or facilities of this reporting entity used by another entity or entities or are personnel or facilities of another entity or entities used by this reporting entity (except for activities such as administration of jointly underwritten group contracts and joint mortality or morbidity studies)?

Yes [X] No [ ]

4.2

Net reimbursement of such expenses between reporting entities:

4.21

Paid

\$.....1,833

4.22

Received

\$.....0

5.1

Does the reporting entity write any guaranteed interest contracts?

Yes [ ] No [X]

5.2

If yes, what amount pertaining to these items is included in:

5.21

Page 3, Line 1

5.22

Page 4, Line 1

6.

For stock reporting entities only:

6.1

Total amount paid in by stockholders as surplus funds since organization of the reporting entity:

\$.....2,677,365

7.

Total dividends paid stockholders since organization of the reporting entity:

7.11

Cash

\$.....13,887,480

7.12

Stock

\$.....1,500,000

**GENERAL INTERROGATORIES**

**PART 2 - LIFE INTERROGATORIES**

8.1 Does the company reinsure any Workers' Compensation Carve-Out business defined as:  
Reinsurance (including retrocessional reinsurance) assumed by life and health insurers of medical,  
wage loss and death benefits of the occupational illness and accident exposures, but not the employers  
liability exposures, of business originally written as workers' compensation insurance.

Yes [ ] No [X]

8.2 If yes, has the reporting entity completed the Workers' Compensation Carve-Out Supplement to the Annual Statement?

Yes [ ] No [ ]

8.3 If 8.1 is yes, the amounts of earned premiums and claims incurred in this statement are:

1	2	3
Reinsurance Assumed	Reinsurance Ceded	Net Retained
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

8.31 Earned premium.....

8.32 Paid claims.....

8.33 Claim liability and reserve (beginning of year).....

8.34 Claim liability and reserve (end of year).....

8.35 Incurred claims.....

8.4 If reinsurance assumed included amounts with attachment points below \$1,000,000, the distribution of the amounts reported in Lines 8.31 and 8.34 for Col. (1) are:

1	2
Earned Premium	Claim Liability and Reserve
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

Attachment Point

8.41 < \$25,000.....

8.42 \$25,000 -- 99,999.....

8.43 \$100,000 -- 249,999.....

8.44 \$250,000 -- 999,999.....

8.45 \$1,000,000 or more.....

8.5 What portion of earned premium reported in 8.31, Col. 1 was assumed from pools?

.....

9.1 Does the company have variable annuities with guaranteed benefits?

Yes [ ] No [X]

9.2 If 9.1 is yes, complete the following table for each type of guaranteed benefit.

Type		3	4	5	6	7	8	9
1	2	Waiting Period Remaining	Account Value Related to Col. 3	Total Related Account Values	Gross Amount of Reserve	Location of Reserve	Portion Reinsured	Reinsurance Reserve Credit
Guaranteed Death Benefit	Guaranteed Living Benefit							

10. For reporting entities having sold annuities to another insurer when the insurer purchasing the annuities has obtained a release of liability from the claimant (payee) as the result of the purchase of an annuity from the reporting entity only:

10.1 Amount of loss reserves established by these annuities during the current year?

\$.....0

10.2 List the name and location of the insurance company purchasing the annuities and the statement value on the purchase date of the annuities.

1	2
P&C Insurance Company and Location	Statement Value on Purchase Date of Annuities (i.e., Present Value)
	\$

11.1 Do you act as a custodian for health savings account?

Yes [ ] No [X]

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

.....

11.3 Do you act as an administrator for health savings accounts?

Yes [ ] No [X]

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

.....

American Retirement Life Insurance Company  
FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e., 17.6.

Show amounts of life insurance in this exhibit in thousands (omit \$000)

	1 2011	2 2010	3 2009	4 2008	5 2007
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary - whole life and endowment (Line 34, Col. 4).....	973	979	996	1,000	1,001
2. Ordinary - term (Line 21, Col. 4, less Line 34, Col. 4).....	50	50	50	56	56
3. Credit life (Line 21, Col. 6).....					
4. Group, excluding FEGLI/SGLI (Line 21, Col. 9 less Lines 43 & 44, Col. 4).....					
5. Industrial (Line 21, Col. 2).....					
6. FEGLI/SGLI (Lines 43 & 44, Col. 4).....					
7. Total (Line 21, Col. 10).....	1,023	1,029	1,046	1,056	1,057
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary - whole life and endowment (Line 34, Col. 2).....					
9. Ordinary - term (Line 2, Col. 4, less Line 34, Col. 2).....					
10. Credit life (Line 2, Col. 6).....					
11. Group (Line 2, Col. 9).....					
12. Industrial (Line 2, Col. 2).....					
13. Total (Line 2, Col. 10).....	0	0	0	0	0
Premium Income - Lines of Business (Exhibit 1-Part 1)					
14. Industrial life (Line 20.4, Col. 2).....					
15.1 Ordinary life insurance (Line 20.4, Col. 3).....	2,329	2,329	2,329	2,880	4,534
15.2 Ordinary individual annuities (Line 20.4, Col. 4).....					
16. Credit life (group and individual) (Line 20.4, Col. 5).....					
17.1 Group life insurance (Line 20.4, Col. 6).....					
17.2 Group annuities (Line 20.4, Col. 7).....					
18.1 A&H - group (Line 20.4, Col. 8).....					
18.2 A&H - credit (group and individual) (Line 20.4, Col. 9).....					
18.3 A&H - other (Line 20.4, Col. 10).....					
19. Aggregate of all other lines of business (Line 20.4, Col. 11).....					
20. Total.....	2,329	2,329	2,329	2,880	4,534
Balance Sheet (Pages 2 and 3)					
21. Total admitted assets excluding Separate Accounts business (Page 2, Line 26, Col. 3)....	6,371,316	6,375,253	6,403,000	6,375,847	7,143,883
22. Total liabilities excluding Separate Accounts business (Page 3, Line 26).....	853,513	847,638	858,639	856,452	1,070,088
23. Aggregate life reserves (Page 3, Line 1).....	632,141	628,605	635,233	638,066	636,623
24. Aggregate A&H reserves (Page 3, Line 2).....					
25. Deposit-type contract funds (Page 3, Line 3).....					
26. Asset valuation reserve (Page 3, Line 24.01).....			0		7,530
27. Capital (Page 3, Lines 29 & 30).....	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
28. Surplus (Page 3, Line 37).....	3,017,803	3,027,615	3,044,361	3,019,395	3,573,795
Cash Flow (Page 5)					
29. Net Cash from operations (Line 11).....	93,540	(22,547)	(15,914)	(252,635)	158,321
Risk-Based Capital Analysis					
30. Total adjusted capital.....	5,517,803	5,527,615	5,544,361	5,519,395	6,081,325
31. Authorized control level risk-based capital.....	63,378	78,921	72,150	76,358	83,771
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Col. 3) (Line No. /Page 2, Line 12, Col. 3) x 100.0					
32. Bonds (Line 1).....	60.6	64.3	64.8	56.5	61.0
33. Stocks (Lines 2.1 and 2.2).....					
34. Mortgage loans on real estate (Lines 3.1 and 3.2).....					
35. Real estate (Line 4.1, 4.2 and 4.3).....					
36. Cash, cash equivalents and short-term investments (Line 5).....	39.3	35.6	35.1	43.5	38.9
37. Contract loans (Line 6).....	0.1	0.1	0.1	0.1	0.1
38. Derivatives (Line 7).....			XXX	XXX	XXX
39. Other invested assets (Line 8).....					
40. Receivables for securities (Line 9).....					
41. Securities lending reinvested collateral assets (Line 10).....			XXX	XXX	XXX
42. Aggregate write-ins for invested assets (Line 11).....					
43. Cash, cash equivalents and invested assets (Line 12).....	100.0	100.0	100.0	100.0	100.0



American Retirement Life Insurance Company  
FIVE-YEAR HISTORICAL DATA

(continued)

	1 2011	2 2010	3 2009	4 2008	5 2007
<b>Investments in Parent, Subsidiaries and Affiliates</b>					
44. Affiliated bonds (Sch. D Summary, Line 12 Col. 1).....					
45. Affiliated preferred stocks (Sch. D Summary, Line 18 Col. 1).....					
46. Affiliated common stocks (Sch. D Summary, Line 24 Col. 1).....					
47. Affiliated short-term investments (subtotal included in Sch. DA, Verif. Col. 5, Line 10).....					
48. Affiliated mortgage loans on real estate .....					
49. All other affiliated.....					
50. Total of above Lines 44 to 49.....	0	0	0	0	0
<b>Total Nonadmitted and Admitted Assets</b>					
51. Total nonadmitted assets (Page 2, Line 28, Col. 2).....	56,807	57,031	68,428	92,588	98,772
52. Total admitted assets (Page 2, Line 28, Col. 3).....	6,371,316	6,375,253	6,403,000	6,375,847	7,143,883
<b>Investment Data</b>					
53. Net investment income (Exhibit of Net Investment Income).....	137,337	146,100	131,682	235,237	281,968
54. Realized capital gains (losses) (Page 4, Line 34, Column 1).....	(14,847)	(25,602)	(16,995)	(501,682)	
55. Unrealized capital gains (losses) (Page 4, Line 38, Column 1).....	5,171	9,348	5,606	175,543	
56. Total of above Lines 53, 54 and 55.....	127,661	129,846	120,293	(90,902)	281,968
<b>Benefits and Reserve Increase (Page 6)</b>					
57. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and 15 Col. 1 less Lines 10, 11, 12, 13, 14 and 15, Cols. 9, 10 & 11).....	26,266	34,467	32,227	38,293	15,246
58. Total contract benefits - A&H (Lines 13 & 14, Cols. 9, 10 & 11).....					
59. Increase in life reserves - other than group and annuities (Line 19, Cols. 2 & 3).....	3,536	(6,628)	(2,016)	3,028	17,898
60. Increase in A&H reserves (Line 19, Cols. 9, 10 & 11).....					
61. Dividends to policyholders (Line 30, Col 1).....					
<b>Operating Percentages</b>					
62. Insurance expense percent (Page 6, Col. 1, Lines 21, 22, & 23 less Line 6)/(Page 6 Col. 1, Line 1 plus Exhibit 7, Col. 2, Line 2) x 100.00.....	2,426.8	3,582.9	4,337.0	2,168.5	1,920.1
63. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Col. 4, Lines 14 & 15) / 1/2 (Exhibit of Life Insurance, Col. 4, Lines 1 & 21)] x 100.00.....	1.0	2.1			
64. A&H loss percent (Schedule H, Part 1, Lines 5 & 6, Col. 2).....					
65. A&H cost containment percent (Schedule H, Part 1, Line 4, Col. 2).....					
66. A&H expense percent excluding cost containment expenses (Schedule H, Part 1, Line 10, Col. 2).....					
<b>A&amp;H Claim Reserve Adequacy</b>					
67. Incurred losses on prior years' claims - group health (Sch. H, Part 3, Line 3.1, Col. 2).....					
68. Prior years' claim liability and reserve - group health (Sch. H, Part 3, Line 3.2, Col. 2).....					
69. Incurred losses on prior years' claims - health other than group (Sch. H, Part 3, Line 3.1, Col. 1 less Col. 2).....					
70. Prior years' claim liability and reserve - health other than group (Sch. H, Part 3, Line 3.2, Col. 1 less Col. 2).....					
<b>Net Gains From Operations After Federal Income Taxes by Lines of Business (Page 6, Line 33)</b>					
71. Industrial life (Col. 2).....					
72. Ordinary - life (Col. 3).....	19,780	(2,046)	(36,241)	69,292	53,780
73. Ordinary - individual annuities (Col. 4).....	(13,052)	743	4,675	(310)	6,572
74. Ordinary - supplementary contracts (Col. 5).....					
75. Credit life (Col. 6).....					
76. Group life (Col. 7).....					
77. Group annuities (Col. 8).....					
78. A&H - group (Col. 9).....					
79. A&H - credit (Col. 10).....					
80. A&H - other (Col. 11).....					
81. Aggregate of all other lines of business (Col. 12).....					
82. Total (Col. 1).....	6,728	(1,303)	(31,566)	68,982	60,352

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [    ]    No [    ]

If no, please explain:

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10 Total Amount of Insurance (a)
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Individual Policies and Group Certificates	6 Amount of Insurance (a)	Number of		9 Amount of Insurance (a)	
							7 Policies	8 Certificates		
1. In force end of prior year.....			182	1,029						1,029
2. Issued during year.....										0
3. Reinsurance assumed.....										0
4. Revived during year.....										0
5. Increased during year (net).....				25						25
6. Subtotals, Lines 2 to 5.....	0	0	0	25	0	0	0	0	0	25
7. Additions by dividends during year.....	XXX		XXX		XXX		XXX	XXX		0
8. Aggregate write-ins for increases.....	0	0	0	0	0	0	0	0	0	0
9. Totals (Lines 1 and 6 to 8).....	0	0	182	1,054	0	0	0	0	0	1,054
Deductions during year:										
10. Death.....			3	21			XXX			21
11. Maturity.....							XXX			0
12. Disability.....							XXX			0
13. Expiry.....										0
14. Surrender.....			2	10						10
15. Lapse.....										0
16. Conversion.....							XXX	XXX	XXX	0
17. Decreased (net).....										0
18. Reinsurance.....										0
19. Aggregate write-ins for decreases.....	0	0	0	0	0	0	0	0	0	0
20. Totals (Lines 10 to 19).....	0	0	5	31	0	0	0	0	0	31
21. In force end of year (Line 9 minus Line 20).....	0	0	177	1,023	0	0	0	0	0	1,023
22. Reinsurance ceded end of year.....	XXX		XXX		XXX		XXX	XXX		0
23. Line 21 minus Line 22.....	XXX	0	XXX	1,023	XXX	(b)0	XXX	XXX	0	1,023

DETAILS OF WRITE-INS

0801. ....										0
0802. ....										0
0803. ....										0
0898. Summary of remaining write-ins for Line 8 from overflow page.....	0	0	0	0	0	0	0	0	0	0
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above).....	0	0	0	0	0	0	0	0	0	0
1901. ....										0
1902. ....										0
1903. ....										0
1998. Summary of remaining write-ins for Line 19 from overflow page.....	0	0	0	0	0	0	0	0	0	0
1999. Totals (Lines 1901 thru 1903 plus 1998) (Line 19 above).....	0	0	0	0	0	0	0	0	0	0

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000).

(b) Group \$.....0; Individual \$.....0.

EXHIBIT OF LIFE INSURANCE (continued)  
ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends.....	XXX		XXX	
25. Other paid-up insurance.....			169	158
26. Debit ordinary insurance.....	XXX	XXX		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

Term Insurance Excluding Extended Term Insurance	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
27. Term policies-decreasing.....				
28. Term policies-other.....				
29. Other term insurance-decreasing.....	XXX		XXX	
30. Other term insurance.....	XXX		XXX	
31. Totals (Lines 27 to 30).....	0	0	0	0
Reconciliation to Lines 2 and 21:				
32. Term additions.....	XXX		XXX	
33. Totals, extended term insurance.....	XXX	XXX	13	50
34. Totals, whole life and endowment.....			164	973
35. Totals (Lines 31 to 34).....	0	0	177	1,023

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Non-Participating	2 Participating	3 Non-Participating	4 Participating
36. Industrial.....				
37. Ordinary.....			1,023	
38. Credit Life (Group and Individual).....				
39. Group.....				
40. Totals (Lines 36 to 39).....	0	0	1,023	0

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

	Credit Life		Group	
	1 Number of Individual Policies and Group Certificates	2 Amount of Insurance (a)	3 Number of Certificates	4 Amount of Insurance (a)
41. Amount of insurance included in Line 2 ceded to other companies.....	NONE	XXX	XXX	
42. Number in force end of year if the number under shared groups is counted on a pro-rata basis.....		XXX		XXX
43. Federal Employees' Group Life Insurance included in Line 21.....				
44. Servicemen's Group Life Insurance included in Line 21.....				
45. Group Permanent Insurance included in Line 21.....				

ADDITIONAL INFORMATION ON ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a).....	
--	--

BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

47. State basis of calculation of (47.1) decreasing term insurance contained in Family Income, Mortgage Protection, etc., policies and riders and of (47.2) term insurance on wife and children under Family, Parent and Children, etc., policies and riders included above.....	NONE
47.1.....	
47.2.....	

POLICIES WITH DISABILITY PROVISIONS

Disability Provision	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium.....			NONE					
49. Disability Income.....								
50. Extended Benefits.....				XXX				
51. Other.....				XXX				
52. Total.....	0	(b) 0		(b) 0	0	(b) 0	0	(b) 0

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000).  
(b) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the Annual Statement Instructions.

**EXHIBIT OF NUMBER OF POLICIES, CONTRACTS, CERTIFICATES, INCOME PAYABLE  
AND ACCOUNT VALUES IN FORCE FOR SUPPLEMENTARY CONTRACTS,  
ANNUITIES, ACCIDENT & HEALTH AND OTHER POLICIES**

**SUPPLEMENTARY CONTRACTS**

	Ordinary		Group	
	1 Involving Life Contingencies	2 Not Involving Life Contingencies	3 Involving Life Contingencies	4 Not Involving Life Contingencies
1. In force end of prior year.....	<b>NONE</b>			
2. Issued during year.....				
3. Reinsurance assumed.....				
4. Increased during year (net).....				
5. Total (Lines 1 to 4).....				
	.....0	.....0	.....0	.....0
Deductions during year:				
6. Decreased (net).....				
7. Reinsurance ceded.....				
8. Totals (Lines 6 and 7).....	.....0	.....0	.....0	.....0
9. In force end of year.....	.....0	.....0	.....0	.....0
10. Amount on deposit.....		(a).....		(a).....
11. Income now payable.....				
12. Amount of income payable.....	(a).....	(a).....	(a).....	(a).....

**ANNUITIES**

	Ordinary		Group	
	1 Immediate	2 Deferred	3 Contracts	4 Certificates
1. In force end of prior year.....	<b>NONE</b>			
2. Issued during year.....				
3. Reinsurance assumed.....				
4. Increased during year (net).....				
5. Total (Lines 1 to 4).....				
	.....0	.....0	.....0	.....0
Deductions during year:				
6. Decreased (net).....				
7. Reinsurance ceded.....				
8. Totals (Lines 6 and 7).....	.....0	.....0	.....0	.....0
9. In force end of year.....	.....0	.....0	.....0	.....0
Income now payable:				
10. Amount of income payable.....	(a).....	.....XXX	.....XXX	(a).....
Deferred fully paid:				
11. Account balance.....	.....XXX	(a).....	.....XXX	(a).....
Deferred not fully paid:				
12. Account balance.....	.....XXX	(a).....	.....XXX	(a).....

**ACCIDENT AND HEALTH INSURANCE**

	Group		Credit		Other	
	1 Certificates	2 Premiums in force	3 Policies	4 Premiums in force	5 Policies	6 Premiums in force
1. In force end of prior year.....						
2. Issued during year.....						
3. Reinsurance assumed.....						
4. Increased during year (net).....				XXX		XXX
5. Total (Lines 1 to 4).....	0		0	XXX	0	XXX
Deductions during year:						
6. Conversions.....		XXX	XXX	XXX	XXX	XXX
7. Decreased (net).....		XXX		XXX		XXX
8. Reinsurance ceded.....		XXX		XXX		XXX
9. Totals (Lines 6 to 8).....	0	XXX	0	XXX	0	XXX
10. In force end of year.....	0	(a)	0	(a)	0	(a)

**DEPOSIT FUNDS AND DIVIDEND ACCUMULATIONS**

	1 Deposit Funds Contracts	2 Dividend Accumulations Contracts
1. In force end of prior year.....	<b>NONE</b>	
2. Issued during year.....		
3. Reinsurance assumed.....		
4. Increased during year (net).....		
5. Total (Lines 1 to 4).....		
	.....0	.....0
Deductions during year:		
6. Decreased (net).....		
7. Reinsurance ceded.....		
8. Totals (Lines 6 and 7).....	.....0	.....0
9. In force end of year.....	.....0	.....0
10. Amount of account balance.....	(a).....	(a).....

(a) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the Annual Statement Instructions.

American Retirement Life Insurance Company  
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS  
Allocated by States and Territories

States, Etc.			1	Direct Business Only						
				Life Contracts		4	5	6	7	
				2	3					Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees
			Active Status	Life Insurance Premiums	Annuity Considerations					
1.	Alabama.....	AL	L					0		
2.	Alaska.....	AK	N					0		
3.	Arizona.....	AZ	L					0		
4.	Arkansas.....	AR	L		181			181		
5.	California.....	CA	L					0		
6.	Colorado.....	CO	L		71			71		
7.	Connecticut.....	CT	N					0		
8.	Delaware.....	DE	L					0		
9.	District of Columbia.....	DC	N					0		
10.	Florida.....	FL	L		650			650		
11.	Georgia.....	GA	L		1,185			1,185		
12.	Hawaii.....	HI	N					0		
13.	Idaho.....	ID	N					0		
14.	Illinois.....	IL	L					0		
15.	Indiana.....	IN	L					0		
16.	Iowa.....	IA	L					0		
17.	Kansas.....	KS	L					0		
18.	Kentucky.....	KY	L					0		
19.	Louisiana.....	LA	L					0		
20.	Maine.....	ME	N					0		
21.	Maryland.....	MD	L					0		
22.	Massachusetts.....	MA	N					0		
23.	Michigan.....	MI	N					0		
24.	Minnesota.....	MN	L					0		
25.	Mississippi.....	MS	L					0		
26.	Missouri.....	MO	L					0		
27.	Montana.....	MT	L					0		
28.	Nebraska.....	NE	L					0		
29.	Nevada.....	NV	L					0		
30.	New Hampshire.....	NH	L					0		
31.	New Jersey.....	NJ	N					0		
32.	New Mexico.....	NM	L					0		
33.	New York.....	NY	N					0		
34.	North Carolina.....	NC	L					0		
35.	North Dakota.....	ND	L					0		
36.	Ohio.....	OH	L					0		
37.	Oklahoma.....	OK	L					0		
38.	Oregon.....	OR	L					0		
39.	Pennsylvania.....	PA	L					0		
40.	Rhode Island.....	RI	L					0		
41.	South Carolina.....	SC	L					0		
42.	South Dakota.....	SD	L					0		
43.	Tennessee.....	TN	L	2,366	2,566			4,932		
44.	Texas.....	TX	L		1,079			1,079		
45.	Utah.....	UT	L					0		
46.	Vermont.....	VT	N					0		
47.	Virginia.....	VA	L					0		
48.	Washington.....	WA	N					0		
49.	West Virginia.....	WV	L					0		
50.	Wisconsin.....	WI	L					0		
51.	Wyoming.....	WY	L		483			483		
52.	American Samoa.....	AS	N					0		
53.	Guam.....	GU	N					0		
54.	Puerto Rico.....	PR	N					0		
55.	US Virgin Islands.....	VI	N					0		
56.	Northern Mariana Islands.....	MP	N					0		
57.	Canada.....	CN	N					0		
58.	Aggregate Other Alien.....	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal.....	(a) 39		2,366	6,215	0	0	8,581	0	0
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						0		
94.	Aggregate other amounts not allocable by State.....	XXX		0	0	0	0	0	0	0
95.	Totals (Direct Business).....	XXX		2,366	6,215	0	0	8,581	0	0
96.	Plus reinsurance assumed.....	XXX						0		
97.	Totals (All Business).....	XXX		2,366	6,215	0	0	8,581	0	0
98.	Less reinsurance ceded.....	XXX			6,672			6,672		
99.	Totals (All Business) less reinsurance ceded.....	XXX		2,366	(457)	(b) 0	0	1,909	0	0
DETAILS OF WRITE-INS										
5801.	.....	XXX						0		
5802.	.....	XXX						0		
5803.	.....	XXX						0		
5898.	Summ. of remaining write-ins for line 58 from overflow page.....	XXX		0	0	0	0	0	0	0
5899.	Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....	XXX		0	0	0	0	0	0	0
9401.	.....	XXX						0		
9402.	.....	XXX						0		
9403.	.....	XXX						0		
9498.	Summ. of remaining write-ins for line 94 from overflow page.....	XXX		0	0	0	0	0	0	0
9499.	Total (Lines 9401 thru 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.

Explanation of basis of allocation by states, etc., of premiums and annuity considerations.

Premiums and annuity considerations are allocated to the resident state related to the policy or certificate holder at the time the transaction is generated.

- (a) Insert the number of "L" responses except for Canada and Other Alien.  
(b) Column 4 should balance with Exhibit 1, Lines 6.4, 10.4 and 16.4, Cols. 8, 9, and 10, or with Schedule H, Part 1, Column 1, Line 1. Indicate which:  
NA

Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group  
Part 1 - Organizational Chart

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
American Financial Capital Trust II	DE	31-6549738	
American Financial Capital Trust III	DE	16-6543606	
American Financial Capital Trust IV	DE	16-6543609	
American Financial Enterprises, Inc.	CT	31-0996797	
American Money Management Corporation	OH	31-0828578	
American Real Estate Capital Company, LLC (80%)	OH	27-1577326	
MidMarket Capital Partners, LLC (51%)	DE	27-2829629	
APU Holding Company	OH	41-2112001	
American Premier Underwriters, Inc.	PA	23-6000765	
The Associates of the Jersey Company	NJ	23-6297584	
Cal Coal, Inc.	IL	37-1094159	
Great Southwest Corporation	DE	95-2802826	
The Indianapolis Union Railway Company	IN	35-6001691	
Lehigh Valley Railroad Company	PA	13-6400464	
Magnolia Alabama Holdings, Inc.	DE	20-1548213	
Magnolia Alabama Holdings LLC	AL	20-1574094	
The Owasco River Railway, Inc.	NY	13-6021353	
PCC Real Estate, Inc.	NY	31-1236926	
PCC Technical Industries, Inc.	DE	76-0080537	
PCC Maryland Realty Corp.	MD	31-1388401	
Penn Central Energy Management Company	DE	06-1209709	
Penn Towers, Inc.	PA	23-1537928	
Pennsylvania-Reading Seashore Lines (66.67%)	NJ	23-6000766	
Pittsburgh and Cross Creek Railroad Company (83%)	PA	23-6207599	
Terminal Realty Penn Co.	DC	23-1707450	
Waynesburg Southern Railroad Company	PA	23-1675796	
GAI Insurance Company, Ltd. *	BM		
Hangar Acquisition Corp.	OH	31-1446308	
PLLS, Ltd.	WA	91-1508643	
Premier Lease & Loan Services Insurance Agency, Inc.	WA	91-1242743	
Premier Lease & Loan Services of Canada, Inc.	WA	91-1508644	
Republic Indemnity Company of America *	CA	95-2801326	22179
Republic Indemnity Company of California *	CA	31-1054123	43753
Risiko Management Corporation	DE	31-1262960	
Atlas Building Company, LLC	OH	27-4521779	
Dixie Terminal Corporation	OH	31-0823725	
Flextech Holding Co., Inc.	OH	31-1733037	
GAI Holding Bermuda Ltd.	BM	98-0606803	
GAI Indemnity, Ltd. #	GB	98-0556144	
Marketform Group Limited (71.6%)	GB		
Marketform Holdings Limited	GB		
Caduceus Underwriting Limited	GB		
Lavenham Underwriting Limited #	GB	98-0412245	
Marketform Limited	GB		
Gabinete Marketform SL	ES		
Marketform Australia Pty Limited	AU		
Studio Marketform SRL	IT		
Marketform Management Services Limited	GB		
Marketform Managing Agency Limited	GB		
Sampford Underwriting Limited #	GB	98-0431601	
Marketform Trust Company Limited	GB		

\* Denotes insurer  
@ Company affiliated but not owned  
# Participant in Lloyd's Syndicate 2468  
Subsidiaries 100% owned by respective parent unless otherwise stated  
^ Total percentage owned by respective parent and other affiliated companies

Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group  
Part 1 - Organizational Chart

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Financial Resources, Inc. ^	DE	06-1356481	
AAG Holding Company, Inc.	OH	31-1475936	
Great American Financial Statutory Trust IV	CT	58-646032	
Great American Life Insurance Company *	OH	13-1935920	63312
Aerielle IP Holdings, LLC ^	OH	45-2969767	
Aerielle, LLC ^	DE	26-4391696	
Aerielle Technologies, Inc.	CA	26-0756104	
Annuity Investors Life Insurance Company *	OH	31-1021738	93661
Bay Bridge Marina Hemingway's Restaurant, LLC (85%)	MD	27-4078277	
Bay Bridge Marina Management, LLC (85%)	MD	27-0513333	
Brothers Management, LLC (99%)	FL	20-1246122	
Consolidated Financial Corporation	MI	36-3383108	
FT Liquidation, LLC	OH	45-3988240	
GALIC - Bay Bridge Marina, LLC	MD	20-4604276	
GALIC - Stoneleigh, LLC	FL	45-3829557	
GALIC Brothers, Inc. (80%)	OH	31-1391777	
GALIC Pointe, LLC ^	FL	45-1144095	
GALIC Port Orange, LLC (80%) ^	FL	27-1026964	
Manhattan National Holding Corporation	OH	26-3260520	
Manhattan National Life Insurance Company *	IL	45-0252531	67083
Skipjack Marina Corp.	MD	52-2179330	
Loyal American Holding Corporation	OH	20-3568924	
Loyal American Life Insurance Company *	OH	63-0343428	65722
American Retirement Life Insurance Company *	OH	59-2760189	88366
GALAC Holding Company	OH	45-4121852	
Great American Life Assurance Company *	OH	95-2496321	62200
United Teacher Associates, Ltd. ^	TX	74-2180806	
United Teacher Associates Insurance Company *	TX	58-0869673	63479
AAG Insurance Agency, Inc.	KY	31-1422717	
Ceres Group, Inc.	DE	34-1017531	
Central Reserve Life Insurance Company *	OH	34-0970995	61727
Provident American Life & Health Insurance Company *	OH	23-1335885	67903
United Benefit Life Insurance Company *	OH	75-2305400	65269
Ceres Administrators, L.L.C.	DE	34-1880408	
Ceres Sales, LLC	DE	34-1947043	
Ceres Sales of Ohio, LLC	OH	34-1970892	
HealthMark Sales, LLC	DE	34-1920479	
Continental General Corporation	NE	47-0717079	
Continental General Insurance Company *	OH	47-0463747	71404
Continental Print & Photo Co.	NE	47-0562685	
QQAgency of Texas, Inc.	TX	34-1947042	
Great American Advisors, Inc.	OH	31-1395344	
Great American Holding, Inc.	OH	42-1575938	
Agricultural Services, LLC	OH	27-3062314	
United States Commodities Producers, LLC (51.3%)	MT	45-4110027	
United States Livestock Producers, LLC (51.3%)	NV	27-2354685	
Livestock Market Enhancement Risk Retention Group *	NV	27-4395897	14084
American Empire Surplus Lines Insurance Company *	DE	31-0912199	35351
American Empire Insurance Company *	OH	31-0973761	37990
American Empire Underwriters, Inc.	TX	59-1671722	
Great American International Insurance Limited *	IE		
Mid-Continent Casualty Company *	OH	73-0556513	23418
Mid-Continent Assurance Company *	OH	73-1406844	15380
Mid-Continent Excess and Surplus Insurance Company *	DE	38-3803661	13794
Mid-Continent Specialty Insurance Services, Inc.	OK	30-0571535	
Oklahoma Surety Company *	OH	73-0773259	23426
Premier International Insurance Company *	TC	98-0627464	

\* Denotes insurer  
@ Company affiliated but not owned  
# Participant in Lloyd's Syndicate 2468  
Subsidiaries 100% owned by respective parent unless otherwise stated  
^ Total percentage owned by respective parent and other affiliated companies

Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group  
Part 1 - Organizational Chart

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Insurance Company *	OH	31-0501234	16691
American Signature Underwriters, Inc.	OH	31-1463075	
Brothers Property Corporation (80%)	OH	59-2840291	
Brothers Le Pavillon, LLC	DE	20-5173494	
Brothers Le Pavillon (SPE), LLC	DE	20-5173589	
Brothers Pennsylvanian Corporation	PA	25-1754638	
Brothers Property Management Corporation	OH	59-2840294	
Crescent Centre Apartments ^	OH	20-4498054	
Crop Managers Insurance Agency, Inc.	KS	31-1277904	
Dempsey & Siders Agency, Inc.	OH	31-0589001	
Eden Park Insurance Brokers, Inc.	CA	31-1341668	
El Aguila, Compañía de Seguros, S.A. de C.V. *	MX		
Financiadora de Primas Condor, S.A. de C.V. (99%)	MX		
Farmers Crop Insurance Alliance, Inc.	KS	39-1404033	
FCIA Management Company, Inc.	NY	13-3628555	
Foreign Credit Insurance Association @	NY		
GAI Warranty Company	OH	31-1753938	
GAI Warranty Company of Florida	FL	31-1765544	
GAI Warranty Company of Canada Inc.	CN		
Global Premier Finance Company	OH	61-1329718	
Great American Agency of Texas, Inc.	TX	74-2693636	
Great American Alliance Insurance Company *	OH	95-1542353	26832
Great American Assurance Company *	OH	15-6020948	26344
Great American Casualty Insurance Company *	OH	61-0983091	39896
Great American Claims Services, Inc.	DE	31-1228726	
Great American Contemporary Insurance Company *	OH	36-4079497	10646
Great American E & S Insurance Company *	DE	31-0954439	37532
Great American Fidelity Insurance Company *	DE	31-1036473	41858
Great American Insurance Agency, Inc.	OH	31-1652643	
Great American Insurance Company of New York *	NY	13-5539046	22136
Great American Lloyd's Insurance Company * @	TX	31-0974853	38024
Great American Lloyd's, Inc.	TX	31-1073664	
Great American Management Services, Inc.	OH	31-0856644	
Great American Protection Insurance Company *	OH	31-1288778	38580
Great American Re Inc.	DE	31-0918893	
Great American Security Insurance Company *	OH	31-1209419	31135
Great American Spirit Insurance Company *	OH	31-1237970	33723
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (52.4%)	OH	34-1607394	
American Highways Insurance Agency, Inc.	OH	34-1899058	
Explorer RV Insurance Agency, Inc.	OH	31-1548235	
Hudson Indemnity, Ltd.	KY	98-0191335	
Hudson Management Group, Ltd.	VI	66-0660039	
National Interstate Insurance Agency, Inc.	OH	34-1607396	
Commercial For Hire Transportation Purchasing Group @	SC	36-4670968	
National Interstate Insurance Company *	OH	34-1607395	32620
National Interstate Insurance Company of Hawaii, Inc. *	OH	99-0345306	11051
Triumphe Casualty Company *	OH	95-3623282	41106
Vanliner Group, Inc.	DE	43-1415856	
TransProtection Service Company	MO	43-1254631	
Vanliner Insurance Company *	MO	86-0114294	21172
Vanliner Reinsurance Limited *	BM		
Safety Claims and Litigation Services, LLC	MT	20-5546054	
Safety, Claims & Litigation Services, Inc.	PA	23-2825108	
Penn Central U.K. Limited	GB		
Insurance (GB) Limited *	GB		
Pinecrest Place LLC	FL	27-2226948	
PLLS Canada Insurance Brokers Inc. ^	CN	871850814	
Professional Risk Brokers, Inc.	IL	31-1293064	
Strategic Comp Holdings, L.L.C.	LA	72-1331800	
Strategic Comp Services, L.L.C.	LA	36-4517754	
Strategic Comp, L.L.C.	LA	32-0050970	
One East Fourth, Inc.	OH	31-0686194	
Pioneer Carpet Mills, Inc.	OH	31-0883227	
Superior NWVN of Ohio, Inc.	OH	31-1737792	
TEJ Holdings, Inc.	OH	31-1119320	
Three East Fourth, Inc.	OH	31-0728327	

\* Denotes insurer  
@ Company affiliated but not owned  
# Participant in Lloyd's Syndicate 2468  
Subsidiaries 100% owned by respective parent unless otherwise stated  
^ Total percentage owned by respective parent and other affiliated companies



# 2011 ALPHABETICAL INDEX

## LIFE ANNUAL STATEMENT BLANK

Analysis of Increase in Reserves During The Year	7	Schedule D – Part 2 – Section 1	E11
Analysis of Operations By Lines of Business	6	Schedule D – Part 2 – Section 2	E12
Asset Valuation Reserve Default Component	30	Schedule D – Part 3	E13
Asset Valuation Reserve Equity	32	Schedule D – Part 4	E14
Asset Valuation Reserve Replications (Synthetic) Assets	35	Schedule D – Part 5	E15
Asset Valuation Reserve	29	Schedule D – Part 6 – Section 1	E16
Assets	2	Schedule D – Part 6 – Section 2	E16
Cash Flow	5	Schedule D – Summary By Country	SI04
Exhibit 1 – Part 1 – Premiums and Annuity Considerations for Life and Accident and Health Contracts	9	Schedule D – Verification Between Years	SI03
Exhibit 1 – Part 2 – Dividends and Coupons Applied, Reinsurance Commissions and Expense	10	Schedule DA – Part 1	E17
Exhibit 2 – General Expenses	11	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Taxes, Licenses and Fees (Excluding Federal Income Taxes)	11	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Dividends or Refunds	11	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Aggregate Reserve for Life Contracts	12	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 5 – Interrogatories	13	Schedule DB – Part B – Section 1	E20
Exhibit 5A – Changes in Bases of Valuation During The Year	13	Schedule DB – Part B – Section 2	E21
Exhibit 6 – Aggregate Reserves for Accident and Health Contracts	14	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 7 – Deposit-Type Contracts	15	Schedule DB – Part C – Section 1	SI12
Exhibit 8 – Claims for Life and Accident and Health Contracts – Part 1	16	Schedule DB – Part C – Section 2	SI13
Exhibit 8 – Claims for Life and Accident and Health Contracts – Part 2	17	Schedule DB – Part D	E22
Exhibit of Capital Gains (Losses)	8	Schedule DB – Verification	SI14
Exhibit of Life Insurance	25	Schedule DL – Part 1	E23
Exhibit of Net Investment Income	8	Schedule DL – Part 2	E24
Exhibit of Nonadmitted Assets	18	Schedule E – Part 1 – Cash	E25
Exhibit of Number of Policies, Contracts, Certificates, Income Payable and Account Values	27	Schedule E – Part 2 – Cash Equivalents	E26
Five-Year Historical Data	22	Schedule E – Part 3 – Special Deposits	E27
Form for Calculating the Interest Maintenance Reserve (IMR)	28	Schedule E – Verification Between Years	SI15
General Interrogatories	20	Schedule F	36
Jurat Page	1	Schedule H – Accident and Health Exhibit – Part 1	37
Liabilities, Surplus and Other Funds	3	Schedule H – Part 2, Part 3 and Part 4	38
Life Insurance (State Page)	24	Schedule H – Part 5 – Health Claims	39
Notes To Financial Statements	19	Schedule S – Part 1 – Section 1	40
Overflow Page For Write-ins	54	Schedule S – Part 1 – Section 2	41
Schedule A – Part 1	E01	Schedule S – Part 2	42
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 1	43
Schedule A – Part 3	E03	Schedule S – Part 3 – Section 2	44
Schedule A – Verification Between Years	SI02	Schedule S – Part 4	45
Schedule B – Part 1	E04	Schedule S – Part 5	46
Schedule B – Part 2	E05	Schedule S – Part 6	47
Schedule B – Part 3	E06	Schedule T – Part 2 Interstate Compact	49
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Annuity Considerations	48
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	50
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	51
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	52
Schedule BA – Verification Between Years	SI03	Summary Investment Schedule	SI01
Schedule D – Part 1	E10	Summary of Operations	4
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	53
Schedule D – Part 1A – Section 2	SI08		