



QUARTERLY STATEMENT

As of March 31, 2012
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

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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

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

OTHER

Stephen Craig Lindner
Paul Adolph Severt

Christopher Patrick Miliano

Mark Francis Muething

Michael James Prager

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
1. (Printed Name)
President
(Title)

(Signature)
Brenda Weigilia Hardison
2. (Printed Name)
Secretary
(Title)

(Signature)
Byron Keith Buescher
3. (Printed Name)
Treasurer
(Title)

Subscribed and sworn to before me

This 15 day of May, 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

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	3,552,252		3,552,252	3,573,535
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$....743,480), cash equivalents (\$.....0) and short-term investments (\$....1,628,046).....	2,371,526		2,371,526	2,320,265
6. Contract loans (including \$.....0 premium notes).....	4,450		4,450	4,450
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	5,928,228	0	5,928,228	5,898,250
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	37,256		37,256	31,723
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	(549)		(549)	(545)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	906		906	322
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	119,349		119,349	196,298
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....	8,733		8,733	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....	185,564		185,564	
18.2 Net deferred tax asset.....	103,224	52,499	50,725	227,674
19. Guaranty funds receivable or on deposit.....	17,268		17,268	17,594
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.....	4		4	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	3,404	3,404	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	6,403,387	55,903	6,347,484	6,371,316
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	6,403,387	55,903	6,347,484	6,371,316

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.....	3,400	3,400	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).....	3,404	3,404	0	0

American Retirement Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....628,634 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	628,634	632,141
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....		
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life.....	3,000	3,000
4.2 Accident and health.....		
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
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.....		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.....	47,878	48,059
9.4 Interest Maintenance Reserve.....		
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....		
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	7,175	6,730
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.....	5,216	5,225
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....		1,615
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....	370	13
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	24,473	21,946
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.....	77	
24.02 Reinsurance in unauthorized companies.....		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers.....		
24.04 Payable to parent, subsidiaries and affiliates.....	2,032	273
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.....	133,099	134,473
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	851,954	853,513
27. From Separate Accounts statement.....		
28. Total liabilities (Lines 26 and 27).....	851,954	853,513
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.....	2,677,365	2,677,365
34. Aggregate write-ins for special surplus funds.....	0	22,565
35. Unassigned funds (surplus).....	318,165	317,873
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).....	2,995,530	3,017,803
38. Totals of Lines 29, 30 and 37.....	5,495,530	5,517,803
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	6,347,484	6,371,316

DETAILS OF WRITE-INS

2501. Deferred Reinsurance Gain.....	118,326	119,700
2502. Escheat Liability.....	14,773	14,773
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).....	133,099	134,473
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
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).....	0	22,565

SUMMARY OF OPERATIONS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts.....	1,602	1,577	2,329
2. Considerations for supplementary contracts with life contingencies.....			
3. Net investment income.....	28,108	35,022	137,337
4. Amortization of Interest Maintenance Reserve (IMR).....	181	(215)	(861)
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....			
6. Commissions and expense allowances on reinsurance ceded.....	9,366	9,704	39,105
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.....	1,374	2,471	9,599
8.3 Aggregate write-ins for miscellaneous income.....			
9. Totals (Lines 1 to 8.3).....	40,631	48,559	187,509
10. Death benefits.....	15,998		21,772
11. Matured endowments (excluding guaranteed annual pure endowments).....			
12. Annuity benefits.....			
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
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.....	(3,507)	11,632	3,536
20. Totals (Lines 10 to 19).....	12,491	11,632	29,802
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....			
22. Commissions and expense allowances on reinsurance assumed.....			
23. General insurance expenses.....	24,315	24,894	95,625
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	37,280	33,103	61,207
25. Increase in loading on deferred and uncollected premiums.....	411	412	
26. Net transfers to or (from) Separate Accounts net of reinsurance.....			
27. Aggregate write-ins for deductions.....	0	0	530
28. Totals (Lines 20 to 27).....	74,497	70,041	187,164
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	(33,866)	(21,482)	345
30. Dividends to policyholders.....			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	(33,866)	(21,482)	345
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	(10,197)	(7,389)	(6,383)
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).....	(23,669)	(14,093)	6,728
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....(174,982) (excluding taxes of \$.....0 transferred to the IMR).....	174,982	(3,964)	(14,847)
35. Net income (Line 33 plus Line 34).....	151,313	(18,057)	(8,119)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year.....	5,517,803	5,527,615	5,527,615
37. Net income (Line 35).....	151,313	(18,057)	(8,119)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$....175,804.....	(175,764)		5,171
39. Change in net unrealized foreign exchange capital gain (loss).....			
40. Change in net deferred income tax.....	1,351	(540)	(7,088)
41. Change in nonadmitted assets.....	23,469	5,988	(294)
42. Change in liability for reinsurance in unauthorized companies.....			
43. Change in reserve on account of change in valuation basis, (increase) or decrease.....			
44. Change in asset valuation reserve.....	(77)		
45. Change in treasury stock.....			
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....			
47. Other changes in surplus in Separate Accounts Statement.....			
48. Change in surplus notes.....			
49. Cumulative effect of changes in accounting principles.....			
50. Capital changes:			
50.1 Paid in.....			
50.2 Transferred from surplus (Stock Dividend).....			
50.3 Transferred to surplus.....			
51. Surplus adjustment:			
51.1 Paid in.....			
51.2 Transferred to capital (Stock Dividend).....			
51.3 Transferred from capital.....			
51.4 Change in surplus as a result of reinsurance.....			
52. Dividends to stockholders.....			
53. Aggregate write-ins for gains and losses in surplus.....	(22,565)	12,629	518
54. Net change in capital and surplus (Lines 37 through 53).....	(22,273)	20	(9,812)
55. Capital and surplus as of statement date (Lines 36 + 54).....	5,495,530	5,527,635	5,517,803

DETAILS OF WRITE-INS

08.301. Deferred Reinsurance Gain.....	1,374	2,471	9,599
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	1,374	2,471	9,599
2701. Penalties.....			530
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	0	0	530
5301. SSAP 10R Additional Surplus.....	(22,565)	12,629	518
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	(22,565)	12,629	518

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	573	.13	1,910
2. Net investment income.....	27,243	23,514	149,707
3. Miscellaneous income.....	10,740	12,175	43,105
4. Total (Lines 1 through 3).....	38,556	35,702	194,722
5. Benefit and loss related payments.....	(52,218)	(132,563)	(58,271)
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	62,207	58,512	159,018
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	2,000	8,001	435
10. Total (Lines 5 through 9).....	11,989	(66,050)	101,182
11. Net cash from operations (Line 4 minus Line 10).....	26,567	101,752	93,540
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	614,452	40,057	138,740
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).....	614,452	40,057	138,740
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	597,797		
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).....	597,797	0	0
14. Net increase (decrease) in contract loans and premium notes.....		(1)	329
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	16,655	40,058	138,411
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).....	8,039	3,111	18,966
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	8,039	3,111	18,966
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).....	51,261	144,921	250,917
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	2,320,265	2,069,348	2,069,348
19.2 End of period (Line 18 plus Line 19.1).....	2,371,526	2,214,269	2,320,265

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

20,0001
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Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life.....			
2. Ordinary life insurance.....	1,576	1,577	2,329
3. Ordinary individual annuities.....	1,553	1,092	6,215
4. Credit life (group and individual).....			
5. Group life insurance.....			
6. Group annuities.....			
7. A&H - group.....			
8. A&H - credit (group and individual).....			
9. A&H - other.....			
10. Aggregate of all other lines of business.....	0	0	0
11. Subtotal.....	3,129	2,669	8,544
12. Deposit-type contracts.....			
13. Total.....	3,129	2,669	8,544

DETAILS OF WRITE-INS

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

NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

A. 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. The State has not adopted prescribed accounting practices that differ from those found in NAIC SAP.

Note 2 - Accounting Changes and Corrections of Errors

On August 31, 2011, the NAIC issued Statement of Statutory Accounting Principles No. 101, Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10. The Company adopted SSAP No. 101, effective January 1, 2012.

There was no impact on total assets, liabilities or net income as a result of adopting SSAP No. 101.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

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.
3. The Company did not have any securities with an other-than-temporary ("OTTI") impairment recognized as of March 31, 2012.
4. The following table shows all loan-backed securities with a unrealized loss:

Less Than 12 Months		12 Months or More	
Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
\$ 199,353	\$ (1,314)	\$ 26,069	\$ (17,863)

5. Based on cash flow projections received from independent sources (which reflect loan to collateral values, subordination, vintage and geographic concentration), implied cash flows inherent in security ratings and analysis of historical payment data, management believes that the Company will recover its cost basis in all securities with unrealized losses at March 31, 2012. The Company has the intent to hold such securities until they recover in value or mature.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

Not applicable.

NOTES TO FINANCIAL STATEMENTS**Note 9 - Income Taxes**

No significant change.

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

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

Not applicable.

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

Not applicable.

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

C. The company was not involved in any wash sale transactions in 2012.

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

Not applicable.

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

Not applicable.

Note 20 – Fair Value Measurements

- A. The Company does not have any assets or liabilities carried at fair value.
- B. The Company does not have any assets or liabilities carried at fair value.
- C. The fair value, the amount included in admitted assets and the fair value level in which they are included are detailed below for financial instruments excluding cash and equivalents, for which it is practicable to estimate fair value:

Description	Total Fair Value	Statement Value	Fair Value		
			Level 1	Level 2	Level 3
Assets:					
Bonds:					
U.S. Government and government agencies	\$ 3,359,797	\$ 3,303,485	\$ 3,359,797	\$ -	\$ -
Residential MBS	242,813	248,767	-	242,813	\$ -
Total Bonds	\$ 3,602,610	\$ 3,552,252	\$ 3,359,797	\$ 242,813	\$ -

NOTES TO FINANCIAL STATEMENTS

D. It is not practicable to estimate the fair values of policy loans as they have no stated maturity. Policy loans are fully collateralized by the cash surrender values of the underlying insurance policies. Carrying value of policy loans at March 31, 2012 is \$4,450 with an 8% interest rate.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

Management has evaluated the financial statements for subsequent events through May 15, 2012, the date the financial statements were available to be issued. On May 10, 2012, Great American Financial Resources, Inc. and certain of its subsidiaries, including American Retirement Life Insurance Company ("ARLIC"), Central Reserve Life Insurance Company ("CRLIC"), Continental General Insurance Company ("CGIC"), Great American Life Insurance Company ("GALIC"), Loyal American Life Insurance Company ("LALIC"), Provident American Life & Health Insurance Company ("PALHIC"), United Benefit Life Insurance Company ("UBLIC") and United Teacher Associates Insurance Company ("UTAIC") entered into an agreement (the "Agreement") to sell their Medicare supplement and other supplemental health insurance policies to Cigna Health and Life Insurance Company ("Cigna"). Pursuant to the Agreement, Cigna will acquire all of the outstanding common stock of ARLIC, CRLIC, LALIC, PALHIC and UBLIC (collectively, the "Targets"). Immediately prior to the sale, the Targets will reinsure any life or annuity business they hold to GALIC and GALIC, CGIC and UTAIC will reinsure all Medicare supplement and other supplemental health policies they hold into LALIC. The sale and reinsurance transactions are subject to regulatory approval and are expected to be completed either late in the third or early in the fourth quarter of 2012. CGIC and UTAIC have agreed to continue writing Medicare supplement and other supplemental health business for up to two years following completion of these transactions, with all business written during that period being reinsured by LALIC.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

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

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

Not applicable.

Note 31 - Reserves for Life Contracts and Annuity Contracts

No significant change.

NOTES TO FINANCIAL STATEMENTS

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

No significant change.

Note 33 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

Note 34 - Separate Accounts

Not applicable.

Note 35 - Loss/Claim Adjustment Expenses

Not applicable.

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change: _____

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2006.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 1/25/2008.....

6.4 By what department or departments?
Ohio Department of Insurance

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

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

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

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

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

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

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

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

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

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

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

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

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

American Retirement Life Insurance Company

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....4

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$0	\$0
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

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

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

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

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

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

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

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

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

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

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

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

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

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

17.2 If no, list exceptions:

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
GENERAL INTERROGATORIES (continued)

PART 2 - LIFE & HEALTH

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	2
1.1	Long-term mortgages in good standing	Amount
1.11	Farm mortgages.....	\$.....
1.12	Residential mortgages.....	\$.....
1.13	Commercial mortgages.....	\$.....
1.14	Total mortgages in good standing.....	\$..... 0
1.2	Long-term mortgages in good standing with restructured terms	
1.21	Total mortgages in good standing with restructured terms.....	\$.....
1.3	Long-term mortgage loans upon which interest is overdue more than three months	
1.31	Farm mortgages.....	\$.....
1.32	Residential mortgages.....	\$.....
1.33	Commercial mortgages.....	\$.....
1.34	Total mortgages with interest overdue more than three months.....	\$..... 0
1.4	Long-term mortgage loans in process of foreclosure	
1.41	Farm mortgages.....	\$.....
1.42	Residential mortgages.....	\$.....
1.43	Commercial mortgages.....	\$.....
1.44	Total mortgages in process of foreclosure.....	\$..... 0
1.5	Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$..... 0
1.6	Long-term mortgages foreclosed, properties transferred to real estate in current quarter	
1.61	Farm mortgages.....	\$.....
1.62	Residential mortgages.....	\$.....
1.63	Commercial mortgages.....	\$.....
1.64	Total mortgages foreclosed and transferred to real estate.....	\$..... 0
2.	Operating Percentages:	
2.1	A&H loss percent.....	.....
2.2	A&H cost containment percent.....	.....
2.3	A&H expense percent excluding cost containment expenses.....	.....
3.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$.....
3.3	Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

NONE

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only				
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5	6
		2	3 Life Insurance Premiums			
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations	Other Considerations	Total Columns 2 through 5	Deposit-Type Contracts
1. Alabama.....	AL	L				0
2. Alaska.....	AK	N				0
3. Arizona.....	AZ	L				0
4. Arkansas.....	AR	L				0
5. California.....	CA	L				0
6. Colorado.....	CO	L				0
7. Connecticut.....	CT	N				0
8. Delaware.....	DE	L				0
9. District of Columbia.....	DC	N				0
10. Florida.....	FL	L		412		412
11. Georgia.....	GA	L		296		296
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	544	268		812
44. Texas.....	TX	L		456		456
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		121		121
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
59. Subtotal.....		(a) 39	544	1,553	0	2,097
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
95. Totals (Direct Business).....		XXX	544	1,553	0	2,097
96. Plus Reinsurance Assumed.....		XXX				0
97. Totals (All Business).....		XXX	544	1,553	0	2,097
98. Less Reinsurance Ceded.....		XXX		1,524		1,524
99. Totals (All Business) less Reinsurance Ceded.....		XXX	544	29	0	573

DETAILS OF WRITE-INS

5801.....	XXX					0
5802.....	XXX					0
5803.....	XXX					0
5898. Summary of remaining write-ins for line 58 from overflow page.....	XXX	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....	XXX	0	0	0	0	0
9401.....	XXX					0
9402.....	XXX					0
9403.....	XXX					0
9498. Summary of remaining write-ins for line 94 from overflow page.....	XXX	0	0	0	0	0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....	XXX	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

	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	
PLLS (UK) Limited	GB		
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
Risico 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 (71.8%)	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	
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	
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
Triumphé 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	
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

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
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Members

Q13	31-1544320..		000094470	NYSE	American Financial Group, Inc.....	OH	UIP.....				Ownership.....			
	31-6549738..				American Financial Capital Trust II.....	DE	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	16-6543606..				American Financial Capital Trust III.....	DE	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	16-6543609..				American Financial Capital Trust IV.....	DE	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	31-0996797..				American Financial Enterprises, Inc.....	CT	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	31-0828578..				American Money Management Corporation.....	OH	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	27-1577326..				American Real Estate Capital Company, LLC.....	OH	NIA.....	American Money Management Corporation.....			Ownership.....		....80.00	American Financial Group, Inc.....
	27-2829629..				MidMarket Capital Partners, LLC.....	DE	NIA.....	American Money Management Corporation.....			Ownership.....		....51.00	American Financial Group, Inc.....
	41-2112001..				APU Holding Company.....	OH	NIA.....	American Financial Group, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	23-6000765..				American Premier Underwriters, Inc.....	PA	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
	23-6297584..				The Associates of the Jersey Company.....	NJ	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	37-1094159..				Cal Coal, Inc.....	IL	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	95-2802826..				Great Southwest Corporation.....	DE	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	35-6001691..				The Indianapolis Union Railway Company.....	IN	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	13-6400464..				Lehigh Valley Railroad Company.....	PA	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	20-1548213..				Magnolia Alabama Holdings, Inc.....	DE	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	20-1574094..				Magnolia Alabama Holdings LLC.....	AL	NIA.....	Magnolia Alabama Holdings, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	13-6021353..				The Owasco River Railway, Inc.....	NY	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	31-1236926..				PCC Real Estate, Inc.....	NY	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	76-0080537..				PCC Technical Industries, Inc.....	DE	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	31-1388401..				PCC Maryland Realty Corp.....	MD	NIA.....	PCC Technical Industries, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	06-1209709..				Penn Central Energy Management Company.....	DE	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	23-1537928..				Penn Towers, Inc.....	PA	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	23-6000766..				Pennsylvania-Reading Seashore Lines.....	NJ	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....66.67	American Financial Group, Inc.....
	23-6207599..				Pittsburgh and Cross Creek Railroad Company.....	PA	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....83.00	American Financial Group, Inc.....
	23-1707450..				Terminal Realty Penn Co.....	DC	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
	23-1675796..				Waynesburg Southern Railroad Company.....	PA	NIA.....	American Premier Underwriters, Inc.....			Ownership.....		....100.00	American Financial Group, Inc.....
					GAI Insurance Company, Ltd.....	BM	IA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
					Hangar Acquisition Corp.....	OH	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
					PLLS, Ltd.....	WA	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
					Premier Lease & Loan Services Insurance Agency, Inc.....	WA	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
					Premier Lease & Loan Services of Canada, Inc.....	WA	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
					Republic Indemnity Company of America.....	CA	IA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
0084..	American Financial Group, Inc..	22179..	95-2801326..		Republic Indemnity Company of California.....	CA	IA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....
0084..	American Financial Group, Inc..	43753..	31-1054123..		Risico Management Corporation.....	DE	NIA.....	APU Holding Company.....			Ownership.....		....100.00	American Financial Group, Inc.....

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
			27-4521779..				Atlas Building Company, LLC.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0823725..				Dixie Terminal Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1733037..				Flextech Holding Co., Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			98-0606803..				GAI Holding Bermuda Ltd.....	BM.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			98-0556144..				GAI Indemnity, Ltd.....	GB.....	IA.....	GAI Holding Bermuda Ltd.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Group Limited.....	GB.....	NIA.....	GAI Holding Bermuda Ltd.....	Ownership.....	....71.80	American Financial Group, Inc.....	
							Marketform Holdings Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Caduceus Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Lavenham Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Gabinete Marketform SL.....	ES.....	NIA.....	Marketform Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Australia Pty Limited.....	AU.....	NIA.....	Marketform Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Studio Marketform SRL.....	IT.....	NIA.....	Marketform Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Management Services Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Managing Agency Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Sampford Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Marketform Trust Company Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Great American Financial Resources, Inc.....	DE.....	UIP.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	1....
							AAG Holding Company, Inc.....	OH.....	UIP.....	Great American Financial Resources, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Great American Financial Statutory Trust IV.....	CT.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	63312..	13-1935920..				Great American Life Insurance Company.....	OH.....	IA.....	AAG Holding Company, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....62.50	American Financial Group, Inc.....	2....
							Aerielle, LLC.....	DE.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....62.50	American Financial Group, Inc.....	2....
0084..	American Financial Group, Inc..	93661..	31-1021738..				Annuity Investors Life Insurance Company.....	OH.....	IA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Bay Bridge Marina Hemingway's Restaurant, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....85.00	American Financial Group, Inc.....	
							Bay Bridge Marina Management, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....85.00	American Financial Group, Inc.....	
							Brothers Management, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....99.00	American Financial Group, Inc.....	
							Consolidated Financial Corporation.....	MI.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							FT Liquidation, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							GALIC - Bay Bridge Marina, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							GALIC - Stoneleigh, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							GALIC Brothers, Inc.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....80.00	American Financial Group, Inc.....	
							GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....65.00	American Financial Group, Inc.....	2....
0084..	American Financial Group, Inc..	67083..	45-0252531..				Manhattan National Holding Corporation.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Manhattan National Life Insurance Company.....	IL.....	IA.....	Manhattan National Holding Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	

Q13.1

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
							Skipjack Marina Corp.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			52-2179330..				Loyal American Holding Corporation.....	OH.....	UIP.....	AAG Holding Company, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	65722..	20-3568924..	63-0343428..			Loyal American Life Insurance Company.....	OH.....	UDP.....	Loyal American Holding Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	88366..	59-2760189..				American Retirement Life Insurance Company.....	OH.....		Loyal American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			45-4121852..				GALAC Holding Company.....	OH.....	NIA.....	Loyal American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	62200..	95-2496321..				Great American Life Assurance Company.....	OH.....	IA.....	Loyal American Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			74-2180806..				United Teacher Associates, Ltd.....	TX.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	1....
0084..	American Financial Group, Inc..	63479..	58-0869673..				United Teacher Associates Insurance Company.....	TX.....	IA.....	United Teacher Associates, Ltd.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1422717..				AAG Insurance Agency, Inc.....	KY.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1017531..				Ceres Group, Inc.....	DE.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	61727..	34-0970995..				Central Reserve Life Insurance Company.....	OH.....	IA.....	Ceres Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	67903..	23-1335885..				Provident American Life & Health Insurance Company.....	OH.....	IA.....	Central Reserve Life Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	65269..	75-2305400..				United Benefit Life Insurance Company.....	OH.....	IA.....	Provident American Life & Health Insurance Company....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1880408..				Ceres Administrators, L.L.C.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1947043..				Ceres Sales, LLC.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1970892..				Ceres Sales of Ohio, LLC.....	OH.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1920479..				HealthMark Sales, LLC.....	DE.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			47-0717079..				Continental General Corporation.....	NE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	71404..	47-0463747..				Continental General Insurance Company.....	OH.....	IA.....	Continental General Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			47-0562685..				Continental Print & Photo Co.....	NE.....	NIA.....	Continental General Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1947042..				QQAgency of Texas, Inc.....	TX.....	NIA.....	Ceres Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1395344..				Great American Advisors, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			42-1575938..				Great American Holding, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			27-3062314..				Agricultural Services, LLC.....	OH.....	NIA.....	Great American Holding, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			45-4110027..				United States Commodities Producers LLC.....	MT.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	....51.30	American Financial Group, Inc.....	
			27-2354685..				United States Livestock Producers, LLC.....	NV.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	....51.30	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	14084..	27-4395897..				Livestock Market Enhancement Risk Retention Group.....	NV.....	IA.....	United States Livestock Producers, LLC.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	35351..	31-0912199..				American Empire Surplus Lines Insurance Company.....	DE.....	IA.....	Great American Holding, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	37990..	31-0973761..				American Empire Insurance Company.....	OH.....	IA.....	American Empire Surplus Lines Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			59-1671722..				American Empire Underwriters, Inc.....	TX.....	NIA.....	American Empire Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Great American International Insurance Limited.....	IE.....	IA.....	Great American Holding, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	23418..	73-0556513..				Mid-Continent Casualty Company.....	OH.....	IA.....	Great American Holding, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	15380..	73-1406844..				Mid-Continent Assurance Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	13794..	38-3803661..				Mid-Continent Excess and Surplus Insurance Company.....	DE.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			30-0571535..				Mid-Continent Specialty Insurance Services, Inc.....	OK.....	NIA.....	Mid-Continent Casualty Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	23426..	73-0773259..				Oklahoma Surety Company.....	OH.....	IA.....	Mid-Continent Casualty Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	

Q13.2

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0084..	American Financial Group, Inc..	16691...	98-0627464..	31-0501234..			Premier International Insurance Company.....	TC.....	IA.....	Great American Holding, Inc.....	Ownership.....	100.00	American Financial Group, Inc.....	
			45-2969767..				Great American Insurance Company.....	OH.....	IA.....	American Financial Group, Inc.....	Ownership.....	100.00	American Financial Group, Inc.....	
			26-4391696..				Aeriele IP Holdings, LLC.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	.37.50	American Financial Group, Inc.....	2.
			31-1463075..				Aeriele, LLC.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	.37.50	American Financial Group, Inc.....	2.
			59-2840291..				American Signature Underwriters, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			20-5173494..				Brothers Property Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	.80.00	American Financial Group, Inc.....	
			20-5173589..				Brothers Le Pavillon, LLC.....	DE.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.00	American Financial Group, Inc.....	
			25-1754638..				Brothers Le Pavillon (SPE), LLC.....	DE.....	NIA.....	Brothers Le Pavillon, LLC.....	Ownership.....	100.00	American Financial Group, Inc.....	
			59-2840294..				Brothers Pennsylvanian Corporation.....	PA.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.00	American Financial Group, Inc.....	
			20-4498054..				Brothers Property Management Corporation.....	OH.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.00	American Financial Group, Inc.....	
			31-1277904..				Crescent Centre Apartments.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	1.
			31-0589001..				Crop Managers Insurance Agency, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			31-1341668..				Dempsey & Siders Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			39-1404033..				Eden Park Insurance Brokers, Inc.....	CA.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			13-3628555..				El Aguila, Compañía de Seguros, S.A. de C.V.....	MX.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			31-1753938..				Financiadora de Primas Condor, S.A. de C.V.....	MX.....	NIA.....	El Aguila, Compañía de Seguros, S.A. de C.V.....	Ownership.....	.99.00	American Financial Group, Inc.....	
			31-1765544..				Farmers Crop Insurance Alliance, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			45-1144095..				FCIA Management Company, Inc.....	NY.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			61-1329718..				Foreign Credit Insurance Association.....	NY.....	OTH.....	Great American Insurance Company.....	Management.....		American Financial Group, Inc.....	3.
			74-2693636..				GAI Warranty Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			26832..	95-1542353..			GAI Warranty Company of Florida.....	FL.....	NIA.....	GAI Warranty Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			26344..	15-6020948..			GAI Warranty Company of Canada Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			39896..	61-0983091..			GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	.35.00	American Financial Group, Inc.....	2.
			31-1228726..				Global Premier Finance Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			10646..	36-4079497..			Great American Agency of Texas, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			37532..	31-0954439..			Great American Alliance Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			41858..	31-1036473..			Great American Assurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			31-1652643..				Great American Casualty Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			22136..	13-5539046..			Great American Claims Services, Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
			38024..	31-0974853..			Great American Contemporary Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
							Great American E & S Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
							Great American Fidelity Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
							Great American Insurance Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
							Great American Insurance Company of New York.....	NY.....	IA.....	Great American Insurance Company.....	Ownership.....	100.00	American Financial Group, Inc.....	
							Great American Lloyd's Insurance Company.....	TX.....	IA.....	Great American Insurance Company.....	Other.....		American Financial Group, Inc.....	4.

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SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0084..	American Financial Group, Inc..	38580..	31-1073664..				Great American Lloyd's, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0856644..				Great American Management Services, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1288778..				Great American Protection Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0918893..				Great American Re Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	31135..	31-1209419..				Great American Security Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	33723..	31-1237970..				Great American Spirit Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			59-1263251..				Key Largo Group, Inc.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1607394..		000130110..	NASDAQ	National Interstate Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	....52.40	American Financial Group, Inc.....	
			34-1899058..				American Highways Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1548235..				Explorer RV Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			98-0191335..				Hudson Indemnity, Ltd.....	KY.....	IA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			66-0660039..				Hudson Management Group, Ltd.....	VI.....	NIA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			34-1607396..				National Interstate Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			36-4670968..				Commercial For Hire Transportation Purchasing Group.....	SC.....	NIA.....	National Interstate Insurance Agency, Inc.....	Management.....		American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	32620..	34-1607395..				National Interstate Insurance Company.....	OH.....	IA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	11051..	99-0345306..				National Interstate Insurance Company of Hawaii, Inc.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	41106..	95-3623282..				Triumphre Casualty Company.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			43-1415856..				Vanliner Group, Inc.....	DE.....	NIA.....	National Interstate Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			43-1254631..				TransProtection Service Company.....	MO.....	NIA.....	Vanliner Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
0084..	American Financial Group, Inc..	21172..	86-0114294..				Vanliner Insurance Company.....	MO.....	IA.....	Vanliner Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			20-5546054..				Vanliner Reinsurance Limited.....	BM.....	IA.....	Vanliner Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			27-2226948..				Safety Claims and Litigation Services, LLC.....	MT.....	NIA.....	National Interstate Corporation.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			871,850,814				Penn Central U.K. Limited.....	GB.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1293064..				Insurance (GB) Limited.....	GB.....	IA.....	Penn Central U.K. Limited.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			72-1331800..				Pinecrest Place LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			36-4517754..				PLLS Canada Insurance Brokers Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	....49.00	American Financial Group, Inc.....	
			32-0050970..				Professional Risk Brokers, Inc.....	IL.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0686194..				Strategic Comp Holdings, L.L.C.....	LA.....	NIA.....	Great American Insurance Company.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0883227..				Strategic Comp Services, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1737792..				Strategic Comp, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-1119320..				One East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
			31-0728327..				Pioneer Carpet Mills, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Superior NWVN of Ohio, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							TEJ Holdings, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	
							Three East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	....100.00	American Financial Group, Inc.....	

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
						PLLS (UK) Limited.....	GB.....	NIA.....	PLLS, Ltd.....	Ownership.....	....100.00	American Financial Group, Inc.....		

Asteris Explanation

1	Another affiliated company owns 1% or less of the shares.
2	The entity is owned by more than one company within the AFG Group.
3	Great American Insurance Company is the majority member of the Association
4	Beneficial interest and indirect control is established by trust agreements between Great American Insurance Company and each of the underwriters of the Company.

Q13.5

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	NO
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	NO

Explanations:

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

Bar Code:



NONE

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	3,573,535	3,738,244
2. Cost of bonds and stocks acquired.....	597,797	
3. Accrual of discount.....	(1,114)	
4. Unrealized valuation increase (decrease).....	40	(40)
5. Total gain (loss) on disposals.....		
6. Deduct consideration for bonds and stocks disposed of.....	614,452	138,740
7. Deduct amortization of premium.....	3,554	11,083
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		14,847
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	3,552,252	3,573,535
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	3,552,252	3,573,535

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	5,156,116	1,241,482	1,212,632	(4,669)	5,180,298			5,156,116
2. Class 2 (a).....								
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....	10	.50	.40					10
7. Total Bonds.....	5,156,126	1,241,482	1,212,682	(4,629)	5,180,298	.0	.0	5,156,126
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	5,156,126	1,241,482	1,212,682	(4,629)	5,180,298	.0	.0	5,156,126

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$....1,628,046; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	1,628,046	XXX.....	1,628,046	70	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	1,582,591	1,428,661
2. Cost of short-term investments acquired.....	643,685	333,020
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	598,230	179,090
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	1,628,046	1,582,591
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	1,628,046	1,582,591

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
------------------------------	------------------	--------------	-----------------------	---------------------	-----------------------------------	------------------	----------------	--	--

Bonds - U.S. Government

912828 RZ 5	U.S. TREASURY NOTES 0.25 01/15/2015.....	.....	01/20/2012	GOLDMAN SACHS.....	.....	597,797	.....	600,000	.....	33 1.....
0599999.	Total - Bonds - U.S. Government.....	.....			.....	597,797	.....	600,000	.....	33 XXX.....
8399997.	Total - Bonds - Part 3.....	.....			.....	597,797	.....	600,000	.....	33 XXX.....
8399999.	Total - Bonds.....	.....			.....	597,797	.....	600,000	.....	33 XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....	.....			.....	597,797	.....	XXX.....	.....	33 XXX.....

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

QE04

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)			
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Other Than Temporary Impairment	14 Total Change in B/A.C.V. (11+12-13)	15 Foreign Exchange Change in B/A.C.V.										
Bonds - U.S. Government																							
912827	7L	0	U.S. TREASURY NOTES 4.875 2/15/2012		02/15/2012	Maturity 100.0			600,000	600,000	627,516	600,466		(466)		(466)		600,000		0	14,625	02/15/2012	1.....
0599999.	Total - Bonds - U.S. Government								600,000	600,000	627,516	600,466	0	(466)	0	(466)	0	600,000	0	0	14,625	XXX	XXX
Bonds - Industrial and Miscellaneous																							
06541E	AA	0	BANK UNITED 8 03/15/09 MTNA		02/14/2012	GOLDMAN SACHS & CO			50	500,000	531,990	50	40			40		50		0	03/15/2009	6*	
47232V	CQ	3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36		01/26/2012	MBS Paydown 0.539199894			2,986	2,986	2,986	2,964				0		2,986		0	15	05/26/2036	1FM
47232V	CQ	3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36		02/26/2012	MBS Paydown 0.525452255			5,155	5,155	5,155	5,119		3		3		5,155		0	50	05/26/2036	1FM
47232V	CQ	3	JMAC 2009-R4 13A1 SEQ SSNR 5.85 05/26/36		03/26/2012	MBS Paydown 0.508756505			6,261	6,261	6,261	6,217		8		8		6,261		0	92	05/26/2036	1FM
47232V	CU	4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36		01/26/2012	Pass-Through Loss				1,751						0				0	05/26/2036	1FM	
47232V	CU	4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36		02/26/2012	Pass-Through Loss				1,255						0				0	05/26/2036	1FM	
47232V	CU	4	JMAC 2009-R4 13A5 MEZ SSUP 5.85 05/26/36		03/26/2012	Pass-Through Loss				929						0				0	05/26/2036	1FM	
3899999.	Total - Bonds - Industrial & Miscellaneous							14,452	518,337	546,392	14,350	40	11	0	51	0	14,452	0	0	186	XXX	XXX	
8399997.	Total - Bonds - Part 4							614,452	1,118,337	1,173,908	614,816	40	(455)	0	(415)	0	614,452	0	0	0	14,812	XXX	XXX
8399999.	Total - Bonds							614,452	1,118,337	1,173,908	614,816	40	(455)	0	(415)	0	614,452	0	0	0	14,812	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks							614,452	XXX	1,173,908	614,816	40	(455)	0	(415)	0	614,452	0	0	0	14,812	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

NONE

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open December 31 of Current Year

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Hedged Item(s)	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk	8 Date of Maturity or Expiration	9 Exchange	10 Trade Date	11 Transaction Price	12 Reporting Date Price	13 Fair Value	14 Book/ Adjusted Carrying Value	Change in Variation Margin				19 Potential Exposure	20 Hedge Effectiveness at Inception and at Quarter-end (a)
														15 Cumulative	16 Gain (Loss) Recognized in Current Year	17 Gain (Loss) Used to Adjust Basis of Hedged Item	18 Deferred		

NONE

QE07

Broker Name	Net Cash Deposits
Brokers	

NONE

NONE

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1 Description Counterparty or Exchange Traded	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book Adjusted Carrying Value > 0	6 Contracts With Book Adjusted Carrying Value < 0	7 Exposure Net of Collateral	8 Contracts With Fair Value > 0	9 Contracts With Fair Value < 0	10 Exposure Net of Collateral		

NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
------------------------------	------------------	-----------	--	--------------------	--------------------------------------	------------------------

General Interrogatories:

1. The activity for the year to date: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
2. Average balance for the year to date: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
NAIC 1: \$.....0 NAIC 2: \$.....0 NAIC 3: \$.....0 NAIC 4: \$.....0 NAIC 5: \$.....0 NAIC 6: \$.....0

NONE

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
------------------------------	------------------	-----------	--	--------------------	--------------------------------------	------------------------

General Interrogatory:

1. The activity for the year to date: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
2. Average balance for the year to date: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
3. Grand Total Schedule DL Part 1 and Part 2: Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0

NONE

Statement as of March 31, 2012 of the **American Retirement Life Insurance Company**
SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

Open Depositories

Wachovia Bank.....	Jacksonville, FL.....		...0.056	.....12	.....100,000	.....100,000	.....100,000	XXX..
Wells Fargo/Norwest Bank.....	Rapid City, SD.....				.....612,237	.....568,930	.....573,869	XXX..
0199998. Deposits in.....3 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	...XXX.....	...XXX.....	.....208	.....117,168	.....87,255	.....69,611	.....743,480	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....220	.....0	.....829,405	.....756,185	.....743,480	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....220	.....0	.....829,405	.....756,185	.....743,480	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....220	.....0	.....829,405	.....756,185	.....743,480	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE