



QUARTERLY STATEMENT

As of June 30, 2012
of the Condition and Affairs of the

Mid-Continent Casualty Company

NAIC Group Code.....84, 84 (Current Period) (Prior Period)	NAIC Company Code..... 23418	Employer's ID Number..... 73-0556513
Organized under the Laws of Ohio	State of Domicile or Port of Entry Ohio	Country of Domicile US
Incorporated/Organized..... February 26, 1947	Commenced Business..... February 26, 1948	
Statutory Home Office	301 E. 4th Street..... Cincinnati OH 45202 <i>(Street and Number) (City or Town, State and Zip Code)</i>	
Main Administrative Office	1437 South Boulder Dr..... Tulsa OK 74119 <i>(Street and Number) (City or Town, State and Zip Code)</i>	918-587-7221 <i>(Area Code) (Telephone Number)</i>
Mail Address	P.O. Box 1409..... Tulsa OK 74101 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i>	
Primary Location of Books and Records	1437 South Boulder Dr..... Tulsa OK 74119 <i>(Street and Number) (City or Town, State and Zip Code)</i>	918-587-7221 <i>(Area Code) (Telephone Number)</i>
Internet Web Site Address	www.mcg-ins.com	
Statutory Statement Contact	Gregory Patrick Jones <i>(Name)</i> gjones@mcg-ins.com <i>(E-Mail Address)</i>	918-587-7221 x 250 <i>(Area Code) (Telephone Number) (Extension)</i> 918-588-1253 <i>(Fax Number)</i>

OFFICERS

Name	Title	Name	Title
1. Hubert Michael Coon	President	2. Loretta Fay Jessee	Secretary
3. Gregory Patrick Jones	Treasurer	4.	
OTHER			
Todd Anthony Bazata	Vice-President	Richard Leon Simpson	Vice-President
Stephen Kirby Pancoast	Vice-President	Gregory Patrick Jones	Vice-President
Jeral Clinton Hunter	Vice-President	Nora Anne Webb	Vice-President
John Allen Gant	Vice-President	James Steven Davis	Vice-President
David Bernard Dyke	Vice-President	Melanie Kay Pancoast	Vice-President

DIRECTORS OR TRUSTEES

Eve Cutler Rosen	Karen Holley Horrell	Donald Dumford Larson	Gary John Gruber
Keith Alan Jensen	David John Witzgall	Hubert Michael Coon	Ronald James Brichler

State of..... Ohio
County of..... Hamilton

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) Hubert Michael Coon 1. (Printed Name) President (Title)	_____ (Signature) Loretta Fay Jessee 2. (Printed Name) Secretary (Title)	_____ (Signature) Gregory Patrick Jones 3. (Printed Name) Treasurer (Title)
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Subscribed and sworn to before me
This 31st day of July, 2012

a. Is this an original filing? Yes [X] No []
b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	374,493,100		374,493,100	406,566,828
2. Stocks:				
2.1 Preferred stocks.....	21,640,475		21,640,475	14,529,610
2.2 Common stocks.....	62,644,340	50,000	62,594,340	55,747,428
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$....3,706,664), cash equivalents (\$.....0) and short-term investments (\$....19,300,197).....	23,006,861		23,006,861	18,188,589
6. Contract loans (including \$.....0 premium notes).....			.0	
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).....	481,784,776	50,000	481,734,776	495,032,455
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	4,318,022		4,318,022	4,550,662
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	23,392,503	3,181,723	20,210,780	17,128,758
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....	3,114,356		3,114,356	3,058,201
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	3,400,000		3,400,000	3,400,000
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	2,602,357
18.2 Net deferred tax asset.....	24,751,420	6,983,153	17,768,267	18,591,672
19. Guaranty funds receivable or on deposit.....			.0	432,844
20. Electronic data processing equipment and software.....	1,889,375		1,889,375	2,647,308
21. Furniture and equipment, including health care delivery assets (\$.....0).....	158,898	158,898	.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....	483,964		483,964	100,515
24. Health care (\$.....0) and other amounts receivable.....			.0	
25. Aggregate write-ins for other than invested assets.....	4,357,585	4,329,426	28,159	37,092
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	547,650,899	14,703,200	532,947,699	547,581,864
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	547,650,899	14,703,200	532,947,699	547,581,864

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. Automobiles.....	79,479	79,479	.0	
2502. Notes Receivable.....	24,156		24,156	37,092
2503. Software in Development.....	4,249,947	4,249,947	.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	4,003	.0	4,003	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	4,357,585	4,329,426	28,159	37,092

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Losses (current accident year \$...24,189,025).....	177,843,745	212,323,292
2. Reinsurance payable on paid losses and loss adjustment expenses.....		
3. Loss adjustment expenses.....	79,203,743	94,152,141
4. Commissions payable, contingent commissions and other similar charges.....		
5. Other expenses (excluding taxes, licenses and fees).....	5,913,296	5,947,406
6. Taxes, licenses and fees (excluding federal and foreign income taxes).....	1,284,396	1,295,036
7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses)).....	10,605,395	
7.2 Net deferred tax liability.....		
8. Borrowed money \$.....0 and interest thereon \$.....0.....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$....9,482,911 and including warranty reserves of \$.....0 and accrued accident and health experience rating refunds including \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	57,008,301	53,474,276
10. Advance premium.....		
11. Dividends declared and unpaid:		
11.1 Stockholders.....		
11.2 Policyholders.....		
12. Ceded reinsurance premiums payable (net of ceding commissions).....	1,915,035	2,477,789
13. Funds held by company under reinsurance treaties.....		
14. Amounts withheld or retained by company for account of others.....	231,686	153,581
15. Remittances and items not allocated.....		
16. Provision for reinsurance.....	680,000	680,000
17. Net adjustments in assets and liabilities due to foreign exchange rates.....		
18. Drafts outstanding.....		
19. Payable to parent, subsidiaries and affiliates.....	7,719	10,719
20. Derivatives.....		
21. Payable for securities.....		
22. Payable for securities lending.....		
23. Liability for amounts held under uninsured plans.....		
24. Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	0	0
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25).....	334,693,316	370,514,240
27. Protected cell liabilities.....		
28. Total liabilities (Lines 26 and 27).....	334,693,316	370,514,240
29. Aggregate write-ins for special surplus funds.....	0	6,454,983
30. Common capital stock.....	3,506,250	3,506,250
31. Preferred capital stock.....		
32. Aggregate write-ins for other than special surplus funds.....	0	0
33. Surplus notes.....		
34. Gross paid in and contributed surplus.....	100,617,193	100,551,226
35. Unassigned funds (surplus).....	94,130,940	66,555,165
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 30 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 31 \$.....0).....		
37. Surplus as regards policyholders (Lines 29 to 35, less 36).....	198,254,383	177,067,624
38. Totals.....	532,947,699	547,581,864

DETAILS OF WRITE-INS

2501.		
2502.		
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).....	0	0
2901. Additional admitted deferred taxes assets - SSAP 10R.....		6,454,984
2902. Rounding.....		(1)
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	6,454,983
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page.....	0	0
3299. Totals (Lines 3201 thru 3203 plus 3298) (Line 32 above).....	0	0

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct..... (written \$.....68,991,058).....	64,936,633	65,017,105	126,938,650
1.2 Assumed..... (written \$.....7,242,857).....	6,721,350	7,501,860	13,668,612
1.3 Ceded..... (written \$.....10,469,513).....	9,427,606	9,633,701	18,619,023
1.4 Net..... (written \$.....65,764,402).....	62,230,377	62,885,264	121,988,239
DEDUCTIONS:			
2. Losses incurred (current accident year \$.....26,516,607):			
2.1 Direct.....	(17,310,080)	16,828,236	31,247,957
2.2 Assumed.....	(1,882,551)	647,589	4,577,962
2.3 Ceded.....	(4,341,948)	1,032,796	5,477,922
2.4 Net.....	(14,850,683)	16,443,029	30,347,997
3. Loss adjustment expenses incurred.....	8,081,819	11,991,087	21,577,923
4. Other underwriting expenses incurred.....	23,245,392	21,914,698	42,468,373
5. Aggregate write-ins for underwriting deductions.....	0	0	0
6. Total underwriting deductions (Lines 2 through 5).....	16,476,528	50,348,814	94,394,293
7. Net income of protected cells.....			
8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7).....	45,753,849	12,536,450	27,593,946
INVESTMENT INCOME			
9. Net investment income earned.....	9,711,954	12,177,954	23,123,789
10. Net realized capital gains (losses) less capital gains tax of \$.....97,312.....	(707,960)	22,004	194,127
11. Net investment gain (loss) (Lines 9 + 10).....	9,003,994	12,199,958	23,317,916
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....85 amount charged off \$.....4,572).....	(4,487)	(153,323)	(347,676)
13. Finance and service charges not included in premiums.....			
14. Aggregate write-ins for miscellaneous income.....	(6,998)	(11,771)	(11,423)
15. Total other income (Lines 12 through 14).....	(11,485)	(165,094)	(359,099)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15).....	54,746,358	24,571,314	50,552,763
17. Dividends to policyholders.....	43,830	30,881	79,776
18. Net income after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17).....	54,702,528	24,540,433	50,472,987
19. Federal and foreign income taxes incurred.....	17,467,564	6,825,315	11,943,608
20. Net income (Line 18 minus Line 19) (to Line 22).....	37,234,964	17,715,118	38,529,379
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year.....	177,067,625	217,425,609	217,425,609
22. Net income (from Line 20).....	37,234,964	17,715,118	38,529,379
23. Net transfers (to) from Protected Cell accounts.....			
24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....2,258,897.....	4,195,094	1,650,679	3,593,520
25. Change in net unrealized foreign exchange capital gain (loss).....			
26. Change in net deferred income tax.....	(755,172)	(199,337)	(2,313,443)
27. Change in nonadmitted assets.....	445,906	(200,540)	987,932
28. Change in provision for reinsurance.....		(360,000)	(480,000)
29. Change in surplus notes.....			
30. Surplus (contributed to) withdrawn from protected cells.....			
31. Cumulative effect of changes in accounting principles.....			
32. Capital changes:			
32.1 Paid in.....			
32.2 Transferred from surplus (Stock Dividend).....			
32.3 Transferred to surplus.....			
33. Surplus adjustments:			
33.1 Paid in.....	65,967	38,864	83,239
33.2 Transferred to capital (Stock Dividend).....			
33.3 Transferred from capital.....			
34. Net remittances from or (to) Home Office.....			
35. Dividends to stockholders.....	(20,000,000)	(40,000,000)	(80,000,000)
36. Change in treasury stock.....			
37. Aggregate write-ins for gains and losses in surplus.....	(1)	(190,791)	(758,611)
38. Change in surplus as regards policyholders (Lines 22 through 37).....	21,186,758	(21,546,007)	(40,357,984)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38).....	198,254,383	195,879,602	177,067,625
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above).....	0	0	0
1401. Miscellaneous Income (Expense).....	(6,998)	(11,771)	(11,424)
1402. Rounding.....			1
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	(6,998)	(11,771)	(11,423)
3701. Miscellaneous Sources.....	(1)	3	(2)
3702. Change in non-admitted assets - additional admitted deferred taxes assets -SSAP No. 10R.....		(190,794)	(758,609)
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page.....	0	0	0
3799. Totals (Lines 3701 thru 3703 plus 3798) (Line 37 above).....	(1)	(190,791)	(758,611)

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.....	62,078,484	59,171,655	120,305,011
2. Net investment income.....	10,735,333	13,242,605	24,893,631
3. Miscellaneous income.....	(11,485)	(165,094)	(359,099)
4. Total (Lines 1 through 3).....	72,802,332	72,249,166	144,839,543
5. Benefit and loss related payments.....	19,628,864	21,491,505	43,780,112
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	45,880,808	43,029,745	83,690,777
8. Dividends paid to policyholders.....	43,830	30,881	79,776
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	4,357,124	7,009,001	15,285,962
10. Total (Lines 5 through 9).....	69,910,626	71,561,132	142,836,627
11. Net cash from operations (Line 4 minus Line 10).....	2,891,706	688,034	2,002,916
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	45,463,251	77,345,059	135,741,109
12.2 Stocks.....	240,320	4,267,867	5,105,067
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.....			17,542
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	45,703,572	81,612,926	140,863,718
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	14,178,663	28,829,747	52,329,703
13.2 Stocks.....	10,156,807		3,142,107
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....		4,250,325	
13.7 Total investments acquired (Lines 13.1 to 13.6).....	24,335,470	33,080,072	55,471,810
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	21,368,102	48,532,854	85,391,908
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.....	65,967	38,864	83,239
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....	20,000,000	40,000,000	80,000,000
16.6 Other cash provided (applied).....	492,497	(1,141,345)	(1,466,711)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(19,441,536)	(41,102,481)	(81,383,472)
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).....	4,818,272	8,118,407	6,011,352
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	18,188,588	12,177,236	12,177,236
19.2 End of period (Line 18 plus Line 19.1).....	23,006,860	20,295,643	18,188,588
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001 Exchange of Debt Securities.....		2,146,000	2,498,668
20.0002 Exchange of Debt to Equity Securities.....			372,107
20.0003 Securities Acquired from Liquidation Distribution.....	4,108		

1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The financial statements of Mid-Continent Casualty Company ("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 purposes of determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures Manual has been adopted as a component of prescribed or permitted practices by the state of Ohio. The Company has no prescribed or permitted practices that would result in differences between NAIC SAP and the state of Ohio basis, as shown below:

	06/30/2012	12/31/2011
(1) Net Income Ohio Basis	\$ 37,234,964	\$ 38,529,379
(2) State Prescribed Practices	-	-
(3) State Permitted Practices	-	-
(4) Net Income, NAIC SAP	<u>\$ 37,234,964</u>	<u>\$ 38,529,379</u>
(5) Statutory Surplus Ohio Basis	\$ 198,254,383	\$ 177,067,625
(6) State Prescribed Practices	-	-
(7) State Permitted Practices	-	-
(8) Statutory Surplus, NAIC SAP	<u>\$ 198,254,383</u>	<u>\$ 177,067,625</u>

2.) ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Effective January 1, 2012, the Company adopted Statement of Statutory Accounting Principles No. 101, Income Taxes, a replacement of SSAP No. 10R and SSAP No. 10 (SSAP 101). SSAP 101 amends the deferred tax asset admittance test set forth in SSAP 10R, by limiting the admissibility thresholds based on current period risk-based capital levels and modifying the disclosure requirements. The adoption of SSAP 101 did not have an impact on the Company's financial statements.

3.) BUSINESS COMBINATIONS AND GOODWILL - No significant change.4.) DISCONTINUED OPERATIONS - No significant change.5.) INVESTMENTS

A – C. No significant change.

D. Loan-Backed Securities

- 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.
- The Company had no loan-backed securities with a recognized other-than-temporary impairment due to either the intent to sell or lack of intent to hold to recovery during 2012.
- The following table shows each security with a credit-related other-than-temporary impairment charge recognized during the period:

CUSIP	Amortized Cost Before OTTI	Present Value of Projected Cash Flows	OTTI Charge Recognized in Income Statement	Amortized Cost After OTTI	Fair Value at Time of OTTI	Date Reported
12641QAF9	240,648	228,870	11,778	228,870	75,750	3/31/12
47232DBB7	224,596	194,432	30,164	194,432	285,426	3/31/12

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

Less than 12 months		12 months or more	
Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
\$1,437,715	\$(12,432)	\$20,252,928	\$(2,904,036)

- 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 June 30, 2012. The Company has the intent to hold such securities until they recover in value or mature.

E – G. No significant change.

- 6.) JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES - No significant change.
- 7.) INVESTMENT INCOME - No significant change.
- 8.) DERIVATIVE INSTRUMENTS - No significant change.
- 9.) INCOME TAXES - No significant change.
- 10.) INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES
- A - No significant change.
- B. Detail of Transactions Greater than ½% of Admitted Assets – The Company had no transactions with any affiliate exceeding ½ of 1% of its total admitted assets during 2012.
- C – L. No significant change.
- 11.) DEBT - No significant change.
- 12.) RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS
- No significant change.
- 13.) CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS - No significant change.
- 14.) CONTINGENCIES –
- A – F. No significant change.
- 15.) LEASES - No significant change.
- 16.) INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK
- No significant change.
- 17.) SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES
- A – B. No significant change.
- C. The Company did not have any wash sale transactions involving securities with a NAIC designation of 3 or below or unrated securities during 2012.
- 18.) GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS
- No significant change.
- 19.) DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS
- No significant change.
- 20.) FAIR VALUE

A.

1. Fair Value Measurements at Reporting Date

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

Description	Level 1	Level 2	Level 3	Total
Assets:				
Bonds:				
U.S. Government and government agencies	\$ -	\$ -	\$ -	\$ -
States, municipalities and political subdivisions	-	-	-	-
Foreign government	-	-	-	-
Residential MBS	-	752,238	-	752,238
Commercial MBS	-	-	-	-
All other bonds	-	-	-	-
Total bonds	-	752,238	-	752,238
Non-affiliated common stock	5,953,046	-	750	5,953,796
Non-affiliated preferred stock	5,568,200	5,343,000	-	10,911,200
Other investments	-	-	-	-
Total assets accounted for at fair value	\$ 11,521,246	\$ 6,095,238	\$ 750	\$ 17,617,234

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

	Balance at 12/31/11	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales	Ending Balance at 6/30
States, municipalities and political subdivisions	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Residential MBS	-	781,196	(655,075)	(2,102)	(101,564)	-	(22,454)	-
All other bonds	-	-	-	-	-	-	-	-
Preferred stocks	-	-	-	-	-	-	-	-
Common stocks	-	-	-	-	750	-	-	750
	<u>\$ -</u>	<u>\$ 781,196</u>	<u>\$ (655,075)</u>	<u>\$ (2,102)</u>	<u>\$ (100,814)</u>	<u>\$ -</u>	<u>\$ (22,454)</u>	<u>\$ 750</u>

3. Fair Value Recognition of Transfers Between Levels

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

4. Inputs and Techniques Used in Estimating Fair Value

Level 1 - Quoted prices for identical assets or liabilities in active markets (markets in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis). The Company's Level 1 financial instruments consist primarily of publicly traded equity securities and highly liquid government bonds for which quoted market prices in active markets are available.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar assets or liabilities in inactive markets (markets in which there are few transactions, the prices are not current, price quotations vary substantially over time or among market makers, or in which little information is released publicly); and valuations based on other significant inputs that are observable in active markets. The Company's Level 2 financial instruments include corporate and municipal fixed maturity securities and MBS priced using observable inputs. Level 2 inputs include benchmark yields, reported trades, corroborated broker/dealer quotes, issuer spreads and benchmark securities. When non-binding broker quotes can be corroborated by comparison to similar securities priced using observable inputs, they are classified as Level 2.

Level 3 - Valuations derived from market valuation techniques generally consistent with those used to estimate the fair value of Level 2 financial instruments in which one or more significant inputs are unobservable. The unobservable inputs may include management's own assumptions about the assumptions market participants would use based on the best information available in the circumstances. The Company's Level 3 is comprised of financial instruments whose fair value is estimated based on non-binding broker quotes or internally developed using significant inputs not based on, or corroborated by, observable market information.

The Company's investment managers, American Money Management Corporation (an affiliate) is responsible for the valuation process and uses data from outside sources (including nationally recognized pricing services and broker/dealers) in establishing fair value. Valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by AMMC's internal investment professionals who are familiar with the securities being priced and the markets in which they trade to ensure the fair value determination is representative of an exit price. To validate the appropriateness of the prices obtained, these investment managers consider widely published indices (as benchmarks), recent trades, changes in interest rates, general economic conditions and the credit quality of the specific issuers. In addition, the Company communicates directly with the pricing service regarding the methods and assumptions used in pricing, including verifying, on a test basis, the inputs used by the service to value specific securities.

B. The Company has no additional fair value disclosures.

C. The Company has categorized all the financial assets in the financial statements into the three-level fair value hierarchy as reflected in the following table. See item 4 above for a discussion of each of these three levels.

Description	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3
Assets:					
Bonds:					
U.S. Government and government agencies	4,247,602	4,106,678	4,158,081	89,520	-
States, municipalities and political subdivisions	183,282,313	173,198,030	-	183,282,313	-
Foreign government	2,133,065	2,040,077	-	2,133,065	-
Residential MBS	42,806,595	45,668,204	-	41,108,002	1,698,593
Commercial MBS	35,489,266	34,020,880	-	35,489,266	-
All other bonds	124,424,544	118,459,227	5,720,000	118,204,624	499,921
Total bonds	<u>392,383,384</u>	<u>374,493,095</u>	<u>9,878,081</u>	<u>380,306,789</u>	<u>2,198,514</u>
Preferred stocks	22,626,613	21,640,475	7,658,200	10,661,213	4,307,200
Common stocks	5,953,796	5,953,796	5,953,046	-	750
Mortgage loans	-	-	-	-	-
Total financial assets	<u>\$ 420,963,793</u>	<u>\$ 402,087,366</u>	<u>\$23,489,327</u>	<u>\$ 390,968,002</u>	<u>\$ 6,506,464</u>

21.) OTHER ITEMS

A - G. No significant change.

22.) EVENTS SUBSEQUENT

There have not been any events subsequent to June 30, 2012, which may have a material effect on the financial condition of the Company.

23.) REINSURANCE - No significant change.

24.) RETROSPECTIVELY RATED CONTRACTS - No significant change.

25.) CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Reserves as of December 31, 2011 were \$306.5 million. As of June 30, 2012, \$40.0 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$228.8 million as a result of re-estimation of unpaid claims and claim adjustment expenses principally on General Liability and Commercial Auto lines of insurance. Therefore, there has been \$37.7 million in favorable prior-year development since December 31, 2011 to June 30, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26.) INTERCOMPANY POOLING ARRANGEMENTS - No significant change.

27.) STRUCTURED SETTLEMENTS - No significant change.

28.) HEALTH CARE RECEIVABLES - No significant change.

29.) PARTICIPATING POLICIES - No significant change.

30.) PREMIUM DEFICIENCY RESERVES - No significant change.

31.) HIGH DEDUCTIBLES - No significant change.

32.) DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES OR UNPAID LOSS ADJUSTMENT EXPENSES - No significant change.

33.) ASBESTOS/ENVIRONMENTAL RESERVES - No significant change.

34.) SUBSCRIBER SAVINGS ACCOUNTS - No significant change.

35.) MULTIPLE PERIL CROP INSURANCE - No significant change.

36.) FINANCIAL GUARANTY INSURANCE - The Company does not write financial guaranty insurance.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y-Part 1 - Organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [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. 12/31/2008.....
- 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). 5/25/2010.....
- 6.4 By what department or departments?
Ohio

- 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]

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 [X]

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

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 [X]

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$53,581,599	\$56,640,544
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).....	\$53,581,599	\$56,640,544
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

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

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

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

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

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

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
Not Applicable	American Money Management Corporation	301 East Fourth Street, Cincinnati, Ohio 45202

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

17.2 If no, list exceptions:

140661AK5 CAPMARK FINL GRP B FR 09-30-15 C11!

GENERAL INTERROGATORIES (continued)

PART 2

PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [] No [X] N/A []
 If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
 If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]

3.2 If yes, give full and complete information thereto:

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves,") discounted at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Disc. Rate	Total Discount				Discount Taken During Period			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 Total	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 Total
						0				0
Total.....	XXX..	XXX.....	0	0	0	0	0	0	0	0

5. Operating Percentages:

5.1 A&H loss percent 0.0 %

5.2 A&H cost containment percent 0.0 %

5.3 A&H expense percent excluding cost containment expenses 0.0 %

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date. 0

6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

6.4 If yes, please provide the amount of funds administered as of the reporting date. 0

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (YES or NO)
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NONE

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year to Date	3 Prior Year to Date	4 Current Year to Date	5 Prior Year to Date	6 Current Year to Date	7 Prior Year to Date
1. Alabama.....AL	L	217,873	230,735	410,633	334,099	883,519	915,900
2. Alaska.....AK	N						
3. Arizona.....AZ	L	90,206	145,031	2,589	38,422	246,890	533,587
4. Arkansas.....AR	L	794,158	866,323	64,135	284,717	1,192,626	1,824,203
5. California.....CA	N						
6. Colorado.....CO	L	237,053	331,593	73,018	33,550	1,550,969	1,710,123
7. Connecticut.....CT	N						
8. Delaware.....DE	N						
9. District of Columbia.....DC	N						
10. Florida.....FL	L	10,009,126	9,896,720	3,640,788	4,464,319	57,570,150	80,579,299
11. Georgia.....GA	L	297,102	263,947	18,157	432,026	1,665,226	1,183,341
12. Hawaii.....HI	N						
13. Idaho.....ID	L	96,059	109,025	8,600	5,742	261,512	137,910
14. Illinois.....IL	L	404,298	277,035	31,699		120,511	147,867
15. Indiana.....IN	L	187,110	225,594	450	29,336	130,299	14,257
16. Iowa.....IA	L	83,187	99,405			234,623	232,657
17. Kansas.....KS	L	3,664,351	3,170,912	881,216	414,886	4,617,707	6,760,941
18. Kentucky.....KY	L	80,670	73,906				
19. Louisiana.....LA	L	546,196	468,783	80,345	(101,379)	458,498	547,230
20. Maine.....ME	N						
21. Maryland.....MD	L	141,825	175,638	1,634		88,011	351,666
22. Massachusetts.....MA	N						
23. Michigan.....MI	L	408,361	311,199	20,360	25,702	350,628	485,508
24. Minnesota.....MN	L	140,459	126,560	107,310	14,036	125,831	99,057
25. Mississippi.....MS	L	119,632	107,618	250,496		136,640	519,015
26. Missouri.....MO	L	838,142	512,392	56,212	420,497	2,404,451	2,976,562
27. Montana.....MT	L	1,103,618	1,011,221	140,031	149,310	5,593,529	6,836,692
28. Nebraska.....NE	L	140,995	174,949	28,655	2,655	148,668	136,391
29. Nevada.....NV	N						
30. New Hampshire.....NH	N						
31. New Jersey.....NJ	N						
32. New Mexico.....NM	L	461,466	442,936	(1,830)	1,686	1,399,213	890,088
33. New York.....NY	N						
34. North Carolina.....NC	L	104,161	188,071	57,999	24,663	1,007,290	940,177
35. North Dakota.....ND	L	5,638,119	3,984,280	1,656,155	665,876	3,477,559	770,201
36. Ohio.....OH	L	228,271	179,528	26,989		57,746	61,349
37. Oklahoma.....OK	L	20,397,245	17,438,403	3,584,354	9,090,200	31,144,477	48,420,170
38. Oregon.....OR	L	128,161	289,188	126,109	129,730	2,247,783	3,560,498
39. Pennsylvania.....PA	N						
40. Rhode Island.....RI	N						
41. South Carolina.....SC	L	403,812	372,173	8,678		348,835	204,934
42. South Dakota.....SD	L	63,648	60,487		40,000	341,738	399,104
43. Tennessee.....TN	L	168,094	213,662	2,808	21,498	655,333	104,153
44. Texas.....TX	L	19,136,578	20,236,114	2,884,906	4,949,497	61,014,245	66,815,218
45. Utah.....UT	L	1,252,245	925,531	999,000	146,152	2,197,019	3,373,157
46. Vermont.....VT	N						
47. Virginia.....VA	L	100,478	157,234		41,089	141,661	536,859
48. Washington.....WA	L	11,437	30,168	4,761,414		5,746,692	471,378
49. West Virginia.....WV	N						
50. Wisconsin.....WI	N						
51. Wyoming.....WY	L	1,296,922	1,283,579	177,889	279,268	840,856	1,276,756
52. American Samoa.....AS	N						
53. Guam.....GU	N						
54. Puerto Rico.....PR	N						
55. US Virgin Islands.....VI	N						
56. Northern Mariana Islands.....MP	N						
57. Canada.....CN	N						
58. Aggregate Other Alien.....OT	XXX	0	0	0	0	0	0
59. Totals.....	(a) 34	68,991,058	64,379,940	20,100,799	21,937,577	188,400,735	233,816,248

DETAILS OF WRITE-INS

5801.....	XXX						
5802.....	XXX						
5803.....	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page.....	XXX	0	0	0	0	0	0
5899. Totals (Lines 5801 thru 5803 + Line 5898) (Line 58 above).....	XXX	0	0	0	0	0	0

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

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

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

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

	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	
Lease & Loan Insurance Services 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 (71.6%)	GB		
Marketform Holdings Limited	GB		
Caduceus Underwriting Limited	GB		
Lavenham Underwriting Limited #	GB	98-0412245	
Marketform Limited	GB		
Gabinete Marketform SL	ES		
Marketform Australia Pty Limited	AU		
Studio Marketform SRL	IT		
Marketform Management Services Limited	GB		
Marketform Managing Agency Limited	GB		
Sampford Underwriting Limited #	GB	98-0431601	
Marketform Trust Company Limited	GB		

* Denotes insurer

@ Company affiliated but not owned

Participant in Lloyd's Syndicate 2468

Subsidiaries 100% owned by respective parent unless otherwise stated

^ Total percentage owned by respective parent and other affiliated companies

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

	Domiciliary Location	FEIN	NAIC Co. Code
American Financial Group, Inc.	OH	31-1544320	
Great American Financial Resources, Inc. ^	DE	06-1356481	
AAG Holding Company, Inc.	OH	31-1475936	
Great American Financial Statutory Trust IV	CT	58-646032	
Great American Life Insurance Company *	OH	13-1935920	63312
Aerielle IP Holdings, LLC ^	OH	45-2969767	
Aerielle, LLC ^	DE	26-4391696	
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	
FT Liquidation, LLC	OH	45-3988240	
GALIC - Bay Bridge Marina, LLC	MD	20-4604276	
GALIC - Sorrento, LLC ^	FL		
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 (75%)	MT	45-4110027	
United States Livestock Producers, LLC (75%)	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 Pennsylvania 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		
Financidora de Primas Condor, S.A. de C.V. (99%)	MX		
Farmers Crop Insurance Alliance, Inc.	KS	39-1404033	
FCIA Management Company, Inc.	NY	13-3628555	
Foreign Credit Insurance Association @	NY		
GAI Warranty Company	OH	31-1753938	
GAI Warranty Company of Florida	FL	31-1765544	
GAI Warranty Company of Canada Inc.	CN		
Global Premier Finance Company	OH	61-1329718	
Great American Agency of Texas, Inc.	TX	74-2693636	
Great American Alliance Insurance Company *	OH	95-1542353	26832
Great American Assurance Company *	OH	15-6020948	26344
Great American Casualty Insurance Company *	OH	61-0983091	39896
Great American Claims Services, Inc.	DE	31-1228726	
Great American Contemporary Insurance Company *	OH	36-4079497	10646
Great American E & S Insurance Company *	DE	31-0954439	37532
Great American Fidelity Insurance Company *	DE	31-1036473	41858
Great American Insurance Agency, Inc.	OH	31-1652643	
Great American Insurance Company of New York *	NY	13-5539046	22136
Great American Lloyd's Insurance Company * @	TX	31-0974853	38024
Great American Lloyd's, Inc.	TX	31-1073664	
Great American Management Services, Inc.	OH	31-0856644	
Great American Protection Insurance Company *	OH	31-1288778	38580
Great American Re Inc.	DE	31-0918893	
Great American Security Insurance Company *	OH	31-1209419	31135
Great American Spirit Insurance Company *	OH	31-1237970	33723
Key Largo Group, Inc.	FL	59-1263251	
National Interstate Corporation (52.4%)	OH	34-1607394	
American Highways Insurance Agency, Inc.	OH	34-1899058	
Explorer RV Insurance Agency, Inc.	OH	31-1548235	
Hudson Indemnity, Ltd.	KY	98-0191335	
Hudson Management Group, Ltd.	VI	66-0660039	
National Interstate Insurance Agency, Inc.	OH	34-1607396	
Commercial For Hire Transportation Purchasing Group @	SC	36-4670968	
National Interstate Insurance Company *	OH	34-1607395	32620
National Interstate Insurance Company of Hawaii, Inc. *	OH	99-0345306	11051
Triumphe Casualty Company *	OH	95-3623282	41106
Vanliner Group, Inc.	DE	43-1415856	
TransProtection Service Company	MO	43-1254631	
Vanliner Insurance Company *	MO	86-0114294	21172
Vanliner Reinsurance Limited *	BM		
Safety Claims and Litigation Services, LLC	MT	20-5546054	
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	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)	*
Members														
			31-1544320		0000944707	NYSE	American Financial Group, Inc.	OH	UIP		Ownership			
			31-6549738				American Financial Capital Trust II	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			16-6543606				American Financial Capital Trust III	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			16-6543609				American Financial Capital Trust IV	DE	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-0996797				American Financial Enterprises, Inc.	CT	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-0828578				American Money Management Corporation	OH	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			27-1577326				American Real Estate Capital Company, LLC	OH	NIA	American Money Management Corporation	Ownership	80.000	American Financial Group, Inc.	
			27-2829629				MidMarket Capital Partners, LLC	DE	NIA	American Money Management Corporation	Ownership	51.000	American Financial Group, Inc.	
			41-2112001				APU Holding Company	OH	NIA	American Financial Group, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-6000765				American Premier Underwriters, Inc.	PA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			23-6297584				The Associates of the Jersey Company	NJ	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			37-1094159				Cal Coal, Inc.	IL	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			95-2802826				Great Southwest Corporation	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			35-6001691				The Indianapolis Union Railway Company	IN	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			13-6400464				Lehigh Valley Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			20-1548213				Magnolia Alabama Holdings, Inc.	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			20-1574094				Magnolia Alabama Holdings LLC	AL	NIA	Magnolia Alabama Holdings, Inc.	Ownership	100.000	American Financial Group, Inc.	
			13-6021353				The Owasco River Railway, Inc.	NY	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-1236926				PCC Real Estate, Inc.	NY	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			76-0080537				PCC Technical Industries, Inc.	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			31-1388401				PCC Maryland Realty Corp.	MD	NIA	PCC Technical Industries, Inc.	Ownership	100.000	American Financial Group, Inc.	
			06-1209709				Penn Central Energy Management Company	DE	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-1537928				Penn Towers, Inc.	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-6000766				Pennsylvania-Reading Seashore Lines	NJ	NIA	American Premier Underwriters, Inc.	Ownership	66.670	American Financial Group, Inc.	
			23-6207599				Pittsburgh and Cross Creek Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	83.000	American Financial Group, Inc.	
			23-1707450				Terminal Realty Penn Co.	DC	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
			23-1675796				Waynesburg Southern Railroad Company	PA	NIA	American Premier Underwriters, Inc.	Ownership	100.000	American Financial Group, Inc.	
							GAI Insurance Company, Ltd.	BM	IA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			31-1446308				Hangar Acquisition Corp.	OH	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1508643				PLLS, Ltd.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
							Lease & Loan Insurance Services Limited	GB	NIA	PLLS, Ltd.	Ownership	100.000	American Financial Group, Inc.	
			91-1242743				Premier Lease & Loan Services Insurance Agency, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
			91-1508644				Premier Lease & Loan Services of Canada, Inc.	WA	NIA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	22179	95-2801326				Republic Indemnity Company of America	CA	IA	APU Holding Company	Ownership	100.000	American Financial Group, Inc.	
0084	American Financial Group, Inc.	43753	31-1054123				Republic Indemnity Company of California	CA	IA	Republic Indemnity Company of America	Ownership	100.000	American Financial Group, Inc.	

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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)	*
			31-1262960				Risico Management Corporation.....	DE.....	NIA.....	APU Holding Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			27-4521779				Atlas Building Company, LLC.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-0823725				Dixie Terminal Corporation.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-1733037				Flextech Holding Co., Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			98-0606803				GAI Holding Bermuda Ltd.....	BM.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			98-0556144				GAI Indemnity, Ltd.....	GB.....	IA.....	GAI Holding Bermuda Ltd.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Group Limited.....	GB.....	NIA.....	GAI Holding Bermuda Ltd.....	Ownership.....	71.800	American Financial Group, Inc.....	
							Marketform Holdings Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Caduceus Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
			98-0412245				Lavenham Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Gabinete Marketform SL.....	ES.....	NIA.....	Marketform Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Australia Pty Limited.....	AU.....	NIA.....	Marketform Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Studio Marketform SRL.....	IT.....	NIA.....	Marketform Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Management Services Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Managing Agency Limited.....	GB.....	NIA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
			98-0431601				Sampford Underwriting Limited.....	GB.....	IA.....	Marketform Holdings Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Marketform Trust Company Limited.....	GB.....	NIA.....	Marketform Group Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
			06-1356481				Great American Financial Resources, Inc.....	DE.....	NIA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	1.....
			31-1475936				AAG Holding Company, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			58-646032				Great American Financial Statutory Trust IV.....	CT.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	63312.....	13-1935920				Great American Life Insurance Company.....	OH.....	IA.....	AAG Holding Company, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			45-2969767				Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	62.500	American Financial Group, Inc.....	2.....
			26-4391696				Aerielle, LLC.....	DE.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	62.500	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.....	100.000	American Financial Group, Inc.....	
			27-4078277				Bay Bridge Marina Hemingway's Restaurant, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	85.000	American Financial Group, Inc.....	
			27-0513333				Bay Bridge Marina Management, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	85.000	American Financial Group, Inc.....	
			20-1246122				Brothers Management, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	99.000	American Financial Group, Inc.....	
			45-3988240				FT Liquidation, LLC.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			20-4604276				GALIC - Bay Bridge Marina, LLC.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			45-5565693				GALIC - Sorrento, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	65.000	American Financial Group, Inc.....	2.....
			45-3829557				GALIC - Stoneleigh, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-1391777				GALIC Brothers, Inc.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	80.000	American Financial Group, Inc.....	
			45-1144095				GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	65.000	American Financial Group, Inc.....	2.....
			26-3260520				Manhattan National Holding Corporation.....	OH.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	67083.....	45-0252531				Manhattan National Life Insurance Company.....	IL.....	IA.....	Manhattan National Holding Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	

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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)	*
			52-2179330				Skipjack Marina Corp.....	MD.....	NIA.....	Great American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			20-3568924				Loyal American Holding Corporation.....	OH.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084	American Financial Group, Inc.....	65722	63-0343428				Loyal American Life Insurance Company.....	OH.....	IA.....	Loyal American Holding Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084	American Financial Group, Inc.....	88366	59-2760189				American Retirement Life Insurance Company.....	OH.....	IA.....	Loyal American Life Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			45-4121852				GALAC Holding Company.....	OH.....	NIA.....	Loyal American Life Insurance Company.....	Ownership.....	100.000	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.....	100.000	American Financial Group, Inc.....	
			74-2180806				United Teacher Associates, Ltd.....	TX.....	NIA.....	AAG Holding Company, Inc.....	Ownership.....	100.000	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.....	100.000	American Financial Group, Inc.....	
			31-1422717				AAG Insurance Agency, Inc.....	KY.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1017531				Ceres Group, Inc.....	DE.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084	American Financial Group, Inc.....	61727	34-0970995				Central Reserve Life Insurance Company.....	OH.....	IA.....	Ceres Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Provident American Life & Health Insurance Company	OH.....	IA.....	Central Reserve Life Insurance Company.....	Ownership.....	100.000	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.....	100.000	American Financial Group, Inc.....	
			34-1880408				Ceres Administrators, L.L.C.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1947043				Ceres Sales, LLC.....	DE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1970892				Ceres Sales of Ohio, LLC.....	OH.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1920479				HealthMark Sales, LLC.....	DE.....	NIA.....	Ceres Sales, LLC.....	Ownership.....	100.000	American Financial Group, Inc.....	
			47-0717079				Continental General Corporation.....	NE.....	NIA.....	Ceres Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084	American Financial Group, Inc.....	71404	47-0463747				Continental General Insurance Company.....	OH.....	IA.....	Continental General Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			47-0562685				Continental Print & Photo Co.....	NE.....	NIA.....	Continental General Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1947042				QQA Agency of Texas, Inc.....	TX.....	NIA.....	Ceres Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-1395344				Great American Advisors, Inc.....	OH.....	NIA.....	Great American Financial Resources, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			42-1575938				Great American Holding, Inc.....	OH.....	UDP.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			27-3062314				Agricultural Services, LLC.....	OH.....	NIA.....	Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			45-4110027				United States Commodities Producers LLC.....	MT.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	75.000	American Financial Group, Inc.....	
							Livestock Market Enhancement Risk Retention Group	NV.....	IA.....	United States Commodities Producers, LLC.....	Ownership.....	1.000	American Financial Group, Inc.....	2.....
0084	American Financial Group, Inc.....	14084	27-4395897				United States Livestock Producers, LLC.....	NV.....	NIA.....	Agricultural Services, LLC.....	Ownership.....	75.000	American Financial Group, Inc.....	
			27-2354685				Livestock Market Enhancement Risk Retention Group	NV.....	IA.....	United States Livestock Producers, LLC.....	Ownership.....	99.000	American Financial Group, Inc.....	2.....
0084	American Financial Group, Inc.....	14084	27-4395897				American Empire Surplus Lines Insurance Company	DE.....	IA.....	Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			35351				American Empire Surplus Lines Insurance Company	DE.....	IA.....	Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084	American Financial Group, Inc.....	37990	31-0912199				American Empire Insurance Company.....	OH.....	IA.....	American Empire Surplus Lines Insurance Company	Ownership.....	100.000	American Financial Group, Inc.....	
			59-1671722				American Empire Underwriters, Inc.....	TX.....	NIA.....	American Empire Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	

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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)	*
							Great American International Insurance Limited.....	IE.....	IA.....	Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	23418.....	73-0556513				Mid-Continent Casualty Company.....	OH.....		Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	15380.....	73-1406844				Mid-Continent Assurance Company.....	OH.....	DS.....	Mid-Continent Casualty Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Mid-Continent Excess and Surplus Insurance Company	DE.....	DS.....	Mid-Continent Casualty Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	13794.....	38-3803661				Mid-Continent Specialty Insurance Services, Inc....	OK.....	DS.....	Mid-Continent Casualty Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							30-0571535							
0084.....	American Financial Group, Inc.....	23426.....	73-0773259				Oklahoma Surety Company.....	OH.....	DS.....	Mid-Continent Casualty Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							98-0627464							
0084.....	American Financial Group, Inc.....	16691.....	31-0501234				Premier International Insurance Company.....	TC.....	IA.....	Great American Holding, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
							31-0501234							
							Great American Insurance Company.....	OH.....	IA.....	American Financial Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
							45-2969767							
							Aerielle IP Holdings, LLC.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	37.500	American Financial Group, Inc.....	2.....
							26-4391696							
							Aerielle, LLC.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	37.500	American Financial Group, Inc.....	2.....
							31-1463075							
							American Signature Underwriters, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							59-2840291							
							Brothers Property Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	80.000	American Financial Group, Inc.....	
							20-5173494							
							Brothers Le Pavillon, LLC.....	DE.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
							20-5173589							
							Brothers Le Pavillon (SPE), LLC.....	DE.....	NIA.....	Brothers Le Pavillon, LLC.....	Ownership.....	100.000	American Financial Group, Inc.....	
							25-1754638							
							Brothers Pennsylvanian Corporation.....	PA.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
							59-2840294							
							Brothers Property Management Corporation.....	OH.....	NIA.....	Brothers Property Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
							20-4498054							
							Crescent Centre Apartments.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	1.....
							31-1277904							
							Crop Managers Insurance Agency, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							31-0589001							
							Dempsey & Siders Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							31-1341668							
							Eden Park Insurance Brokers, Inc.....	CA.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							El Aguila, Compañía de Seguros, S.A. de C.V.....	MX.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							39-1404033							
							Financiadora de Primas Condor, S.A. de C.V.....	MX.....	NIA.....	El Aguila, Compañía de Seguros, S.A. de C.V....	Ownership.....	99.000	American Financial Group, Inc.....	
							13-3628555							
							Farmers Crop Insurance Alliance, Inc.....	KS.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							FCIA Management Company, Inc.....	NY.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Foreign Credit Insurance Association.....	NY.....	OTH.....	Great American Insurance Company.....	Management.....		American Financial Group, Inc.....	3.....
							31-1753938							
							GAI Warranty Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							31-1765544							
							GAI Warranty Company of Florida.....	FL.....	NIA.....	GAI Warranty Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							GAI Warranty Company of Canada Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							45-5565693							
							GALIC-Sorrento, LLC.....	FL.....	DS.....	Great American Insurance Company.....	Ownership.....	35.000	American Financial Group, Inc.....	2.....
							45-1144095							
							GALIC Pointe, LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	35.000	American Financial Group, Inc.....	2.....
							61-1329718							
							Global Premier Finance Company.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							74-2693636							
							Great American Agency of Texas, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	26832.....	95-1542353				Great American Alliance Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	26344.....	15-6020948				Great American Assurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	39896.....	61-0983091				Great American Casualty Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	

Q12.3

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 *
			31-1228726				Great American Claims Services, Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	10646.....	36-4079497				Great American Contemporary Insurance Company	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	37532.....	31-0954439				Great American E & S Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	41858.....	31-1036473				Great American Fidelity Insurance Company.....	DE.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-1652643				Great American Insurance Agency, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	22136.....	13-5539046				Great American Insurance Company of New York.	NY.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	38024.....	31-0974853				Great American Lloyd's Insurance Company.....	TX.....	IA.....	Great American Insurance Company.....	Other.....		American Financial Group, Inc.....	4.....
			31-1073664				Great American Lloyd's, Inc.....	TX.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-0856644				Great American Management Services, Inc.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	38580.....	31-1288778				Great American Protection Insurance Company....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-0918893				Great American Re Inc.....	DE.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	31135.....	31-1209419				Great American Security Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	33723.....	31-1237970				Great American Spirit Insurance Company.....	OH.....	IA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			59-1263251				Key Largo Group, Inc.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1607394		0001301106	NASDAQ.....	National Interstate Corporation.....	OH.....	NIA.....	Great American Insurance Company.....	Ownership.....	52.400	American Financial Group, Inc.....	
			34-1899058				American Highways Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			31-1548235				Explorer RV Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			98-0191335				Hudson Indemnity, Ltd.....	KY.....	IA.....	National Interstate Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			66-0660039				Hudson Management Group, Ltd.....	VI.....	NIA.....	National Interstate Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
			34-1607396				National Interstate Insurance Agency, Inc.....	OH.....	NIA.....	National Interstate Corporation.....	Ownership.....	100.000	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.....	100.000	American Financial Group, Inc.....	
							National Interstate Insurance Company of Hawaii, Inc.	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	11051.....	99-0345306				Triumphe Casualty Company.....	OH.....	IA.....	National Interstate Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	41106.....	95-3623282				Vanliner Group, Inc.....	DE.....	NIA.....	National Interstate Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			43-1415856				TransProtection Service Company.....	MO.....	NIA.....	Vanliner Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
0084.....	American Financial Group, Inc.....	21172.....	43-1254631				Vanliner Insurance Company.....	MO.....	IA.....	Vanliner Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			86-0114294				Vanliner Reinsurance Limited.....	BM.....	IA.....	Vanliner Group, Inc.....	Ownership.....	100.000	American Financial Group, Inc.....	
			20-5546054				Safety Claims and Litigation Services, LLC.....	MT.....	NIA.....	National Interstate Corporation.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Penn Central U.K. Limited.....	GB.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
							Insurance (GB) Limited.....	GB.....	IA.....	Penn Central U.K. Limited.....	Ownership.....	100.000	American Financial Group, Inc.....	
			27-2226948				Pinecrest Place LLC.....	FL.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	
			#####				PLLS Canada Insurance Brokers Inc.....	CN.....	NIA.....	Great American Insurance Company.....	Ownership.....	49.000	American Financial Group, Inc.....	
			31-1293064				Professional Risk Brokers, Inc.....	IL.....	NIA.....	Great American Insurance Company.....	Ownership.....	100.000	American Financial Group, Inc.....	

Q12.4

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 *
			72-1331800				Strategic Comp Holdings, L.L.C.....	LA.....	NIA.....	Great American Insurance Company.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			36-4517754				Strategic Comp Services, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			32-0050970				Strategic Comp, L.L.C.....	LA.....	NIA.....	Strategic Comp Holdings, L.L.C.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0686194				One East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0883227				Pioneer Carpet Mills, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1737792				Superior NWVN of Ohio, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-1119320				TEJ Holdings, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	
			31-0728327				Three East Fourth, Inc.....	OH.....	NIA.....	American Financial Group, Inc.....	Ownership.....	...100.000	American Financial Group, Inc.....	

Asterisk	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.

Q12.5

Mid-Continent Casualty Company

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire.....	6,292		0.0	
2. Allied lines.....	10,619	6,039	56.9	
3. Farmowners multiple peril.....			0.0	
4. Homeowners multiple peril.....			0.0	
5. Commercial multiple peril.....	257,049	121,534	47.3	58.4
6. Mortgage guaranty.....			0.0	
8. Ocean marine.....			0.0	
9. Inland marine.....	5,108,474	2,192,125	42.9	39.9
10. Financial guaranty.....			0.0	
11.1. Medical professional liability - occurrence.....			0.0	
11.2. Medical professional liability - claims-made.....			0.0	
12. Earthquake.....			0.0	
13. Group accident and health.....			0.0	
14. Credit accident and health.....			0.0	
15. Other accident and health.....			0.0	
16. Workers' compensation.....		161,631	0.0	
17.1 Other liability-occurrence.....	34,752,343	(10,932,643)	(31.5)	.6.0
17.2 Other liability-claims made.....	3,226,660	515,405	16.0	(29.2)
17.3 Excess workers' compensation.....			0.0	
18.1 Products liability-occurrence.....	11,059,485	(13,282,573)	(120.1)	91.7
18.2 Products liability-claims made.....			0.0	
19.1, 19.2 Private passenger auto liability.....	809	45,434	5,616.1	(38.0)
19.3, 19.4 Commercial auto liability.....	5,299,605	2,220,374	41.9	23.4
21. Auto physical damage.....	2,172,676	1,496,072	68.9	57.2
22. Aircraft (all perils).....			0.0	
23. Fidelity.....			0.0	
24. Surety.....	3,042,621	146,522	4.8	46.0
26. Burglary and theft.....			0.0	
27. Boiler and machinery.....			0.0	
28. Credit.....			0.0	
29. International.....			0.0	
30. Warranty.....			0.0	
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0.0	
35. Totals.....	64,936,633	(17,310,080)	(26.7)	25.9
DETAILS OF WRITE-INS				
3401.....			0.0	
3402.....			0.0	
3403.....			0.0	
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0.0	XXX
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0.0	

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire.....	6,391	6,075	(1,281)
2. Allied lines.....	12,789	12,230	1,964
3. Farmowners multiple peril.....			
4. Homeowners multiple peril.....			
5. Commercial multiple peril.....	126,492	265,821	416,325
6. Mortgage guaranty.....			
8. Ocean marine.....			
9. Inland marine.....	2,874,540	5,285,240	4,929,395
10. Financial guaranty.....			
11.1. Medical professional liability - occurrence.....			
11.2. Medical professional liability - claims made.....			
12. Earthquake.....			
13. Group accident and health.....			
14. Credit accident and health.....			
15. Other accident and health.....			
16. Workers' compensation.....			
17.1 Other liability-occurrence.....	18,468,607	37,113,792	35,439,938
17.2 Other liability-claims made.....	1,621,359	3,465,063	3,132,627
17.3 Excess workers' compensation.....			
18.1 Products liability-occurrence.....	5,843,729	11,893,797	10,369,155
18.2 Products liability-claims made.....			
19.1 19.2 Private passenger auto liability.....			(6,144)
19.3 19.4 Commercial auto liability.....	2,826,082	5,254,335	5,080,686
21. Auto physical damage.....	1,136,232	2,196,815	2,126,451
22. Aircraft (all perils).....			
23. Fidelity.....			
24. Surety.....	2,035,523	3,497,890	2,890,824
26. Burglary and theft.....			
27. Boiler and machinery.....			
28. Credit.....			
29. International.....			
30. Warranty.....			
31. Reinsurance-nonproportional assumed property.....	XXX	XXX	XXX
32. Reinsurance-nonproportional assumed liability.....	XXX	XXX	XXX
33. Reinsurance-nonproportional assumed financial lines.....	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business.....	0	0	0
35. Totals.....	34,951,744	68,991,058	64,379,940
DETAILS OF WRITE-INS			
3401.....			
3402.....			
3403.....			
3498. Sum. of remaining write-ins for Line 34 from overflow page.....	0	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34).....	0	0	0

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1 + 2)	2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2012 Loss and LAE Payments (Cols. 4 + 5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year-End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year-End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols. 7 + 8 + 9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 4 + 7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/Deficiency (Cols. 11 + 12)
1. 2009 + Prior.....	124,706	86,012	210,718	24,918	3,185	28,103	84,963	7,731	68,857	161,551	(14,825)	(6,239)	(21,064)
2. 2010.....	22,520	27,872	50,392	2,537	1,324	3,861	14,614	1,856	18,096	34,566	(5,369)	(6,596)	(11,965)
3. Subtotals 2010 + Prior.....	147,226	113,884	261,110	27,455	4,509	31,964	99,577	9,587	86,953	196,117	(20,194)	(12,835)	(33,029)
4. 2011.....	20,304	25,063	45,367	4,747	3,263	8,010	14,374	2,521	15,746	32,641	(1,183)	(3,533)	(4,716)
5. Subtotals 2011 + Prior.....	167,530	138,947	306,477	32,202	7,772	39,974	113,951	12,108	102,699	228,758	(21,377)	(16,368)	(37,745)
6. 2012.....	XXX	XXX	XXX	XXX	2,687	2,687	XXX	8,961	19,329	28,290	XXX	XXX	XXX
7. Totals.....	167,530	138,947	306,477	32,202	10,459	42,661	113,951	21,069	122,028	257,048	(21,377)	(16,368)	(37,745)
8. Prior Year-End's Surplus As Regards Policyholders	177,068										Col. 11, Line 7 As % of Col. 1, Line 7	Col. 12, Line 7 As % of Col. 2, Line 7	Col. 13, Line 7 As % of Col. 3, Line 7
											1. ....(12.8)%	2. ....(11.8)%	3. ....(12.3)%
													Col. 13, Line 7 Line 8
													4. ....(21.3)%

Q14

Mid-Continent Casualty 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 Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	YES

Explanation:

- 1.
- 2.
- 3.
- 4.

Bar Code:



Statement for June 30, 2012 of the **Mid-Continent Casualty Company**
Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Equities & Deposits in Pools and Associations.....	4,003		4,003	
2597. Summary of remaining write-ins for Line 25.....	4,003	0	4,003	0

Mid-Continent Casualty 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

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.....	476,893,866	558,485,793
2. Cost of bonds and stocks acquired.....	24,335,469	55,471,809
3. Accrual of discount.....	497,563	1,117,531
4. Unrealized valuation increase (decrease).....	4,660,244	3,514,070
5. Total gain (loss) on disposals.....	282,380	3,373,500
6. Deduct consideration for bonds and stocks disposed of.....	45,703,570	140,846,176
7. Deduct amortization of premium.....	1,295,009	2,035,409
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....	893,028	2,187,250
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	458,777,915	476,893,866
11. Deduct total nonadmitted amounts.....	50,000	50,000
12. Statement value at end of current period (Line 10 minus Line 11).....	458,727,915	476,843,866

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	338,470,653	31,544,492	48,554,896	(2,467,759)	338,470,653	318,992,489		343,370,604
2. Class 2 (a).....	73,867,907	1,998,560	6,656,335	2,143,202	73,867,907	71,353,335		74,445,588
3. Class 3 (a).....	3,358,727		50,075	(17,122)	3,358,727	3,291,530		3,255,219
4. Class 4 (a).....	230,349	1,020	77,128	1,702	230,349	155,943		207,917
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	415,927,635	33,544,072	55,338,434	(339,977)	415,927,635	393,793,297	0	421,279,328
PREFERRED STOCK								
8. Class 1.....	1,501,002			7,841	1,501,002	1,508,843		5,477,360
9. Class 2.....	10,106,855	2,000,000		179,772	10,106,855	12,286,627		3,385,000
10. Class 3.....	4,367,247			(189,488)	4,367,247	4,177,759		3,971,000
11. Class 4.....	2,499,560	1,167,686			2,499,560	3,667,246		640,000
12. Class 5.....								1,056,250
13. Class 6.....								
14. Total Preferred Stock.....	18,474,663	3,167,686	0	(1,875)	18,474,663	21,640,475	0	14,529,610
15. Total Bonds and Preferred Stock.....	434,402,299	36,711,758	55,338,434	(341,852)	434,402,299	415,433,772	0	435,808,938

QS102

(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 \$.....19,300,197; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals.....	19,300,197	XXX	19,300,197	2,449	

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.....	14,712,500	9,423,530
2. Cost of short-term investments acquired.....	51,438,955	176,534,985
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	46,851,258	171,246,015
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).....	19,300,197	14,712,500
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	19,300,197	14,712,500

**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. Special Revenue and Special Assessment									
49130T PR 1	KY ST HSG CORP A 4.25 07/01/2033		...06/11/2012	WELLS FARGO BROKERAGE		1,045,500	1,000,000		1FE
924190 EL 1	VT HSG FIN AGY B 4.125 11/01/2042		...04/11/2012	CITIGROUP		1,041,760	1,000,000		1FE
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					2,087,260	2,000,000	0	XXX
Bonds - Industrial and Miscellaneous									
140661 AJ 8	CAPMARK FINL GRP LIBOR+500 9/30/2014		...01/10/2012	LIQUIDATION		1,020	1,010		4Z
14366U AA 0	CNART 2012-1A A ABS 2.09 01/15/2015		...04/30/2012	GREENWICH CAPITAL MARKETS, INC		1,999,969	2,000,000		1Z
47232Q AA 1	JMAC 2009-R2 1A SEQ CSTR 11-37 RE		...04/12/2012	J. P. MORGAN SECURITIES		1,102,748	1,134,660	3,420	1Z
709599 AE 4	PENSKE TRUCK LEASING 3.75 05/11/2017		...05/08/2012	J. P. MORGAN SECURITIES		1,998,560	2,000,000		2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					5,102,297	5,135,670	3,420	XXX
8399997.	Total - Bonds - Part 3					7,189,557	7,135,670	3,420	XXX
8399999.	Total - Bonds					7,189,557	7,135,670	3,420	XXX
Preferred Stocks - Industrial and Miscellaneous									
693475 85 7	PNC FINANCIAL P 6.125		...04/19/2012	MORGAN STANLEY & CO	80,000.000	2,000,000			P2LFE
876851 80 9	TAYLOR CAP GRP B 5.00		...06/13/2012	BANK OF AMER/ML	1,300.000	1,167,686			P4UZ
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					3,167,686	XXX	0	XXX
8999997.	Total - Preferred Stocks - Part 3					3,167,686	XXX	0	XXX
8999999.	Total - Preferred Stocks					3,167,686	XXX	0	XXX
Common Stocks - Industrial and Miscellaneous									
681919 10 6	OMNICOM GROUP		...04/19/2012	BERNSTEIN	10,000.000	494,508	XXX		L
681919 10 6	OMNICOM GROUP		...05/30/2012	RAYMOND JAMES & ASSOC	2,000.000	97,454	XXX		L
92553P 20 1	VIACOM INC CLASS B		...04/04/2012	INTERSTATE	20,000.000	920,570	XXX		L
9099999.	Total - Common Stocks - Industrial & Miscellaneous					1,512,532	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					1,512,532	XXX	0	XXX
9799999.	Total - Common Stocks					1,512,532	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					4,680,218	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					11,869,775	XXX	3,420	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	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)

Bonds - U.S. Special Revenue and Special Assessment

QE05

047856	ET	2	04/01/2012	ATLANTA SFM A GA 5.25 12/01/2039.....	Partial Call 100.0.....	9,951	9,951	10,380	10,370	(419)		(419)		9,951			0	174	12/01/2039	1FE.....
047856	ET	2	05/01/2012	ATLANTA SFM A GA 5.25 12/01/2039.....	Partial Call 100.0.....	9,925	9,925	10,353	10,343	(418)		(418)		9,925			0	217	12/01/2039	1FE.....
047856	ET	2	06/01/2012	ATLANTA SFM A GA 5.25 12/01/2039.....	Partial Call 100.0.....	10,175	10,175	10,614	10,603	(428)		(428)		10,175			0	267	12/01/2039	1FE.....
246395	WY	9	04/01/2012	DE HSG AUTH A-1 4.90 07/01/2029.....	Partial Call 100.0.....	5,000	5,000	5,198	5,195	(195)		(195)		5,000			0	104	07/01/2029	1FE.....
246395	WY	9	05/01/2012	DE HSG AUTH A-1 4.90 07/01/2029.....	Partial Call 100.0.....	5,000	5,000	5,198	5,195	(195)		(195)		5,000			0	125	07/01/2029	1FE.....
246395	WY	9	06/01/2012	DE HSG AUTH A-1 4.90 07/01/2029.....	Partial Call 100.0.....	5,000	5,000	5,198	5,195	(195)		(195)		5,000			0	145	07/01/2029	1FE.....
31392E	3S	7	04/25/2012	FNR 2002-71 PD PAC 5.50 10/25/2031.....	MBS Paydown 0.0.....	23,546	23,546	23,708	23,550	153		153		23,546			0	432	10/25/2031	1.....
31392H	TJ	2	04/25/2012	FNR 2003-1 PG PAC 5.50 9/25/2031.....	MBS Paydown 0.10188859.....	107,827	107,827	108,712	107,897	(258)		(258)		107,827			0	1,977	09/25/2031	1.....
31392H	TJ	2	05/25/2012	FNR 2003-1 PG PAC 5.50 9/25/2031.....	MBS Paydown 0.07570125.....	130,937	130,937	132,011	131,021	(230)		(230)		130,937			0	3,001	09/25/2031	1.....
31392H	TJ	2	06/25/2012	FNR 2003-1 PG PAC 5.50 9/25/2031.....	MBS Paydown 0.0499655.....	128,679	128,679	129,734	128,762	(77)		(77)		128,679			0	3,539	09/25/2031	1.....
31392W	B3	3	04/15/2012	FHR 2512 PE PAC 5.50 2/15/2022.....	MBS Paydown 0.01833453.....	72,397	72,397	73,438	72,608	(234)		(234)		72,397			0	1,327	02/15/2022	1.....
31392W	B3	3	05/15/2012	FHR 2512 PE PAC 5.50 2/15/2022.....	MBS Paydown 0.00761187.....	64,336	64,336	65,261	64,523	(129)		(129)		64,336			0	1,474	02/15/2022	1.....
31392W	B3	3	06/15/2012	FHR 2512 PE PAC 5.50 2/15/2022.....	MBS Paydown 0.0.....	45,671	45,671	46,328	45,804	129		129		45,671			0	1,256	02/15/2022	1.....
31393G	BZ	6	04/15/2012	FHR 2545 HE PAC 5.50 09/15/2031.....	MBS Paydown 0.02549626.....	63,198	63,198	64,363	63,553	(380)		(380)		63,198			0	1,159	09/15/2031	1.....
31393G	BZ	6	05/15/2012	FHR 2545 HE PAC 5.50 09/15/2031.....	MBS Paydown 0.01706642.....	42,149	42,149	42,926	42,386	(214)		(214)		42,149			0	966	09/15/2031	1.....
31393G	BZ	6	06/15/2012	FHR 2545 HE PAC 5.50 09/15/2031.....	MBS Paydown 0.00549879.....	57,838	57,838	58,905	58,163	(246)		(246)		57,838			0	1,591	09/15/2031	1.....
31393H	Z5	4	04/15/2012	FHR 2550 PG PAC 5.50 12/15/2031.....	MBS Paydown 0.00905663.....	59,468	59,468	60,258	59,708	(239)		(239)		59,468			0	1,090	12/15/2031	1.....
31393H	Z5	4	05/15/2012	FHR 2550 PG PAC 5.50 12/15/2031.....	MBS Paydown 0.0.....	45,283	45,283	45,885	45,466	31		31		45,283			0	1,038	12/15/2031	1.....
38373Y	A3	8	04/16/2012	GNR 2003-6 BE PAC 5.25 1/16/32.....	MBS Paydown 0.23718771.....	43,998	43,998	44,159	43,999	(57)		(57)		43,998			0	770	01/16/2032	1.....
38373Y	A3	8	05/16/2012	GNR 2003-6 BE PAC 5.25 1/16/32.....	MBS Paydown 0.22639886.....	53,944	53,944	54,142	53,945	(74)		(74)		53,944			0	1,180	01/16/2032	1.....
38373Y	A3	8	06/16/2012	GNR 2003-6 BE PAC 5.25 1/16/32.....	MBS Paydown 0.21230118.....	70,488	70,488	70,747	70,490	(100)		(100)		70,488			0	1,850	01/16/2032	1.....
407271	GN	9	06/01/2012	HAMILTON ECON KING 5.97 06/01/2016.....	Sinking Fund Redemption 100.0.....	185,000	185,000	185,000	184,997	3		3		185,000			0	5,522	06/01/2016	1FE.....
407272	K3	6	05/15/2012	HAMILTON HOSP-J-OH 4 05/15/2012.....	Maturity 100.0.....	1,540,000	1,540,000	1,538,907	1,540,061	(61)		(61)		1,540,000			0	30,800	05/15/2012	2FE.....
46940R	AB	2	04/01/2012	JACKSONVILLE FL HSG FIN 5.625 10/01/2039.....	Partial Call 100.0.....	80,000	80,000	70,000	70,347	9,653		9,653		80,000			0	1,500	10/01/2039	1FE.....
46940R	AB	2	05/01/2012	JACKSONVILLE FL HSG FIN 5.625 10/01/2039.....	Partial Call 100.0.....	25,000	25,000	21,875	21,984	3,016		3,016		25,000			0	586	10/01/2039	1FE.....
474553	AE	4	05/01/2012	JEFFERSON SFM B LA 5.25 12/01/2032.....	Partial Call 100.0.....	125,000	125,000	126,250	126,184	(1,184)		(1,184)		125,000			0	2,734	12/01/2032	1FE.....
474553	AE	4	06/01/2012	JEFFERSON SFM B LA 5.25 12/01/2032.....	Partial Call 100.0.....	35,000	35,000	35,350	35,332	(332)		(332)		35,000			0	919	12/01/2032	1FE.....
49130P	YN	8	04/01/2012	KY HSG CORP E 4.85 07/01/2036.....	Partial Call 100.0.....	10,000	10,000	9,675	9,689	311		311		10,000			0	364	07/01/2036	1FE.....
49130P	YN	8	05/01/2012	KY HSG CORP E 4.85 07/01/2036.....	Partial Call 100.0.....	25,000	25,000	24,188	24,221	779		779		25,000			0	1,010	07/01/2036	1FE.....
56052E	AW	8	04/10/2012	ME HSG AUTH F-2 5.25 11/15/2027.....	Partial Make Whole Call 100.0.....	120,000	120,000	122,551	122,396	(2,396)		(2,396)		120,000			0	2,538	11/15/2027	1FE.....
56052E	AW	8	06/15/2012	ME HSG AUTH F-2 5.25 11/15/2027.....	Make Whole Call 100.0.....	2,160,000	2,160,000	2,205,922	2,203,131	(43,131)		(43,131)		2,160,000			0	66,150	11/15/2027	1FE.....
575930	ZC	9	06/01/2012	MASS ST HSG 5.27 12/01/2013.....	Sinking Fund Redemption 100.0.....	195,000	195,000	194,756	194,878	56		56		195,000			0	5,138	12/01/2013	1FE.....
594659	AQ	7	06/01/2012	MICH ST HSG 5.00 12/01/2027.....	Partial Call 100.0.....	10,000	10,000	10,836	10,805	(805)		(805)		10,000			0	250	12/01/2027	1FE.....
605155	AD	2	04/26/2012	MISSION TX DEV 5.20 04-18 C12 (RSP).....	Call 100.0.....	1,500,000	1,500,000	1,517,280	1,503,301	(3,301)		(3,301)		1,500,000			0	44,417	04/01/2018	2FE.....
61212R	H3	3	06/01/2012	MT ST HSG SER D 5.20 06/01/2038.....	Partial Call 100.0.....	70,000	70,000	71,313	71,023	(1,023)		(1,023)		70,000			0	1,820	06/01/2038	1FE.....

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
641272 FX 2	NV HSG RIVERWOOD I&IIA 4.75 04/01/2039.....		04/01/2012	Partial Call 100.0.....		20,000	20,000	20,612	20,607		(607)		(607)		20,000			0	475	04/01/2039	1FE.....	
658207 FB 6	NC HSG FIN AGY 4.65 07/01/23.....		06/01/2012	Partial Call 100.0.....		60,000	60,000	59,700	59,736		264		264		60,000			0	2,558	07/01/2023	1FE.....	
658886 EN 2	ND ST HSG FIN AGY 5.80 07/01/2032.....		05/01/2012	Partial Call 100.0.....		110,000	110,000	113,850	113,351		(3,351)		(3,351)		110,000			0	5,317	07/01/2032	1FE.....	
677377 Q3 0	OH HSG FIN AGY 4.00 11/01/2025.....		05/01/2012	Partial Call 100.0.....		50,000	50,000	47,750	47,868		2,132		2,132		50,000			0	1,000	11/01/2025	1FE.....	
83755G 5R 4	SD HSG B HMOWNRSP 5.75 05/01/2028.....		05/25/2012	Partial Call 100.0.....		5,000	5,000	5,063	5,055		(55)		(55)		5,000			0	163	05/01/2028	1FE.....	
83755N EU 2	SD HSG DEV SFH 2 4.25 5/01/2032.....		05/25/2012	Partial Call 100.0.....		5,000	5,000	5,191	5,187		(187)		(187)		5,000			0	113	05/01/2032	1FE.....	
88271H CV 9	TX ST HSG 5.50 12/01/2039.....		04/01/2012	Partial Call 100.0.....		37,076	37,076	39,301	39,086		(2,010)		(2,010)		37,076			0	680	12/01/2039	1FE.....	
88271H CV 9	TX ST HSG 5.50 12/01/2039.....		05/01/2012	Partial Call 100.0.....		52,384	52,384	55,527	55,225		(2,841)		(2,841)		52,384			0	1,200	12/01/2039	1FE.....	
88271H CV 9	TX ST HSG 5.50 12/01/2039.....		06/01/2012	Partial Call 100.0.....		16,111	16,111	17,078	16,985		(874)		(874)		16,111			0	443	12/01/2039	1FE.....	
890340 AF 9	TOOELE CNTY UT HAZ WST 5.7 11/26 (UNP).....		04/28/2012	Call 100.0.....		2,500,000	2,500,000	2,484,375	2,484,920		15,080		15,080		2,500,000			0	93,813	11/01/2026	2FE.....	
93978T AV 1	WA ST HSG FIN 5.00 12/01/2037.....		06/01/2012	Partial Call 100.0.....		85,000	85,000	82,663	82,713		2,287		2,287		85,000			0	2,125	12/01/2037	1FE.....	
93978T BL 2	WA ST HSG FIN 4A 5.10 12/01/2031.....		06/01/2012	Call 100.0.....		1,000,000	1,000,000	1,020,000	1,014,164		(14,164)		(14,164)		1,000,000			0	25,500	12/01/2031	1FE.....	
31999999	Total - Bonds - U.S. Special Revenue & Assessment.....					11,075,382	11,075,382	11,152,526	11,122,023	0	(46,516)	0	(46,516)	0	11,075,382	0	0	0	320,814	XXX...	XXX...	
Bonds - Industrial and Miscellaneous																						
05568Y AA 6	BNSF RAILWAY CO 5.996 04/01/24.....		04/01/2012	Sinking Fund Redemption 100.0.....		137,152	137,152	137,152	136,620		(208)		(208)		137,152			0	4,112	04/01/2024	1FE.....	
05948X D4 0	BOAMS 2003-9 4A1 SEQ SSNR 5.00 12/18.....		04/25/2012	MBS Paydown 0.09698054.....		2,137	2,137	2,129	2,130		1		1		2,137			0	36	12/25/2018	1FM.....	
05948X D4 0	BOAMS 2003-9 4A1 SEQ SSNR 5.00 12/18.....		05/25/2012	MBS Paydown 0.09591073.....		2,140	2,140	2,132	2,132		1		1		2,140			0	45	12/25/2018	1FM.....	
05948X D4 0	BOAMS 2003-9 4A1 SEQ SSNR 5.00 12/18.....		06/25/2012	MBS Paydown 0.09477024.....		2,281	2,281	2,272	2,273		1		1		2,281			0	57	12/25/2018	1FM.....	
07324F AB 6	BAYV 2007-B 1A1 SEQ STP 8/28/47.....		04/28/2012	MBS Paydown 0.2304875.....		24,318	24,318	24,318	24,318		0		0		24,318			0	515	08/28/2047	1FM.....	
07324F AB 6	BAYV 2007-B 1A1 SEQ STP 8/28/47.....		05/28/2012	MBS Paydown 0.2244625.....		24,100	24,100	24,100	24,100		0		0		24,100			0	636	08/28/2047	1FM.....	
07324F AB 6	BAYV 2007-B 1A1 SEQ STP 8/28/47.....		06/28/2012	MBS Paydown 0.2178287.....		26,535	26,535	26,535	26,535		0		0		26,535			0	839	08/28/2047	1FM.....	
1248MP AA 2	CBASS 2007-MX1 A1 SEQ STP 12/25/36.....		04/25/2012	MBS Paydown 0.262691757.....		17,419	17,419	17,419	17,419		0		0		17,419			0	374	12/25/2036	2AM.....	
1248MP AA 2	CBASS 2007-MX1 A1 SEQ STP 12/25/36.....		05/25/2012	MBS Paydown 0.259122042.....		7,139	7,139	7,139	7,139		0		0		7,139			0	198	12/25/2036	2AM.....	
1248MP AA 2	CBASS 2007-MX1 A1 SEQ STP 12/25/36.....		06/25/2012	MBS Paydown 0.244287349.....		29,669	29,669	29,669	29,669		0		0		29,669			0	996	12/25/2036	2AM.....	
12641P BS 2	CSMC 2009-6R 7A1 SEQ SSNR 5.50 9/26/35.....		02/26/2012	MBS Paydown 0.007115615.....							417		417				(417)	(417)			09/26/2035	1FM.....
12641P BT 0	CSMC 2009-6R 7A2 SUB SSUP 5.50 9/26/35.....		04/26/2012	MBS Paydown 0.544194174.....		46,124	46,124	46,124	45,971		40		40		46,124			0	843	09/26/2035	1FM.....	
12641P BT 0	CSMC 2009-6R 7A2 SUB SSUP 5.50 9/26/35.....		05/26/2012	MBS Paydown 0.165360684.....		83,343	83,343	83,343	83,066		184		184		83,343			0	1,904	09/26/2035	1FM.....	
12641P BT 0	CSMC 2009-6R 7A2 SUB SSUP 5.50 9/26/35.....		06/26/2012	MBS Paydown 0.....		36,379	36,379	36,379	36,258		522		522		36,379			0	998	09/26/2035	1FM.....	
12641P BU 7	CSMC 2009-6R 7A3 SUB SSUP 5.50 9/26/35.....		06/26/2012	MBS Paydown 0.72161273.....		27,839	27,839	27,839	27,752		(15)		(15)		27,839			0	764	09/26/2035	1FM.....	
12641Q AE 2	CSMC 2009-7R 4A1 SEQ EXCH CSTR 7/26/37.....		04/26/2012	MBS Paydown 0.743492425.....		25,328	25,328	25,328	25,243		(1)		(1)		25,328			0	511	07/26/2037	1FM.....	
12641Q AE 2	CSMC 2009-7R 4A1 SEQ EXCH CSTR 7/26/37.....		05/26/2012	MBS Paydown 0.736124909.....		13,262	13,262	13,262	13,217		2		2		13,262			0	334	07/26/2037	1FM.....	
12641Q AE 2	CSMC 2009-7R 4A1 SEQ EXCH CSTR 7/26/37.....		06/26/2012	MBS Paydown 0.712342439.....		42,808	42,808	42,808	42,665		(14)		(14)		42,808			0	1,292	07/26/2037	1FM.....	
12641Q AJ 1	CSMC 2009-7R 4A5 MEZ 6.00 7/26/2037.....		04/26/2012	Pass-Through Loss.....			25,025	21,921					0					0	633	07/26/2037	1FM.....	
12641Q AJ 1	CSMC 2009-7R 4A5 MEZ 6.00 7/26/2037.....		05/26/2012	Pass-Through Loss.....			330	289					0					0	10	07/26/2037	1FM.....	
12641Q AJ 1	CSMC 2009-7R 4A5 MEZ 6.00 7/26/2037.....		06/26/2012	Pass-Through Loss.....			33,923	29,715					0					0	1,197	07/26/2037	1FM.....	
12641Q BQ 4	CSMC 2009-7R 8A6 MEZ STP 5/26/36.....		04/26/2012	MBS Paydown 0.495570045.....		51,523	51,523	42,771	(37,085)		1,549		1,549		51,523			0	741	05/26/2036	1FM.....	

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
12641Q	BQ 4		05/26/2012	MBS Paydown 0.457877945		60,307	60,307	50,063	(43,408)		47,162		47,162		60,307			0	1,244	05/26/2036	1FM
12641Q	BQ 4		06/26/2012	MBS Paydown 0.455295598		4,132	4,132	3,430	(2,974)		147		147		4,132			0	102	05/26/2036	1FM
12641Q	CN 0		04/26/2012	MBS Paydown 0.311345602		29,586	29,586	29,803	29,098		(636)		(636)		29,586			0	567	01/26/2036	1FM
12641Q	CN 0		05/26/2012	MBS Paydown 0.299313108		11,726	11,726	11,812	11,533		(118)		(118)		11,726			0	281	01/26/2036	1FM
12641Q	CN 0		06/26/2012	MBS Paydown 0.2791131		19,686	19,686	19,830	19,361		(365)		(365)		19,686			0	566	01/26/2036	1FM
12641Q	CW 0		04/26/2012	MBS Paydown 0.469257281		42,779	42,779	42,779	42,433		150		150		42,779			0	856	06/26/2037	1FM
12641Q	CW 0		05/26/2012	MBS Paydown 0.461561001		25,815	25,815	25,815	25,606		13		13		25,815			0	645	06/26/2037	1FM
12641Q	CW 0		06/26/2012	MBS Paydown 0.456535753		16,856	16,856	16,856	16,720		11		11		16,856			0	506	06/26/2037	1FM
12641Q	DD 1		04/26/2012	MBS Paydown 0.479147036		37,265	37,265	37,265	37,081		81		81		37,265			0	815	04/26/2037	1FM
12641Q	DD 1		05/26/2012	MBS Paydown 0.41549299		27,013	27,013	27,013	26,880		75		75		27,013			0	734	04/26/2037	1FM
12641Q	DD 1		06/26/2012	MBS Paydown 0.369054364		19,707	19,707	19,707	19,610		63		63		19,707			0	618	04/26/2037	1FM
12641Q	FJ 6		04/26/2012	MBS Paydown 0.157425775		44,912	44,912	44,912	42,916		(1,244)		(1,244)		44,912			0	898	09/26/2037	1FM
12641Q	FJ 6		05/26/2012	MBS Paydown 0.136339539		44,813	44,813	44,813	42,821		(1,394)		(1,394)		44,813			0	1,120	09/26/2037	1FM
12641Q	FJ 6		06/26/2012	MBS Paydown 0.100164151		76,880	76,880	76,880	73,464		(3,032)		(3,032)		76,880			0	2,306	09/26/2037	1FM
126670	NY 0		05/25/2012	Pass-Through Loss			5,418	5,418					0					0	121	05/25/2036	1FM
126670	NY 0		06/25/2012	Pass-Through Loss			48,513	48,513					0					0	1,296	05/25/2036	1FM
12667F	FJ 9		04/25/2012	MBS Paydown 0.256200931		21,597	21,597	21,589	21,436		22		22		21,597			0	370	06/25/2034	1FM
12667F	FJ 9		05/25/2012	MBS Paydown 0.244557141		34,931	34,931	34,920	34,671		48		48		34,931			0	747	06/25/2034	1FM
12667F	FJ 9		06/25/2012	MBS Paydown 0.230291159		42,798	42,798	42,784	42,479		110		110		42,798			0	1,098	06/25/2034	1FM
126694	HN 1		04/25/2012	MBS Paydown 0.256848226		84,303	84,303	83,671	82,363		727		727		84,303			0	1,553	11/25/2035	1FM
126694	HN 1		05/25/2012	MBS Paydown 0.229281089		82,701	82,701	82,081	80,798		713		713		82,701			0	1,902	11/25/2035	1FM
126694	HN 1		06/25/2012	MBS Paydown 0.201737533		82,631	82,631	82,011	80,729		850		850		82,631			0	2,279	11/25/2035	1FM
140661	AJ 8		02/01/2012	Call 100.0		1,010	1,010	1,020					0		1,010			0	18	09/30/2014	4Z
140661	AK 5		05/01/2012	Partial Call 100.0		40,383	40,383	39,676	39,676		707		707		40,383			0	1,837	09/30/2015	4Z
140661	AK 5		06/29/2012	Partial Call 100.0		35,739	35,739	35,114	35,113		626		626		35,739			0	2,153	09/30/2015	4Z
14366U	AA 0		06/15/2012	MBS Paydown 0.852141697		295,717	295,717	295,712			1		1		295,717			0	721	01/15/2015	1Z
161546	JG 2		04/25/2012	MBS Paydown 0.273497882		19,910	19,910	19,910	19,567		(33)		(33)		19,910			0	353	02/25/2035	1FM
161546	JG 2		05/25/2012	MBS Paydown 0.268960259		18,150	18,150	18,150	17,838		(41)		(41)		18,150			0	403	02/25/2035	1FM
161546	JG 2		06/25/2012	MBS Paydown 0.266332348		10,512	10,512	10,511	10,331		(31)		(31)		10,512			0	280	02/25/2035	1FM
16165L	AC 4		04/25/2012	MBS Paydown 0.247645884		31,171	31,171	31,168	31,171				0		31,171			0	615	06/25/2036	1FM
16165L	AC 4		05/25/2012	MBS Paydown 0.239652834		31,972	31,972	31,969	31,972				0		31,972			0	786	06/25/2036	1FM
16165L	AC 4		06/25/2012	MBS Paydown 0.234254292		21,594	21,594	21,592	21,594				0		21,594			0	635	06/25/2036	1FM
173067	AC 3		04/15/2012	MBS Paydown 0.504539754		50,195	50,195	50,105	49,706		(221)		(221)		50,195			0	879	04/15/2040	1FM
173067	AC 3		05/15/2012	MBS Paydown 0.496793179		54,226	54,226	54,129	53,697		(238)		(238)		54,226			0	1,187	04/15/2040	1FM
173067	AC 3		06/15/2012	MBS Paydown 0.489552163		50,687	50,687	50,596	50,193		(221)		(221)		50,687			0	1,331	04/15/2040	1FM
17307G	4H 8		04/25/2012	MBS Paydown 0.125069901		2,717	2,717	2,717	1,546		6		6		2,717			0	51	03/25/2036	1FM

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
17307G 4H 8	CMLTI 2006-WF1 A2C SEQ 5.598 3/25/2036		05/25/2012	MBS Paydown 0.12386127		3,626	3,626	3,626	2,064		8		8		3,626			0	84	03/25/2036	1FM
17307G 4H 8	CMLTI 2006-WF1 A2C SEQ 5.598 3/25/2036		06/25/2012	MBS Paydown 0.123285471		1,727	1,727	1,727	983		5		5		1,727			0	48	03/25/2036	1FM
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		04/25/2012	MBS Paydown 0.748410844		17,645	17,645	17,644	16,598		14		14		17,645			0	309	08/25/2035	1FM
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		05/25/2012	MBS Paydown 0.74436573		12,135	12,135	12,135	11,415		11		11		12,135			0	265	08/25/2035	1FM
17307G VN 5	CMLTI 2005-WF2 AF7 SEQ STP 8/25/2035		06/25/2012	MBS Paydown 0.737083837		21,846	21,846	21,845	20,550		19		19		21,846			0	573	08/25/2035	1FM
17309D AB 9	CGCMT 2006-C4 A2 SEQ CSTR 3/15/49		04/15/2012	MBS Paydown 0.999708451		1,458	1,458	1,502	1,461		(1)		(1)		1,458			0	28	03/15/2049	1FM
17311Q BF 6	CGCMT 2007-C6 A2 SEQ CSTR 12/10/49		04/10/2012	MBS Paydown 0.942103187		305,695	305,695	310,047	305,791		(110)		(110)		305,695			0	5,901	12/10/2049	1FM
17311Q BF 6	CGCMT 2007-C6 A2 SEQ CSTR 12/10/49		05/10/2012	MBS Paydown 0.880304357		326,298	326,298	330,943	326,400		(197)		(197)		326,298			0	7,848	12/10/2049	1FM
17311Q BF 6	CGCMT 2007-C6 A2 SEQ CSTR 12/10/49		06/10/2012	MBS Paydown 0.684170815		1,035,585	1,035,585	1,050,327	1,035,909		(1,515)		(1,515)		1,035,585			0	29,991	12/10/2049	1FM
2254W0 HR 9	CSFB 2004-6 4A10 PAC 5.25 10/25/34		04/25/2012	MBS Paydown 0.32681585		3,438	3,438	3,430	3,414		2		2		3,438			0	60	10/25/2034	1FM
2254W0 HR 9	CSFB 2004-6 4A10 PAC 5.25 10/25/34		05/25/2012	MBS Paydown 0.29337585		100,320	100,320	100,081	99,615		379		379		100,320			0	2,195	10/25/2034	1FM
2254W0 HR 9	CSFB 2004-6 4A10 PAC 5.25 10/25/34		06/25/2012	MBS Paydown 0.28278945		31,759	31,759	31,684	31,536		123		123		31,759			0	833	10/25/2034	1FM
251510 CE 1	DBALT 2003-4XS A4 SEQ 5.17 10/25/2033		04/25/2012	MBS Paydown 0.01924858		820	820	820	820		0		0		820			0	14	10/25/2033	1FM
251510 CE 1	DBALT 2003-4XS A4 SEQ 5.17 10/25/2033		05/25/2012	MBS Paydown 0.01825348		1,990	1,990	1,990	1,990		0		0		1,990			0	43	10/25/2033	1FM
251510 CE 1	DBALT 2003-4XS A4 SEQ 5.17 10/25/2033		06/25/2012	MBS Paydown 0.01608098		4,345	4,345	4,344	4,345		0		0		4,345			0	112	10/25/2033	1FM
251563 FY 3	DMSI 2004-5 A3 SEQ 5.59 07/25/2034		04/25/2012	MBS Paydown 0.59367002		12,883	12,883	12,880	12,797		3		3		12,883			0	232	07/25/2034	1FM
251563 FY 3	DMSI 2004-5 A3 SEQ 5.59 07/25/2034		05/25/2012	MBS Paydown 0.5893328		10,843	10,843	10,841	10,771		4		4		10,843			0	244	07/25/2034	1FM
251563 FY 3	DMSI 2004-5 A3 SEQ 5.59 07/25/2034		06/25/2012	MBS Paydown 0.58277532		16,394	16,394	16,390	16,284		7		7		16,394			0	443	07/25/2034	1FM
361856 DX 2	GMACM 2004-HE5 A5 SEQ CSTR 9/25/34		04/25/2012	MBS Paydown 0.487154126		8,269	8,269	8,269	3,715		0		0		8,269			0	162	09/25/2034	1FM
361856 DX 2	GMACM 2004-HE5 A5 SEQ CSTR 9/25/34		05/25/2012	MBS Paydown 0.484463279		8,073	8,073	8,073	3,627		0		0		8,073			0	197	09/25/2034	1FM
361856 DX 2	GMACM 2004-HE5 A5 SEQ CSTR 9/25/34		06/25/2012	MBS Paydown 0.48104501		10,255	10,255	10,255	4,607		0		0		10,255			0	301	09/25/2034	1FM
36242D UZ 4	GSR 2005-1F 1A5 PAC 5.50 2/25/2035		04/25/2012	MBS Paydown 0.124825828		46,178	46,178	46,925	46,086		(2)		(2)		46,178			0	847	02/25/2035	1FM
36242D UZ 4	GSR 2005-1F 1A5 PAC 5.50 2/25/2035		05/25/2012	MBS Paydown 0.102317319		33,763	33,763	34,309	33,696		27		27		33,763			0	774	02/25/2035	1FM
36242D UZ 4	GSR 2005-1F 1A5 PAC 5.50 2/25/2035		06/25/2012	MBS Paydown 0.079927991		33,584	33,584	34,127	33,517		41		41		33,584			0	924	02/25/2035	1FM
36242D W5 8	GSR 2005-4F 4A2 PAC 5.50 5/25/35		03/25/2012	MBS Paydown 0.0							0		0					0	233	05/25/2035	1FM
36828Q AD 8	GECMC 2003-C1 A4 SEQ 4.819 1/10/2038		04/10/2012	MBS Paydown 0.923895706		22,933	22,933	21,847	22,776		32		32		22,933			0	368	01/10/2038	1FM
36828Q AD 8	GECMC 2003-C1 A4 SEQ 4.819 1/10/2038		05/10/2012	MBS Paydown 0.816606108		751,027	751,027	715,471	745,898		1,586		1,586		751,027			0	15,080	01/10/2038	1FM
36828Q AD 8	GECMC 2003-C1 A4 SEQ 4.819 1/10/2038		06/10/2012	MBS Paydown 0.81347211		21,938	21,938	20,899	21,788		65		65		21,938			0	529	01/10/2038	1FM
36877Q AA 4	GEN AMER RAILCAR 7.76 08/20/18		04/20/2012	Sinking Fund Redemption 100.0		10,021	10,021	10,021	9,962		(29)		(29)		10,021			0	259	08/20/2018	3AM
36877Q AA 4	GEN AMER RAILCAR 7.76 08/20/18		05/20/2012	Sinking Fund Redemption 100.0		8,771	8,771	8,771	8,720		(42)		(42)		8,771			0	284	08/20/2018	3AM
36877Q AA 4	GEN AMER RAILCAR 7.76 08/20/18		06/20/2012	Sinking Fund Redemption 100.0		8,828	8,828	8,828	8,776		(59)		(59)		8,828			0	343	08/20/2018	3AM
39678W AA 6	GCSP 2005-1 A SEQ CSTR 9-25-34		04/25/2012	MBS Paydown 0.267935501		6,238	6,238	6,171	6,151		3		3		6,238			0	108	09/25/2034	2AM
39678W AA 6	GCSP 2005-1 A SEQ CSTR 9-25-34		05/25/2012	MBS Paydown 0.264431558		7,008	7,008	6,933	6,911		4		4		7,008			0	151	09/25/2034	2AM
39678W AA 6	GCSP 2005-1 A SEQ CSTR 9-25-34		06/25/2012	MBS Paydown 0.26055746		7,748	7,748	7,666	7,641		6		6		7,748			0	201	09/25/2034	2AM
41161P TN 3	HVMLT 2005-10 2A1A SEQ SSNR FLT 11/35		04/19/2012	MBS Paydown 0.313271206		21,946	21,946	15,417	14,929		2,611		2,611		21,946			0	43	11/19/2035	1FM
41161P TN 3	HVMLT 2005-10 2A1A SEQ SSNR FLT 11/35		05/19/2012	MBS Paydown 0.309831263		20,640	20,640	14,499	14,040		2,099		2,099		20,640			0	50	11/19/2035	1FM

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
41161P	TN 3		06/19/2012	MBS Paydown 0.307185087		15,877	15,877	11,154	10,800				604		15,877			0	46	11/19/2035	1FM
41161P	UK 7		04/19/2012	MBS Paydown 0.22891325		18,759	18,759	13,178	13,442		(487)		(487)		18,759			0	36	08/19/2045	1FM
41161P	UK 7		05/19/2012	MBS Paydown 0.22665073		13,575	13,575	9,537	9,727		170		170		13,575			0	33	08/19/2045	1FM
41161P	UK 7		06/19/2012	MBS Paydown 0.2262005		2,701	2,701	1,898	1,936		42		42		2,701			0	8	08/19/2045	1FM
46627M	CU 9		04/25/2012	MBS Paydown 0.47236578		3,407	3,407	3,423	2,449		6		6		3,407			0	31	03/25/2036	1FM
46627M	CU 9		05/25/2012	MBS Paydown 0.46658586		9,893	9,893	9,939	12,463		1,127		1,127		9,893			0	114	03/25/2036	1FM
46627M	CU 9		05/25/2012	Pass-Through Loss				7,447	7,482									0	86	03/25/2036	1FM
46627M	CU 9		06/25/2012	MBS Paydown 0.46102589		11,935	11,935	11,991	11,989		1,724		1,724		11,935			0	165	03/25/2036	1FM
46627M	CU 9		06/25/2012	Pass-Through Loss			4,745	4,767										0	66	03/25/2036	1FM
46629Y	AB 5		04/12/2012	MBS Paydown 0.870151396		25,586	25,586	24,978	25,302		28		28		25,586			0	465	06/12/2047	1FM
46629Y	AB 5		05/12/2012	MBS Paydown 0.860395311		19,512	19,512	19,048	19,295		27		27		19,512			0	443	06/12/2047	1FM
46629Y	AB 5		06/12/2012	MBS Paydown 0.833940115		52,910	52,910	51,652	52,322		278		278		52,910			0	1,441	06/12/2047	1FM
46849E	AF 4		05/30/2012	Maturity 100.0		2,000,000	2,000,000	2,192,860	2,012,478		(12,478)		(12,478)		2,000,000			0	61,250	05/30/2012	1FE
47232D	AW 2		01/26/2012	MBS Paydown 0.32769399		17,415					(672)		(672)		17,415			0		01/26/2036	1FM
47232D	AW 2		02/26/2012	MBS Paydown 0.32295843		9,092							0		9,092			0		01/26/2036	1FM
47232D	AW 2		03/26/2012	MBS Paydown 0.300494753		43,130							0		43,130			0		01/26/2036	1FM
47232D	AW 2		04/26/2012	MBS Paydown 0.287087899		25,741	25,741	26,187	25,741				0		25,741			0	608	01/26/2036	1FM
47232D	AW 2		05/26/2012	MBS Paydown 0.280812568		12,049	12,049	12,257	12,049				0		12,049			0	340	01/26/2036	1FM
47232D	AW 2		06/26/2012	MBS Paydown 0.272452566		16,051	16,051	16,329	16,051				0		16,051			0	526	01/26/2036	1FM
47232D	BP 6		04/26/2012	MBS Paydown 0.446055848		8,475	8,475	8,475	8,432		2		2		8,475			0	184	07/26/2037	1FM
47232D	BP 6		05/26/2012	MBS Paydown 0.430813276		41,451	41,451	41,451	41,240		27		27		41,451			0	1,122	07/26/2037	1FM
47232D	BP 6		06/26/2012	MBS Paydown 0.418368566		33,843	33,843	33,843	33,670		26		26		33,843			0	1,099	07/26/2037	1FM
47232D	BU 5		04/26/2012	Pass-Through Loss			25,629	12,731					0					0	698	07/26/2037	1FM
47232D	BU 5		05/26/2012	Pass-Through Loss		(17,522)	35,504	17,636					0		(16,948)		(574)	(574)	1,160	07/26/2037	1FM
47232D	BU 5		06/26/2012	Pass-Through Loss			16,783	8,337					0					0	639	07/26/2037	1FM
47232Q	AA 1		05/26/2012	MBS Paydown 0.566544019		1,572	1,572	1,528			(1)		(1)		1,572			0	9	11/26/2037	1Z
47232Q	AA 1		06/26/2012	MBS Paydown 0.555995684		21,097	21,097	20,503			143		143		21,097			0	238	11/26/2037	1Z
47232V	AL 6		04/26/2012	MBS Paydown 0.621936128		8,316	8,316	8,316	8,296		(6)		(6)		8,316			0	173	07/26/2037	1FM
47232V	AL 6		05/26/2012	MBS Paydown 0.618639798		5,934	5,934	5,934	5,920		(6)		(6)		5,934			0	155	07/26/2037	1FM
47232V	AL 6		06/26/2012	MBS Paydown 0.610701073		14,292	14,292	14,292	14,257		(18)		(18)		14,292			0	447	07/26/2037	1FM
47232V	AQ 5		04/26/2012	Pass-Through Loss			4,592	3,157					0					0	133	07/26/2037	1FM
47232V	AQ 5		05/26/2012	Pass-Through Loss			2,837	1,951					0					0	74	07/26/2037	1FM
47232V	AQ 5		06/26/2012	Pass-Through Loss			4,130	2,840					0					0	129	07/26/2037	1FM
47232V	GC 0		04/26/2012	MBS Paydown 0.556238642		12,888	12,888	12,937	12,752		154		154		12,888			0	247	02/26/2036	1FM
47232V	GC 0		05/26/2012	MBS Paydown 0.533208749		6,103	6,103	6,126	6,039		74		74		6,103			0	146	02/26/2036	1FM
47232V	GC 0		06/26/2012	MBS Paydown 0.489320354		11,631	11,631	11,675	11,508		140		140		11,631			0	334	02/26/2036	1FM

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eig n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
47232V GG 1	JMAC 2009-R4 31A6 MEZ SSUP 5.75 2/26/36		05/26/2012	Pass-Through Loss			569	571					0					0	14	02/26/2036	1FM
47232V GG 1	JMAC 2009-R4 31A6 MEZ SSUP 5.75 2/26/36		06/26/2012	Pass-Through Loss			3,066	3,077					0					0	88	02/26/2036	1FM
525221 EM 5	LXS 2005-7N 1A1A SEQ SSNR FLT 12/25/2035		04/25/2012	MBS Paydown 0.299256793		42,441	42,441	31,088	31,061		1,802		1,802		42,441			0	76	12/25/2035	1FM
525221 EM 5	LXS 2005-7N 1A1A SEQ SSNR FLT 12/25/2035		05/25/2012	MBS Paydown 0.29510493		41,519	41,519	30,412	30,386		1,800		1,800		41,519			0	92	12/25/2035	1FM
525221 EM 5	LXS 2005-7N 1A1A SEQ SSNR FLT 12/25/2035		06/25/2012	MBS Paydown 0.292026226		30,787	30,787	22,552	22,532		599		599		30,787			0	81	12/25/2035	1FM
55261F AA 2	M&T BANK CORP 5.375 05/24/2012		04/17/2012	CITIGROUP		3,014,070	3,000,000	2,998,950	2,999,906		71		71		2,999,978		14,092	14,092	65,396	05/24/2012	1FE
55312V AB 4	MLCFC 2006-4 A2 SEQ CSTR 12/12/2049		04/12/2012	MBS Paydown 0.32411789		397	397	390	394		0		0		397			0	7	12/12/2049	1FM
55312V AB 4	MLCFC 2006-4 A2 SEQ CSTR 12/12/2049		05/12/2012	MBS Paydown 0.217817956		412,975	412,975	405,103	409,160		3,302		3,302		412,975			0	8,796	12/12/2049	1FM
55312V AB 4	MLCFC 2006-4 A2 SEQ CSTR 12/12/2049		06/12/2012	MBS Paydown 0.217514504		1,179	1,179	1,156	1,168		3		3		1,179			0	30	12/12/2049	1FM
61746W PF 1	MSDWC 2002-TOP7 A2 SEQ 5.98 01/15/39		04/15/2012	MBS Paydown 0.0		155,056	155,056	157,733	154,953		1,107		1,107		155,056			0	3,091	01/15/2039	1FM
61751D AE 4	MSM 2006-17XS A3A SEQ STP 10/25/46		04/25/2012	MBS Paydown 0.87127981		25,122	25,122	25,122	16,388		2,613		2,613		25,122			0	413	10/25/2046	1FM
61751D AE 4	MSM 2006-17XS A3A SEQ STP 10/25/46		05/25/2012	MBS Paydown 0.86882555		7,363	7,363	7,363	4,803		(49)		(49)		7,363			0	153	10/25/2046	1FM
61751D AE 4	MSM 2006-17XS A3A SEQ STP 10/25/46		06/25/2012	MBS Paydown 0.86013744		26,064	26,064	26,064	17,002		2,767		2,767		26,064			0	660	10/25/2046	1FM
620076 AY 5	MOTOROLA INC 5.375 11/15/2012		06/14/2012	Make Whole Call 102.086		1,020,860	1,000,000	999,010	999,815		185		185		1,000,000		20,860	20,860	31,205	11/15/2012	2FE
64352V MN 8	NCHET 2005-A A4W SEQ 5.035 8/25/35		04/25/2012	MBS Paydown 0.842381567		9,665	9,665	9,665	9,636		(0)		(0)		9,665			0	162	08/25/2035	2FM
64352V MN 8	NCHET 2005-A A4W SEQ 5.035 8/25/35		05/25/2012	MBS Paydown 0.836906689		16,425	16,425	16,425	16,376		(1)		(1)		16,425			0	345	08/25/2035	2FM
64352V MN 8	NCHET 2005-A A4W SEQ 5.035 8/25/35		06/25/2012	MBS Paydown 0.831898851		15,024	15,024	15,023	14,979		(0)		(0)		15,024			0	378	08/25/2035	2FM
65535A AA 2	NHELI 2006-AF1 A1 SEQ STP 10/25/2036		04/25/2012	MBS Paydown 0.11298774		1,250	1,250	1,250	580		(6)		(6)		1,250			0	25	10/25/2036	1FM
65535A AA 2	NHELI 2006-AF1 A1 SEQ STP 10/25/2036		05/25/2012	MBS Paydown 0.1129305		286	286	286	133		(2)		(2)		286			0	7	10/25/2036	1FM
65535A AA 2	NHELI 2006-AF1 A1 SEQ STP 10/25/2036		06/25/2012	MBS Paydown 0.11272457		1,030	1,030	1,030	478		(11)		(11)		1,030			0	31	10/25/2036	1FM
73316P JD 3	POPLR 2005-6 A3 SEQ CSTR 1/25/2036		04/25/2012	MBS Paydown 0.460267625		12,932	12,932	12,932	11,708	1,605	(29)		1,576		12,932			0	109	01/25/2036	3FM
73316P JD 3	POPLR 2005-6 A3 SEQ CSTR 1/25/2036		05/25/2012	MBS Paydown 0.455506592		9,522	9,522	9,522	8,621	1,182	(26)		1,156		9,522			0	130	01/25/2036	3FM
744593 AC 8	STEER-IBM-Z2 6.415 06/01/18		06/01/2012	Sinking Fund Redemption 100.0		29,313	29,313	29,472	29,393		(72)		(72)		29,313			0	940	06/01/2018	1FE
76110V QL 5	RFMS2 2004-HS2 A16 NAS 5.17 6/25/34		04/25/2012	MBS Paydown 0.266599841		54,740	54,740	54,740	50,402		1,022		1,022		54,740			0	943	06/25/2034	1FM
76110V QL 5	RFMS2 2004-HS2 A16 NAS 5.17 6/25/34		05/25/2012	MBS Paydown 0.250537471		46,581	46,581	46,581	42,890		936		936		46,581			0	1,003	06/25/2034	1FM
76110V QL 5	RFMS2 2004-HS2 A16 NAS 5.17 6/25/34		06/25/2012	MBS Paydown 0.229033122		62,363	62,363	62,363	57,421		2,840		2,840		62,363			0	1,612	06/25/2034	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		04/25/2012	MBS Paydown 0.765472165		67,714	67,714	67,703	6,147		507		507		67,714			0	1,180	02/25/2036	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		04/25/2012	Pass-Through Loss				11,843	11,843				0					0	206	02/25/2036	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		05/25/2012	MBS Paydown 0.749087026		43,428	43,428	43,421	3,798		313		313		43,428			0	946	02/25/2036	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		05/25/2012	Pass-Through Loss				5,727	5,726				0					0	125	02/25/2036	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		06/25/2012	MBS Paydown 0.725118745		60,830	60,830	60,820	5,555		458		458		60,830			0	1,590	02/25/2036	1FM
76110V TE 8	RFMS2 2006-HSA1 A3 SEQ CSTR 2/25/36		06/25/2012	Pass-Through Loss				11,075	11,073				0					0	290	02/25/2036	1FM
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36		03/25/2012	MBS Paydown 0.285139467		(5,763)	(5,763)	(5,846)	(5,763)				0		(5,763)			0	(27)	02/25/2036	1FM
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36		03/25/2012	Pass-Through Loss				(1,901)	(1,928)				0					0	(9)	02/25/2036	1FM
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36		04/25/2012	MBS Paydown 0.282391168		4,667	4,667	4,664	1,042		(22)		(22)		4,667			0	86	02/25/2036	1FM
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36		04/25/2012	Pass-Through Loss				3,578	3,575				0					0	66	02/25/2036	1FM

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36.....		05/25/2012	MBS Paydown 0.279685729.....		4,609	4,609	4,606	1,026		(22)		(22)		4,609			0	106	02/25/2036	1FM....
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36.....		05/25/2012	Pass-Through Loss.....			3,508	3,506					0					0	80	02/25/2036	1FM....
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36.....		06/25/2012	MBS Paydown 0.275845498.....		7,726	7,726	7,721	1,456		(31)		(31)		7,726			0	212	02/25/2036	1FM....
761118 UQ 9	RALI 2006-QS2 1A9 SEQ 5.50 2/25/36.....		06/25/2012	Pass-Through Loss.....			3,794	3,792					0					0	104	02/25/2036	1FM....
86358R DX 2	SASC 2001-SB1 A5 SEQ 3.375 8/25/31.....		04/25/2012	MBS Paydown 0.293485466.....		13,801	13,801	11,752	12,478		963		963		13,801			0	155	08/25/2031	1FM....
86358R DX 2	SASC 2001-SB1 A5 SEQ 3.375 8/25/31.....		05/25/2012	MBS Paydown 0.290066801.....		5,812	5,812	4,949	5,255		281		281		5,812			0	82	08/25/2031	1FM....
86358R DX 2	SASC 2001-SB1 A5 SEQ 3.375 8/25/31.....		06/25/2012	MBS Paydown 0.287667744.....		4,078	4,078	3,473	3,687		22		22		4,078			0	69	08/25/2031	1FM....
86359B RB 9	SASC 2004-9XS 1A4A SEQ SPT 05/25/34.....		04/25/2012	MBS Paydown 0.349321021.....		6,005	6,004	5,059	5,336		32		32		6,004			0	111	05/25/2034	1FM....
86359B RB 9	SASC 2004-9XS 1A4A SEQ SPT 05/25/34.....		05/25/2012	MBS Paydown 0.346090161.....		12,665	12,665	10,670	11,256		89		89		12,665			0	293	05/25/2034	1FM....
86359B RB 9	SASC 2004-9XS 1A4A SEQ SPT 05/25/34.....		06/25/2012	MBS Paydown 0.343618307.....		9,690	9,690	8,164	8,612		89		89		9,690			0	269	05/25/2034	1FM....
3899999.	Total - Bonds - Industrial & Miscellaneous.....					12,727,884	12,896,972	12,928,748	11,809,257	2,787	63,942	0	66,729	0	12,693,922	0	33,961	33,961	313,346	XXX...	XXX...
8399997.	Total - Bonds - Part 4.....					23,803,267	23,972,354	24,081,274	22,931,280	2,787	17,426	0	20,213	0	23,769,305	0	33,961	33,961	634,161	XXX...	XXX...
8399999.	Total - Bonds.....					23,803,267	23,972,354	24,081,274	22,931,280	2,787	17,426	0	20,213	0	23,769,305	0	33,961	33,961	634,161	XXX...	XXX...
Common Stocks - Industrial and Miscellaneous																					
670823 10 3	O'CHARLEY'S INC.....		05/11/2012	Distribution.....		24,398,000	240,320	380,026	133,945	(85,149)			(85,149)		48,796		191,524	191,524		XXX...	L.....
9099999.	Total - Common Stocks - Industrial & Miscellaneous.....						240,320	380,026	133,945	(85,149)	0	0	(85,149)	0	48,796	0	191,524	191,524	0	XXX...	XXX...
9799997	Total - Common Stocks - Part 4.....						240,320	380,026	133,945	(85,149)	0	0	(85,149)	0	48,796	0	191,524	191,524	0	XXX...	XXX...
9799999.	Total - Common Stocks.....						240,320	380,026	133,945	(85,149)	0	0	(85,149)	0	48,796	0	191,524	191,524	0	XXX...	XXX...
9899999.	Total - Preferred and Common Stocks.....						240,320	380,026	133,945	(85,149)	0	0	(85,149)	0	48,796	0	191,524	191,524	0	XXX...	XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....					24,043,587	24,461,300	23,065,226	23,065,226	(82,361)	17,426	0	(64,936)	0	23,818,101	0	225,485	225,485	634,161	XXX...	XXX...

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(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**

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

F & M Bank & Trust Company.....	Tulsa, Oklahoma.....	.....0.300	.....	.....	.....9,402,159	.....9,353,004	.....3,553,742	XXX..
The Bank of New York Mellon.....	New York, New York.....	.....0.010	.....	.....	.....503	.....501	.....504	XXX..
Commerce Bank-Certificate of Deposit.....	Tulsa, Oklahoma.....	.....0.399	.....	.....	.....151,008	.....151,008	.....151,008	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....0	.....0	.....9,553,670	.....9,504,513	.....3,705,253	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....0	.....0	.....9,553,670	.....9,504,513	.....3,705,253	XXX..
0499999. Cash in Company's Office.....	...XXX.....	...XXX.....	...XXX.....	...XXX.....	.....1,411	.....1,411	.....1,411	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....0	.....0	.....9,555,081	.....9,505,924	.....3,706,664	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
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NONE

QE12



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2012

NAIC Group Code.....84

NAIC Company Code.....23418

Company Name: Mid-Continent Casualty Company

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premiums	2 Direct Earned Premiums	3 Direct Losses Incurred
.....371,909	.....415,195	.....(13,859)

2. Commercial Multiple Peril (CMP) Packaged Policies

- 2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes [] No [X]
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [] No [X]
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies:
- 2.31 Amount quantified: _____
- 2.32 Amount estimated using reasonable assumptions: _____
- 2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverages provided in CMP packaged policies: _____