



QUARTERLY STATEMENT

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

Century Surety Company

| | | |
|---|--|---|
| NAIC Group Code.....0748, 0748 (Current Period) (Prior Period) | NAIC Company Code..... 36951 | Employer's ID Number..... 31-0936702 |
| Organized under the Laws of OH | State of Domicile or Port of Entry OH | Country of Domicile US |
| Incorporated/Organized..... June 22, 1978 | Commenced Business..... August 11, 1978 | |
| Statutory Home Office | 465 Cleveland Avenue..... Westerville OH 43082 <i>(Street and Number) (City or Town, State and Zip Code)</i> | |
| Main Administrative Office | 465 Cleveland Avenue..... Westerville OH 43082 <i>(Street and Number) (City or Town, State and Zip Code)</i> | 614-895-2000 <i>(Area Code) (Telephone Number)</i> |
| Mail Address | 465 Cleveland Avenue..... Westerville OH 43082 <i>(Street and Number or P. O. Box) (City or Town, State and Zip Code)</i> | |
| Primary Location of Books and Records | 26255 American Drive..... Southfield MI 48034 <i>(Street and Number) (City or Town, State and Zip Code)</i> | 248-358-1100 <i>(Area Code) (Telephone Number)</i> |
| Internet Web Site Address | www.meadowbrook.com | |
| Statutory Statement Contact | Kimberlee A. Arnold <i>(Name)</i> karnold@meadowbrook.com <i>(E-Mail Address)</i> | 248-358-1100-8102 <i>(Area Code) (Telephone Number) (Extension)</i> 248-358-1614 <i>(Fax Number)</i> |

OFFICERS

| Name | Title | Name | Title |
|------------------------------|-----------|----------------------------|-----------|
| 1. Christopher John Timm | President | 2. Michael Gerard Costello | Secretary |
| 3. Steven Christopher Divine | Treasurer | 4. | |

OTHER

| | | | |
|---------------------------|--------------------------|------------------------|----------------|
| Michael Gerard Costello | Sr. VP & General Counsel | Robert Samuel Cubbin | Chairman |
| Steven Christopher Divine | Vice President | Karen Marwell Spaun | Vice President |
| Nathan Karl Voorhis | Vice President | Angelo Lovell Williams | Vice President |

DIRECTORS OR TRUSTEES

| | | | |
|-------------------------------|-----------------------|-------------------------|---------------------|
| Robert Samuel Cubbin-Chairman | James Michael Mahoney | Archie Stephen McIntyre | Karen Marwell Spaun |
| Christopher John Timm | Nathan Karl Voorhis | Angelo Lovell Williams | |

State of..... Michigan
County of..... Oakland

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) Christopher John Timm 1. (Printed Name) President (Title) | _____ (Signature) Michael Gerard Costello 2. (Printed Name) Secretary (Title) | _____ (Signature) Steven Christopher Divine 3. (Printed Name) Treasurer (Title) |
|--|--|--|

Subscribed and sworn to before me
This _____ day of _____

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..... | 400,261,798 | | 400,261,798 | 376,482,837 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks..... | 11,978,422 | 3,000 | 11,975,422 | 13,838,129 |
| 2.2 Common stocks..... | 50,315,243 | | 50,315,243 | 50,477,509 |
| 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 (\$.....3,764,588), cash equivalents (\$.....0) and short-term investments (\$.....7,392,446)..... | 11,157,034 | | 11,157,034 | 16,661,523 |
| 6. Contract loans (including \$.....0 premium notes)..... | | | .0 | |
| 7. Derivatives..... | | | .0 | |
| 8. Other invested assets..... | | | .0 | |
| 9. Receivables for securities..... | 115,000 | | 115,000 | 275,000 |
| 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)..... | 473,827,498 | 3,000 | 473,824,498 | 457,734,998 |
| 13. Title plants less \$.....0 charged off (for Title insurers only)..... | | | .0 | |
| 14. Investment income due and accrued..... | 4,258,282 | | 4,258,282 | 4,051,741 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection..... | 78,052,686 | 647,147 | 77,405,538 | 61,231,429 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)..... | 389,888 | | 389,888 | 709,695 |
| 15.3 Accrued retrospective premiums..... | | | .0 | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers..... | 36,572,311 | | 36,572,311 | 35,900,501 |
| 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..... | 6,721,528 | | 6,721,528 | 3,959,021 |
| 18.2 Net deferred tax asset..... | 20,022,470 | 5,169,602 | 14,852,868 | 13,272,949 |
| 19. Guaranty funds receivable or on deposit..... | 242 | | 242 | 505 |
| 20. Electronic data processing equipment and software..... | 241,626 | 241,619 | 7 | 7 |
| 21. Furniture and equipment, including health care delivery assets (\$.....0)..... | 13,463 | 13,463 | .0 | |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates..... | | | .0 | |
| 23. Receivables from parent, subsidiaries and affiliates..... | 131,182 | | 131,182 | 5,587 |
| 24. Health care (\$.....0) and other amounts receivable..... | | | .0 | |
| 25. Aggregate write-ins for other than invested assets..... | 1,975,064 | 30,000 | 1,945,064 | 2,292,768 |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)..... | 622,206,239 | 6,104,831 | 616,101,408 | 579,159,202 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts..... | | | .0 | |
| 28. Total (Lines 26 and 27)..... | 622,206,239 | 6,104,831 | 616,101,408 | 579,159,202 |

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. Miscellaneous Receivable..... | 1,547,459 | | 1,547,459 | 1,839,861 |
| 2502. Goodwill..... | 147,604 | | 147,604 | 172,906 |
| 2503. Security Deposits..... | 280,000 | 30,000 | 250,000 | 280,000 |
| 2598. Summary of remaining write-ins for Line 25 from overflow page..... | .0 | .0 | .0 | .0 |
| 2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)..... | 1,975,064 | 30,000 | 1,945,064 | 2,292,768 |

LIABILITIES, SURPLUS AND OTHER FUNDS

| | 1 Current Statement Date | 2 December 31 Prior Year |
|---|--------------------------------|--------------------------------|
| 1. Losses (current accident year \$... 49,381,402)..... | 212,258,191 | 196,222,321 |
| 2. Reinsurance payable on paid losses and loss adjustment expenses..... | 34,380,378 | 32,798,154 |
| 3. Loss adjustment expenses..... | 62,197,629 | 56,910,319 |
| 4. Commissions payable, contingent commissions and other similar charges..... | 927,302 | 902,080 |
| 5. Other expenses (excluding taxes, licenses and fees)..... | 122,626 | 74,295 |
| 6. Taxes, licenses and fees (excluding federal and foreign income taxes)..... | 841,190 | 783,048 |
| 7.1 Current federal and foreign income taxes (including \$.....0 on realized capital gains (losses))..... | | |
| 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 \$....111,046,788 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.....) | 112,524,660 | 102,615,735 |
| 10. Advance premium..... | | |
| 11. Dividends declared and unpaid: | | |
| 11.1 Stockholders..... | | |
| 11.2 Policyholders..... | | |
| 12. Ceded reinsurance premiums payable (net of ceding commissions)..... | 40,414,205 | 27,415,359 |
| 13. Funds held by company under reinsurance treaties..... | | 0 |
| 14. Amounts withheld or retained by company for account of others..... | 1,530,053 | 2,594,469 |
| 15. Remittances and items not allocated..... | | |
| 16. Provision for reinsurance..... | | |
| 17. Net adjustments in assets and liabilities due to foreign exchange rates..... | | |
| 18. Drafts outstanding..... | | |
| 19. Payable to parent, subsidiaries and affiliates..... | 3,770,506 | 1,919,971 |
| 20. Derivatives..... | | |
| 21. Payable for securities..... | 889,459 | |
| 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..... | 321,059 | 691,345 |
| 26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)..... | 470,177,259 | 422,927,095 |
| 27. Protected cell liabilities..... | | |
| 28. Total liabilities (Lines 26 and 27)..... | 470,177,259 | 422,927,095 |
| 29. Aggregate write-ins for special surplus funds..... | 0 | 3,235,047 |
| 30. Common capital stock..... | 3,000,000 | 3,000,000 |
| 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..... | 104,914,779 | 104,914,779 |
| 35. Unassigned funds (surplus)..... | 38,009,370 | 45,082,281 |
| 36. Less treasury stock, at cost: | | |
| 36.10.000 shares common (value included in Line 30 \$.....0)..... | | |
| 36.20.000 shares preferred (value included in Line 31 \$.....0)..... | | |
| 37. Surplus as regards policyholders (Lines 29 to 35, less 36)..... | 145,924,149 | 156,232,107 |
| 38. Totals..... | 616,101,408 | 579,159,202 |

DETAILS OF WRITE-INS

| | | |
|--|---------|-----------|
| 2501. Miscellaneous Payables..... | 224,633 | 601,263 |
| 2502. Deferred Income..... | 27,500 | |
| 2503. Escheat Claims..... | 68,926 | 90,082 |
| 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)..... | 321,059 | 691,345 |
| 2901. Additional admitted deferred tax assets – SSAP 10R..... | | 3,235,047 |
| 2902. | | |
| 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 | 3,235,047 |
| 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 \$.....110,659,902)..... | 100,496,748 | 94,413,555 | 190,944,411 |
| 1.2 Assumed..... (written \$.....127,385,876)..... | 117,476,951 | 102,363,554 | 214,803,238 |
| 1.3 Ceded..... (written \$.....110,659,902)..... | 100,496,748 | 94,413,555 | 190,944,411 |
| 1.4 Net..... (written \$.....127,385,876)..... | 117,476,951 | 102,363,554 | 214,803,238 |
| DEDUCTIONS: | | | |
| 2. Losses incurred (current accident year \$.....58,706,480): | | | |
| 2.1 Direct..... | 50,400,429 | 38,268,982 | 77,589,941 |
| 2.2 Assumed..... | 66,644,524 | 51,149,390 | 109,926,296 |
| 2.3 Ceded..... | 50,376,408 | 38,166,768 | 77,423,561 |
| 2.4 Net..... | 66,668,546 | 51,251,604 | 110,092,676 |
| 3. Loss adjustment expenses incurred..... | 20,098,314 | 14,640,000 | 31,371,164 |
| 4. Other underwriting expenses incurred..... | 39,575,626 | 36,095,769 | 73,546,610 |
| 5. Aggregate write-ins for underwriting deductions..... | 0 | 0 | 0 |
| 6. Total underwriting deductions (Lines 2 through 5)..... | 126,342,485 | 101,987,373 | 215,010,450 |
| 7. Net income of protected cells..... | | | |
| 8. Net underwriting gain (loss) (Line 1 minus Line 6 + Line 7)..... | (8,865,534) | 376,181 | (207,212) |
| INVESTMENT INCOME | | | |
| 9. Net investment income earned..... | 8,266,615 | 8,184,675 | 16,676,299 |
| 10. Net realized capital gains (losses) less capital gains tax of \$.....0..... | 758,240 | 1,265,971 | 1,969,324 |
| 11. Net investment gain (loss) (Lines 9 + 10)..... | 9,024,854 | 9,450,646 | 18,645,623 |
| OTHER INCOME | | | |
| 12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$.....0 amount charged off \$.....403,370)..... | (403,370) | (531,047) | (815,518) |
| 13. Finance and service charges not included in premiums..... | | | |
| 14. Aggregate write-ins for miscellaneous income..... | 28,186 | 39,336 | 62,240 |
| 15. Total other income (Lines 12 through 14)..... | (375,184) | (491,711) | (753,278) |
| 16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)..... | (215,864) | 9,335,115 | 17,685,133 |
| 17. Dividends to policyholders..... | | | |
| 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)..... | (215,864) | 9,335,115 | 17,685,133 |
| 19. Federal and foreign income taxes incurred..... | 67,494 | 3,693,499 | 5,322,219 |
| 20. Net income (Line 18 minus Line 19) (to Line 22)..... | (283,358) | 5,641,616 | 12,362,914 |
| CAPITAL AND SURPLUS ACCOUNT | | | |
| 21. Surplus as regards policyholders, December 31 prior year..... | 156,232,107 | 144,140,581 | 144,140,581 |
| 22. Net income (from Line 20)..... | (283,358) | 5,641,616 | 12,362,914 |
| 23. Net transfers (to) from Protected Cell accounts..... | | | |
| 24. Change in net unrealized capital gains or (losses) less capital gains tax of \$.....497,618..... | 263,810 | 1,991,843 | 2,433,770 |
| 25. Change in net unrealized foreign exchange capital gain (loss)..... | | | |
| 26. Change in net deferred income tax..... | 1,632,296 | 1,749,877 | 1,069,570 |
| 27. Change in nonadmitted assets..... | 602,507 | (701,947) | (500,790) |
| 28. Change in provision for reinsurance..... | | | |
| 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..... | | | |
| 33.2 Transferred to capital (Stock Dividend)..... | | | |
| 33.3 Transferred from capital..... | | | |
| 34. Net remittances from or (to) Home Office..... | | | |
| 35. Dividends to stockholders..... | (12,523,211) | (3,100,000) | (3,100,000) |
| 36. Change in treasury stock..... | | | |
| 37. Aggregate write-ins for gains and losses in surplus..... | 0 | 115,918 | (173,938) |
| 38. Change in surplus as regards policyholders (Lines 22 through 37)..... | (10,307,958) | 5,697,307 | 12,091,526 |
| 39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)..... | 145,924,149 | 149,837,888 | 156,232,107 |
| 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..... | 28,186 | 39,336 | 62,240 |
| 1402. | | | |
| 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)..... | 28,186 | 39,336 | 62,240 |
| 3701. Miscellaneous surplus adjustment from merger integration rollover..... | | 115,918 | |
| 3702. Additional admitted deferred tax assets – SSAP 10R..... | | | (173,938) |
| 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)..... | 0 | 115,918 | (173,938) |

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..... | 124,613,089 | 110,532,568 | 220,743,351 |
| 2. Net investment income..... | 9,188,712 | 8,986,437 | 18,382,050 |
| 3. Miscellaneous income..... | (375,184) | (491,711) | (753,278) |
| 4. Total (Lines 1 through 3)..... | 133,426,617 | 119,027,294 | 238,372,123 |
| 5. Benefit and loss related payments..... | 49,722,260 | 35,290,041 | 89,550,992 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts..... | | | |
| 7. Commissions, expenses paid and aggregate write-ins for deductions..... | 54,254,671 | 48,872,955 | 100,341,886 |
| 8. Dividends paid to policyholders..... | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$.....361,615 tax on capital gains (losses)..... | 2,830,001 | 4,690,000 | 6,000,000 |
| 10. Total (Lines 5 through 9)..... | 106,806,932 | 88,852,996 | 195,892,878 |
| 11. Net cash from operations (Line 4 minus Line 10)..... | 26,619,685 | 30,174,298 | 42,479,246 |
| CASH FROM INVESTMENTS | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds..... | 23,934,004 | 25,834,829 | 47,823,153 |
| 12.2 Stocks..... | 2,731,250 | 200,000 | 700,000 |
| 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..... | 1,049,459 | 1,971,540 | |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7)..... | 27,714,713 | 28,006,369 | 48,523,153 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds..... | 47,996,710 | 45,805,953 | 76,168,313 |
| 13.2 Stocks..... | | | |
| 13.3 Mortgage loans..... | | | |
| 13.4 Real estate..... | | | |
| 13.5 Other invested assets..... | | | |
| 13.6 Miscellaneous applications..... | | | 275,000 |
| 13.7 Total investments acquired (Lines 13.1 to 13.6)..... | 47,996,710 | 45,805,953 | 76,443,313 |
| 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)..... | (20,281,997) | (17,799,584) | (27,920,160) |
| CASH FROM FINANCING AND MISCELLANEOUS SOURCES | | | |
| 16. Cash provided (applied): | | | |
| 16.1 Surplus notes, capital notes..... | | | |
| 16.2 Capital and paid in surplus, less treasury stock..... | | | |
| 16.3 Borrowed funds..... | | | |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities..... | | | |
| 16.5 Dividends to stockholders..... | 12,523,211 | | 3,100,000 |
| 16.6 Other cash provided (applied)..... | 681,034 | 482,214 | 140,106 |
| 17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)..... | (11,842,177) | 482,214 | (2,959,894) |
| 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)..... | (5,504,489) | 12,856,929 | 11,599,191 |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year..... | 16,661,523 | 5,062,332 | 5,062,332 |
| 19.2 End of period (Line 18 plus Line 19.1)..... | 11,157,034 | 17,919,260 | 16,661,523 |

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

| | | | |
|---------------|--|--|--|
| 20.0001 | | | |
|---------------|--|--|--|

NOTES TO FINANCIAL STATEMENTS**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****A. Accounting Practices**

The accompanying financial statements of Century Surety Company ("Company") have been completed in accordance with the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual except to the extent that Ohio state laws and regulations differ. Effective January 1, 2001, the state of Ohio required that insurance companies domiciled in the state of Ohio prepare their statutory basis financial statements in accordance with the NAIC *Accounting Practices and Procedures manual – Effective January 1, 2001* (NAIC SAP), subject to any deviations prescribed or permitted by the state of Ohio Insurance Commissioner. The Company has no such deviations as of June 30, 2012.

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

No significant change.

C. Accounting Policy

No significant change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

A. The Company adopted the provisions of SSAP 101 *Income Taxes, a Replacement of SSAP 10R and SSAP 10*, effective January 1, 2012. SSAP 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP 3 Accounting Changes and Corrections of Errors. Due to the fact that the Company had previously adopted SSAP 10R, the adoption of SSAP 101 did not result in a change in accounting principle or a change in unassigned funds as of January 1, 2012.

3. BUSINESS COMBINATIONS AND GOODWILL

A. On June 1, 2005, the Company purchased ProCentury Insurance Company (ProCentury), formerly known as Fireman's Fund Insurance Company of Texas from Fireman's Fund Insurance Company.

The cost of acquisition was as follows:

| | |
|------------------------------|--------------------|
| Statutory surplus | \$5,400,000 |
| Purchase price above surplus | 300,000 |
| Finder's fee | 50,000 |
| Direct legal fees | <u>156,049</u> |
| Total cost | <u>\$5,906,049</u> |

Total goodwill is calculated as follows:

| | |
|---------------------------|-------------------|
| Total cost | \$5,906,049 |
| Less statutory book value | <u>5,400,000</u> |
| Total positive goodwill | <u>\$ 506,049</u> |

Amortization as of June 30, 2012 \$ 358,445

Unamortized balance as of June 30, 2012 \$ 147,604

The total positive goodwill is considered to be admitted and is being amortized to unrealized gain/loss over a ten year period.

B. Statutory Mergers - Not applicable.

C. Impairment Loss - Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. No significant change.

B. No significant change.

C. No significant change.

D. Loan-backed securities

- Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities; inputs come from major third party data providers. The effect of interest rates, volatility, and prepayment speeds are derived using Monte Carlo simulation. Credit loss analysis, resulting effective analytics (spreads, duration, convexity) and cash-flows are reported to clients on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
- Securities where the Company has either the intent to sell or lacks the ability to retain the securities - Not applicable.
- Loan-backed securities with a recognized other-than-temporary impairment ("OTTI"), currently held by the reporting entity where the present value of the discounted cash flows was/is less than the amortized cost basis of the securities.

| CUSIP | Book/Adj Carry Value Amortized cost before current period OTTI | Projected Cash Flows | Recognized OTTI | Amortized cost after OTTI | Fair Value at time of OTTI | Date of Financial Statement Where Reported |
|-----------|--|----------------------|-----------------|---------------------------|----------------------------|--|
| 00441RAJ6 | \$ 422,063 | \$ 355,309 | \$ 66,754 | \$ 355,309 | \$ 151,156 | 12/31/2009 |
| 05951KAX1 | \$ 415,185 | \$ 469,438 | \$ (54,253) | \$ 469,438 | \$ 442,296 | 9/30/2009 |
| 05951KAX1 | \$ 374,662 | \$ 291,695 | \$ 82,967 | \$ 291,695 | \$ 249,632 | 3/31/2010 |
| 05951KAX1 | \$ 271,197 | \$ 265,483 | \$ 5,714 | \$ 265,483 | \$ 239,361 | 6/30/2010 |
| 12628KAA0 | \$ 175,417 | \$ 129,228 | \$ 46,189 | \$ 129,228 | \$ 108,752 | 12/31/2009 |
| 12628KAA0 | \$ 99,596 | \$ 89,216 | \$ 10,380 | \$ 89,216 | \$ 77,774 | 3/31/2010 |
| 233046AB7 | \$ 292,480 | \$ 343,204 | \$ (50,724) | \$ 343,204 | \$ 336,344 | 9/30/2009 |
| 301965CH0 | \$ 660,244 | \$ 647,951 | \$ 12,293 | \$ 647,951 | \$ 274,451 | 12/31/2009 |
| 393505VY5 | \$ 303,167 | \$ 368,021 | \$ (64,854) | \$ 368,021 | \$ 375,262 | 9/30/2009 |
| 589962CV9 | \$ 707,042 | \$ 683,785 | \$ 23,257 | \$ 683,785 | \$ 651,084 | 12/31/2009 |
| BCC00H341 | \$ 989,799 | \$ 1,208,847 | \$ (219,048) | \$ 1,208,847 | \$ 940,572 | 9/30/2009 |
| | XXX | XXX | \$ (141,325) | XXX | XXX | XXX |

NOTES TO FINANCIAL STATEMENTS

4. All impaired securities for which an OTTI has not been recognized in earnings as a realized loss including securities with a recognized OTTI for non-interest related declines when a non-recognized interest related impairment remains.

| | Book Value | Market Value | Unrealized Loss |
|------------------------|-------------------|---------------------|------------------------|
| Less than 12 Months | \$ 1,161,829 | \$ 1,155,134 | \$ (6,695) |
| Greater than 12 Months | \$ 4,627,435 | \$ 2,933,561 | \$ (1,693,874) |
| Total | \$ 5,789,264 | \$ 4,088,695 | \$ (1,700,569) |

5. There are a number of factors that are considered in determining if there is not an OTTI on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

- E. No significant change.
F. No significant change.
G. No significant change.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

Not applicable.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

No significant change.

9. INCOME TAXES

No significant change.

The Company adopted the provisions of SSAP 101 *Income Taxes, a Replacement of SSAP 10R and SSAP 10*, effective January 1, 2012. SSAP 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP 3 Accounting Changes and Corrections of Errors. Due to the fact that the Company had previously adopted SSAP 10R, the adoption of SSAP 101 did not result in a change in accounting principle or a change in unassigned funds as of January 1, 2012.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

- A. No significant change.
B. The following is a list of transactions between the Company and its affiliates on a pre-pooled basis, excluding reinsurance transactions and any non-insurance transactions which involve less than 1/2 of 1% of total assets of the reporting entity:

| Affiliate | Date of Transaction | Explanation | Amount Paid (From)/To Company |
|-------------------|----------------------------|-----------------------|--------------------------------------|
| Meadowbrook, Inc. | Various | Internal Admin. Costs | \$ (13,242,062) |

- C. The Management Services Agreement ("Agreement") currently is effective July 1, 2011 through June 30, 2014. If the Agreement is not terminated by the parties, it automatically extends for additional three (3) year periods thereafter. The terms of the Intercompany Loan Agreement were changed effective December 1, 2011 to include Meadowbrook Insurance Group, Inc. ("MIGI") and all of its insurance affiliates.
D. At June 30, 2012, the Company reported \$131,182 due from parent, subsidiaries and affiliates and \$3,770,506 due to parent, subsidiaries and affiliates pursuant to the Intercompany Loan Agreement. Intercompany balances between parent, subsidiaries and affiliates are settled on a monthly basis.
E. No significant change.
F. The Company does not directly hire employees. Rather, the Company entered into the Agreement with Meadowbrook, Inc. and affiliates, which provides the accounting, financial reporting, underwriting, compliance, reinsurance, sales, claims, loss prevention, and general management services for the Company. Fees paid to Meadowbrook, Inc. and affiliates are determined on a monthly basis, based on the actual costs associated with overall administration of all programs. On a pre-pooled basis, the Company directly incurred \$13,242,062 of such expenses as of June 30, 2012.

Effective October 1, 2009 the Company entered into a new Agency Agreement with Meadowbrook, Inc. and its affiliates or subsidiaries (the "Agent") whereby the Company pays the Agent a commission for the production of premium. As of June 30, 2012, the Company has paid the Agent \$77,093 in commissions.

In addition, the Company's federal income tax return is consolidated with the entities referenced in Note 9(F) of the annual statement. Pursuant to the Tax Allocation Agreement, the Company incurred \$67,493 of tax expense during the year, to be remitted to the ultimate parent, MIGI.

- G. No significant change.
H. No significant change.
I. No significant change.
J. Investments in Impaired SCA Entities - Not applicable.
K. Investments in Foreign SCA Entities - Not applicable.
L. Valuation of Downstream Holding Companies - Not applicable.

11. DEBT

No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

Not applicable.

13. CAPITAL AND SURPLUS, DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

- A. No significant change.
B. No significant change.

NOTES TO FINANCIAL STATEMENTS

- C. Dividends on common stock are paid as declared by the Board of Directors of the Company. Without prior approval of its domiciliary commissioner, Ohio law limits dividends to shareholders to the greater of 10% of the prior year policyholders' surplus less dividends paid in the prior twelve months or the prior year net income (excluding realized capital gains) less dividends paid in the prior twelve months. These dividends are further limited by a clause in the Ohio law, which prohibits an insurer from declaring dividends unless the value of assets remaining is at least equal to the aggregate amount of debts and liabilities, including capital.
- D. The Company paid ordinary dividends, not requiring regulatory approval, of \$12,523,211 to ProCentury Corporation on March 30, 2012.
- E. Within the limitations of (C) above, the maximum ordinary dividend payment allowed to shareholders as of June 30, 2012, without prior regulatory approval, is \$0 after considering the ordinary dividend payment per (D) above.
- F. No significant change.
- G. No significant change.
- H. No significant change.
- I. No significant change.
- J. The portion of unassigned funds (surplus) represented by cumulative unrealized capital gains is \$3,370,075.
- K. No significant change.
- L and M. No significant change.

14. CONTINGENCIES

- A. The Company has no material contingent commitments to a SCA entity, joint venture, partnership, or limited liability company, nor any contingent commitments attributable to low income housing tax credit properties as of June 30, 2012.

B. Guaranty Fund and Other Assessments**1. Liability and related Assets**

The Company is subject to guaranty fund and other assessments by the states in which it writes business. Guaranty fund assessments should be accrued at the time of the insolvencies. These assessments do not have a material impact on the financial statements. Other assessments should be accrued either at the time the assessments are levied or in the case of premium-based assessments, at the time the premiums are written, or in the case of loss-based assessments, at the time the losses are incurred.

The Company has accrued a liability for guaranty fund and other assessments of \$10,416 and a related premium tax benefit asset of \$242. The liability is included in the taxes, licenses and fees liability and is typically paid with 1 to 3 years. The asset is included in the guaranty funds receivable asset, and is typically recovered within 10 years.

The amounts represent management's best estimates based on information received from the states in which the Company writes business and may change due to many factors including the Company's share of the ultimate cost of current insolvencies.

2. Rollforward of related asset

| 1. Description | 2. Amount |
|---|-----------|
| a. Assets recognized from paid and accrued premium tax offsets and policy surcharges prior year end | \$ 505 |
| b. Decreases current year: | |
| Premium tax offsets applied | |
| Premium tax offsets charged off | 356 |
| Policy surcharges collected | |
| Policy surcharges charged off | |
| c. Increases current year: | |
| Premium tax offsets accrued | 93 |
| Policy surcharges accrued | |
| Assets recognized from paid and accrued premium tax offsets and policy surcharges current year end | \$ 242 |

- C. The Company is unaware of any gain contingencies that could have a material financial effect.
- D. The Company is unaware of any extra contractual obligation and bad faith losses that could have a material financial effect.
- E. Product warranties - Not applicable.
- F. The Company has not encountered any contingent liabilities arising from litigation, income taxes or other matters, nor has any impairment of an asset, that would be considered material in relation to the financial position of the Company.

15. LEASES**A. Lessee Leasing Arrangements**

1. The Company leases one office facility under a noncancelable operating lease that will expire October 2013.
2. At June 30, 2012, future minimum rental payments are as follows:

| Year | Amount |
|-------|------------|
| 2012 | \$ 307,980 |
| 2013 | 513,300 |
| Total | \$ 821,280 |

3. The Company has not entered into any sale-leaseback arrangements.

B. Lessor Leasing Arrangements

Not applicable.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND WITH CONCENTRATIONS OF CREDIT RISK

Not applicable.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. Transfers of Receivables Reported as Sales - Not applicable.
- B. Transfers and Servicing of Financial Assets - Not applicable.
- C. There are no wash sales as of June 30, 2012.

18. GAIN OR LOSS FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

Not applicable.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

Not applicable.

NOTES TO FINANCIAL STATEMENTS**20. FAIR VALUE MEASUREMENT****A. Inputs Used for Assets and Liabilities Measured at Fair Value****1. Fair Value Measurements at Reporting Date**

The Company has categorized its assets and liabilities that are measured at fair value into the three-level fair value hierarchy as reflected in the following table.

Level 1 - Valuations that are based on unadjusted quoted market prices in active markets for identical securities. The fair value of exchange-traded equities and mutual funds included in the Level 1 category were based on quoted prices that are readily and regularly available in an active market and are thus classified as Level 1.

Level 2 - Valuations that are based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly. The fair value of securities included in the Level 2 category were based on market values obtained from a third-party pricing service. They were evaluated using pricing models that vary by asset class and incorporate available trade, bid and other observable market information. The third-party service monitors market indicators as well as industry and economic events. The Level 2 category includes corporate bonds, government and agency bonds, asset-backed, residential mortgage-backed and commercial mortgage-backed securities and municipal bonds.

Level 3 - Valuations that are derived from techniques in which one or more of the significant inputs are unobservable and/or involve management judgment and/or are based on non-binding broker quotes.

| Description | Level 1 | Level 2 | Level 3 | Total |
|---|----------------------|---------------------|---------------------|----------------------|
| Assets at Fair Value | | | | |
| Perpetual Preferred Stock | | | | |
| Industrial and Misc. | \$ 6,964,677 | \$ 536,042 | \$ 0 | \$ 7,500,719 |
| Total Perpetual Preferred Stock | \$ 6,964,677 | \$ 536,042 | \$ 0 | \$ 7,500,719 |
| Redeemable Preferred Stock | | | | |
| Industrial and Misc. | \$ 572,977 | \$ 0 | \$ 0 | \$ 572,977 |
| Total Redeemable Preferred Stock | \$ 572,977 | \$ 0 | \$ 0 | \$ 572,977 |
| Bonds | | | | |
| Industrial and Misc. | \$ 0 | \$ 48,500 | \$ 261,972 | \$ 310,472 |
| MBS/CMO | | | | |
| Industrial and Misc. | \$ 0 | \$ 1,463,534 | \$ 1,198,579 | \$ 2,662,113 |
| Total Bonds | \$ 0 | \$ 1,512,034 | \$ 1,460,551 | \$ 2,972,585 |
| Common Stock | | | | |
| Industrial and Misc. | \$ 9,117,215 | \$ 0 | \$ 0 | \$ 9,117,215 |
| Mutual Funds | \$ 6,147,491 | \$ 0 | \$ 0 | \$ 6,147,491 |
| Total Common Stock | \$ 15,264,706 | \$ 0 | \$ 0 | \$ 15,264,706 |
| Total Assets at Fair Value | \$ 22,802,360 | \$ 2,048,076 | \$ 1,460,551 | \$ 26,310,987 |

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred between Levels. During the current year, no transfers into or out of Levels 1 and 2 were required.

2. Rollforward of Fair Value Measurements in Level 3

| | Industrial & Misc. | Mortgage-Backed Securities | Asset-Backed Securities | Commercial Mortgage-Backed Securities | Total |
|---|--------------------|----------------------------|-------------------------|---------------------------------------|---------------------|
| Beginning Balance | \$ 327,110 | \$ 0 | \$ 1,119,440 | \$ 0 | \$1,446,550 |
| Transfer into or out of Level 3 (End of Period) | 0 | 0 | 0 | 0 | 0 |
| Total gains or losses | | | | | |
| Included in Net Income | 51 | 0 | (16,881) | 0 | (16,830) |
| Included in Surplus | 14,679 | 0 | 18,065 | 0 | 32,744 |
| Purchases, issuances, sales and settlements | | | | | |
| Purchases (End of Period) | 0 | 0 | 0 | 0 | 0 |
| Sales (End of Period) | (1,914) | 0 | 0 | 0 | (1,914) |
| Ending Balance | \$ 339,926 | \$ 0 | \$ 1,120,624 | \$ 0 | \$ 1,460,550 |

3. Policy on Transfers Into and Out of Level 3

At the end of each reporting period, the Company evaluates whether or not any event has occurred or circumstances have changed that would cause an instrument to be transferred into or out of Level 3. During the current year, no transfers into or out of Level 3 were required.

4. Inputs and Techniques Used for Level 2 and Level 3 Fair Values

The estimated fair values of the Company's investments are based on prices provided by a third party pricing service and a third party investment manager. The prices provided by these services are based on quoted market prices, when available; non-binding broker quotes, or matrix pricing. The Company has not historically adjusted security prices.

For corporate, government and municipal bonds, the third party pricing service utilizes a pricing model with standard inputs that include benchmark yields, reported trades, issuer spreads, two-sided markets, benchmark securities, market bids / offers, and other reference data observable in the marketplace. The model uses the option adjusted spread methodology and is a multi-dimensional relational model. All bonds valued under these techniques are classified as Level 2.

NOTES TO FINANCIAL STATEMENTS

For asset-backed, residential mortgage-backed and commercial mortgage-backed securities, the third party pricing service valuation methodology includes consideration of interest rate movements, new issue data, monthly remittance reports and other pertinent data that is observable in the marketplace. This information is used to determine the cash flows for each tranche and identifies the inputs to be used such as benchmark yields, prepayment assumptions and collateral performance. All asset-backed, residential mortgage-backed and commercial mortgage-backed securities valued under these methods are classified as Level 2.

For all assets where readily observable pricing methods are not available the third party investment manager will price the asset using a combination of non-binding broker / dealer quotes, benchmarking techniques, and sector specific knowledge. All assets priced by using this methodology are classified as Level 3.

5. Derivative Fair Values - Not applicable.**B. Other Fair Value Disclosures - Not applicable.****C. Fair Values for All Financial Instruments by Level 1, 2 and 3**

The table below reflects the fair values and admitted values of all admitted assets and liabilities that are financial instruments excluding those accounted for under the equity method (subsidiaries, joint ventures and ventures). The fair values are also categorized into the three-level fair value hierarchy as described above in Note 20A.

| Type of Financial Instrument | Fair Value | Admitted Value | Level 1 | Level 2 | Level 3 | Not Practicable (Carrying Value) |
|---|-----------------------|-----------------------|----------------------|-----------------------|---------------------|----------------------------------|
| Financial Instruments - Assets | | | | | | |
| Bonds | \$ 431,167,832 | \$ 400,261,799 | \$ 0 | \$ 428,460,202 | \$ 2,707,630 | \$ 0 |
| Preferred Stocks | 12,346,148 | 11,978,422 | 11,786,052 | 560,096 | 0 | 0 |
| Common Stocks | 15,264,707 | 15,264,706 | 15,264,707 | 0 | 0 | 0 |
| Cash Equivalents & Short-Term Investments | 7,392,446 | 7,392,446 | 7,392,446 | 0 | 0 | 0 |
| Total Assets | \$ 466,171,133 | \$ 434,897,373 | \$ 34,443,205 | \$ 429,020,298 | \$ 2,707,630 | \$ 0 |

D. Financial Instruments for which Not Practical to Estimate Fair Values - Not applicable.**21. OTHER ITEMS**

- A. No significant change.
 B. No significant change.
 C. No significant change.
 D. At June 30, 2012, the Company had admitted assets of \$34,196,208 for amounts due from agents and \$26,232 for amounts due from insureds. The Company routinely assesses the collectibility of these receivables and, where necessary, establishes an allowance for estimated uncollectible accounts. The potential loss associated with uncollectible accounts in excess of amounts non-admitted or otherwise provided for through an allowance for estimated uncollectible accounts is not believed to be material to the Company's financial position.
 E. No significant change.
 F. State Transferable and Non-Transferable Tax Credits - Not applicable.
 G. No significant change.

22. EVENTS SUBSEQUENT**A. Type I - Recognized Subsequent Events:**

There were no events occurring subsequent to the end of the current quarter through the date of this filing meriting disclosure.

B. Type II - Nonrecognized Subsequent Events:

There were no events occurring subsequent to the end of the current quarter through the date of this filing meriting disclosure.

23. REINSURANCE**A. Unsecured Reinsurance Recoverables**

The Company's unsecured reinsurance balances in excess of 3% of policyholder surplus with any one reinsurer are estimated at June 30, 2012 as follows:

| Reinsurer Name | NAIC Code | Federal ID# | Amount |
|------------------------|-----------|-------------|-------------|
| Star Insurance Company | 18023 | 38-2626205 | 370,823,922 |

This amount due from Star is related to the Intercompany Reinsurance Agreement noted in Note 26.

B. Reinsurance Recoverables in Dispute

The Company does not have any reinsurance recoverables for paid losses and loss adjustment expenses that exceed 5% of policyholders' surplus from an individual reinsurer or 10% of policyholders' surplus in aggregate.

C. Reinsurance Assumed and Ceded

1. The following table summarizes ceded and assumed unearned premiums and the related commission equity at June 30, 2012.

| | Assumed | | Ceded | | Assumed less Ceded | |
|-------------------------------------|-------------------|-------------------|-------------------|-------------------|--------------------|-------------------|
| | Unearned Premiums | Commission Equity | Unearned Premiums | Commission Equity | Unearned Premiums | Commission Equity |
| a. Affiliates | \$ 112,525,000 | \$ 0 | \$ 111,047,000 | \$ 0 | \$ 1,478,000 | \$ 0 |
| b. All other | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| c. Totals | \$ 112,525,000 | \$ 0 | \$ 111,047,000 | \$ 0 | \$ 1,478,000 | \$ 0 |
| d. Direct Unearned Premium Reserve: | \$ 111,047,000 | | | | | |

2. The additional or return commission, predicated on loss experience or on any other form of profit sharing arrangements in this quarterly statement as a result of existing contractual arrangements is accrued as follows:

| | Direct | Assumed | Ceded | Net |
|---|------------|---------|-------|------------|
| a. Contingent Commission | \$ 492,619 | \$ 0 | \$ 0 | \$ 492,619 |
| b. Sliding Scale Commission | 0 | 0 | 0 | 0 |
| c. Other Profit Commission Arrangements | 376,627 | 0 | 0 | 376,627 |
| d. Total | \$ 869,246 | \$ 0 | \$ 0 | \$ 869,246 |

3. The Company does not use protected cells as an alternative to traditional reinsurance.

NOTES TO FINANCIAL STATEMENTS**D. Uncollectible Reinsurance**

The Company did not have any uncollectible reinsurance written off during 2012.

E. Commutation of Ceded Reinsurance

The Company did not have any commutations of ceded reinsurance as of June 30, 2012.

F. Retroactive Reinsurance

The Company does not have any retroactive reinsurance as of June 30, 2012.

G. Reinsurance Accounted for as a Deposit

The Company has no reinsurance agreements that have been accounted for as deposits as of June 30, 2012.

H. Transfer of Property and Casualty Run-off Agreements - Not applicable.**24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION**

- A. Accrued retrospective premiums reported as an asset on the balance sheet have been determined based upon loss experience on business subject to such experience rating adjustment. Accrued retrospectively rated premiums, including all of those relating to bulk IBNR, have determined by or allocated to individual policyholder accounts.
- B. The Company records accrued retrospective premiums through written premium.
- C. Net written premiums for the current year on retrospective Other Liability - claims made policies were \$349,923 or 5.11% of total Other Liability - claims made net premiums written.
- D. Medical loss ratio rebates - Not applicable.
- E. Ten percent of the amount of accrued retrospective premiums not offset by retrospective return premiums, other liabilities to the same party (other than loss and loss expense reserves), or collateral as permitted by SSAP No. 66, Retrospectively Rated Contracts, has been non-admitted.

| | |
|--|-------------|
| a. Total accrued retro premium | \$ (45,438) |
| b. Unsecured amount | 0 |
| c. Less: Non-admitted amount (10%) | N/A |
| d. Less: Non-admitted for any person for whom agents' balances or uncollected premiums are non-admitted. | N/A |
| e. Admitted amount (a)-(c)-(d) | \$ (45,438) |

25. CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES

Net incurred losses and loss adjustment expenses attributable to insured events of prior accident years increased \$11.2 million during calendar year 2012 as a result of re-estimation of unpaid loss and loss adjustment expenses. This increase recognizes additional paid loss and loss adjustment expenses of \$53.9 million, offset by a decrease in reserves on prior accident years of \$42.8 million. Original estimates of ultimate losses are increased or decreased as additional information becomes known regarding individual claims.

26. INTERCOMPANY POOLING ARRANGEMENTS

- A. Effective January 1, 2009, the Company and its United States affiliates (Star Insurance Company ("Star"), Savers Property and Casualty Insurance Company, Williamsburg National Insurance Company, Ameritrust Insurance Corporation and ProCentury Insurance Company) are participants in an Intercompany Reinsurance Agreement, whereby each participating affiliate cedes 100% of its business to Star. Thereafter, Star cedes to each participating affiliate, which have agreed to reinsure Star for their respective participation. The participants and their respective participations effective January 1, 2009 through current are as follows:

| Name of Insurer | NAIC Code | Percentage Participation |
|---------------------------------------|-----------|--------------------------|
| Star Insurance Co. (Lead insurer) | 18023 | 35.83% |
| Century Surety Co. | 36951 | 29.07% |
| Savers Property and Casualty Ins. Co. | 16551 | 13.04% |
| ProCentury Insurance Co. | 21903 | 9.44% |
| Williamsburg National Ins. Co. | 25780 | 6.72% |
| Ameritrust Insurance Corp. | 10665 | 5.90% |

- B. All business written by each participant is subject to the Intercompany Reinsurance Agreement.
- C. After pooling and before redistribution, Star has the following reinsurance ceded with nonaffiliated reinsurers:
- For Liability Lines (\$6,000,000 xs of \$1,000,000 retention)
 - For Workers Compensation Lines (\$99,000,000 xs \$1,000,000 retention)
 - For Terrorism Lines (\$139,000,000 xs \$1,000,000 retention)
 - For Public Entity Liability Lines (\$9,000,000 xs \$1,000,000 retention)
 - For Property Per Risk Coverage (\$9,000,000 xs \$1,000,000 retention)
 - For Property Catastrophe Coverage (\$59,000,000 xs \$6,000,000 retention)
 - For Medical Professional Liability Lines (\$700,000 xs \$300,000 retention)
 - For Commercial Truck Liability Lines (\$1,500,000 xs \$500,000 retention)
 - For Other Liability Lines (\$750,000 xs \$250,000 retention)
 - For Agriculture Lines -Property (\$9,500,000 xs \$500,000 retention)
 - For Agriculture Lines- Liability (\$500,000 xs \$500,000 retention)
 - For Awards Lines (\$10,000,000 xs \$5,000,000 retention)
 - For Clash Lines (\$3,000,000 xs \$0 retention)
 - For Ocean Marine Lines (Variable quota share maximum retained line \$1,000,000 part of \$5,000,000)
 - Various quota share treaties all lines
 - Various Facultative Agreements all lines
 - Various Umbrella agreements.
- D. Under the Intercompany Reinsurance Agreement, only Star has contractual rights of direct recovery from the excess of loss, catastrophe, quota share, facultative and umbrella agreements noted above.
- E. There are no discrepancies between the assumed and ceded reinsurance schedules of the pool participants.
- F. Under the Intercompany Reinsurance Agreement, only Star establishes a provision for reinsurance and write-off of uncollectible reinsurance relating to the above noted reinsurance agreements.

NOTES TO FINANCIAL STATEMENTS

G. Amounts due to/from lead entity and pool participants as of June 30, 2012:

| <u>Name of Insurer</u> | <u>Amounts Receivable</u> | <u>Amounts Payable</u> | <u>Net Receivable/(Payable)</u> |
|---------------------------------------|---------------------------|------------------------|---------------------------------|
| Star Insurance Co. (Lead insurer) | \$ 150,315,839 | \$ 152,617,602 | \$ (2,301,763) |
| Century Surety Co. | \$ 80,142,848 | \$ 74,803,229 | \$ 5,339,619 |
| Savers Property and Casualty Ins. Co. | \$ 23,965,925 | \$ 21,837,538 | \$ 2,128,388 |
| ProCentury Insurance Co. | \$ 21,271,912 | \$ 28,086,343 | \$ (6,814,431) |
| Williamsburg National Ins. Co. | \$ 16,775,053 | \$ 17,292,840 | \$ (517,787) |
| Ameritrust Insurance Corp. | \$ 10,461,863 | \$ 8,295,890 | \$ 2,165,974 |

27. STRUCTURED SETTLEMENTS

No significant change.

28. HEALTH CARE RECEIVABLES

Not applicable.

29. PARTICIPATING ACCIDENT AND HEALTH POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

As of June 30, 2012, the Company has no liability for premium deficiency reserves. The Company utilizes anticipated investment income as a factor in the premium deficiency calculation.

31. HIGH DEDUCTIBLES

The Company has no high deductibles as of June 30, 2012.

32. DISCOUNTING OF LIABILITIES FOR UNPAID LOSSES AND UNPAID LOSS ADJUSTMENT EXPENSES

Not applicable.

33. ASBESTOS AND ENVIRONMENTAL RESERVES

No significant change.

34. SUBSCRIBER SAVINGS ACCOUNTS

Not applicable.

35. MULTIPLE PERIL CROP INSURANCE

Not applicable.

36. FINANCIAL GUARANTY INSURANCE

- A1. Unrecorded installment premiums and expected earnings - Not applicable.
A2. Recorded non-installment premiums and expected earnings - Not applicable.
A3. Changes in claim liability and discount rate used - Not applicable.
A4. Risk management activities - Not applicable.
B. The Company has no insured financial obligations.

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. 12/31/2010.....

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. 12/31/2010.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 1/31/2012.....

6.4 By what department or departments?
Ohio Department of Insurance

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

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

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

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

| | 1 Prior Year-End Book/Adjusted Carrying Value | 2 Current Quarter Book/Adjusted Carrying Value |
|--|---|--|
| 14.21 Bonds..... | \$0 | \$0 |
| 14.22 Preferred Stock..... | \$0 | \$0 |
| 14.23 Common Stock..... | \$35,685,573 | \$35,050,538 |
| 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)..... | \$35,685,573 | \$35,050,538 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above..... | \$0 | \$0 |

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

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

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

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

| 1 Name of Custodian(s) | 2 Custodian Address |
|---------------------------|--|
| JP Morgan Chase Bank, NA | P.O. Box 710634, Columbus, OH 43271-0634 |

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

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

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

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

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

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

| 1 Central Registration Depository | 2 Name(s) | 3 Address |
|--------------------------------------|---------------------------|--|
| 107423 | Conning, Inc | One Financial Plaza, Hartford, CT 06103-2627 |
| 106810 | Munder Capital Management | 480 Pierce Street, Birmingham, MI 48009 |

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

17.2 If no, list exceptions:

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 | 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) |
|------------------------------|------------------------------|----------------------------|--------------------------------------|---|
|------------------------------|------------------------------|----------------------------|--------------------------------------|---|

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 | E | 1,291,818 | 1,528,310 | 599,604 | 340,417 | 2,152,912 | 2,000,776 |
| 2. Alaska.....AK | E | 654,531 | 495,446 | 37,113 | 10,000 | 778,907 | 614,223 |
| 3. Arizona.....AZ | L | 818,030 | 607,545 | 130,096 | 672,123 | 1,794,300 | 3,079,805 |
| 4. Arkansas.....AR | E | 706,461 | 470,074 | 143,165 | 78,124 | 614,798 | 1,173,792 |
| 5. California.....CA | E | 23,472,479 | 17,855,102 | 10,274,855 | 4,911,094 | 41,092,711 | 37,873,816 |
| 6. Colorado.....CO | E | 935,800 | 782,747 | 172,938 | 163,564 | 2,186,689 | 2,500,772 |
| 7. Connecticut.....CT | E | 538,748 | 605,121 | 202,439 | 112,792 | 759,110 | 560,555 |
| 8. Delaware.....DE | E | 86,853 | 39,406 | 1,000 | 15,250 | 258,187 | 263,024 |
| 9. District of Columbia.....DC | E | 175,541 | 134,066 | 25,254 | 21,290 | 257,367 | 378,707 |
| 10. Florida.....FL | E | 22,367,897 | 23,257,021 | 11,557,802 | 7,880,350 | 33,204,534 | 36,570,314 |
| 11. Georgia.....GA | E | 2,757,828 | 1,843,418 | 513,561 | 666,939 | 2,400,884 | 2,760,239 |
| 12. Hawaii.....HI | E | 171,945 | 197,321 | 49,710 | 6,884 | 299,289 | 312,372 |
| 13. Idaho.....ID | E | 208,973 | 204,519 | 11,541 | 25,745 | 313,780 | 220,329 |
| 14. Illinois.....IL | E | 1,974,125 | 2,128,856 | 336,693 | 886,237 | 3,001,136 | 3,203,425 |
| 15. Indiana.....IN | L | 190,111 | 154,403 | 8,205 | 345,385 | 501,203 | 923,322 |
| 16. Iowa.....IA | E | 129,037 | 114,004 | (925) | 38,386 | 105,785 | 119,212 |
| 17. Kansas.....KS | E | 468,274 | 555,225 | 38,419 | 301,082 | 770,947 | 731,399 |
| 18. Kentucky.....KY | E | 574,737 | 665,655 | 495,069 | 185,920 | 1,110,744 | 1,244,677 |
| 19. Louisiana.....LA | E | 6,854,677 | 5,748,102 | 3,727,104 | 2,430,790 | 8,210,518 | 10,544,434 |
| 20. Maine.....ME | E | 159,151 | 176,056 | 833 | 35,316 | 86,784 | 62,233 |
| 21. Maryland.....MD | E | 616,981 | 449,616 | 76,683 | 52,518 | 591,160 | 469,255 |
| 22. Massachusetts.....MA | E | 776,989 | 949,065 | 364,153 | 303,265 | 1,609,138 | 1,466,249 |
| 23. Michigan.....MI | E | 983,469 | 1,777,490 | 352,780 | 386,473 | 2,755,534 | 4,145,338 |
| 24. Minnesota.....MN | E | 431,865 | 283,601 | 29,296 | 6,375 | 645,139 | 798,911 |
| 25. Mississippi.....MS | E | 1,208,981 | 1,161,844 | 402,650 | 588,758 | 1,388,530 | 1,576,203 |
| 26. Missouri.....MO | E | 1,876,061 | 1,705,547 | 1,705,878 | 1,952,050 | 3,137,966 | 4,238,402 |
| 27. Montana.....MT | E | 331,350 | 218,030 | 363,846 | (4,717) | 388,361 | 280,408 |
| 28. Nebraska.....NE | E | 390,561 | 364,016 | 3,121 | 42,506 | 548,456 | 315,397 |
| 29. Nevada.....NV | E | 753,974 | 762,575 | 676,432 | 349,723 | 1,901,204 | 1,924,159 |
| 30. New Hampshire.....NH | E | 107,179 | 185,099 | | 16,286 | 185,515 | 167,908 |
| 31. New Jersey.....NJ | E | 2,410,634 | 2,037,020 | 669,751 | 378,645 | 4,150,138 | 3,950,156 |
| 32. New Mexico.....NM | E | 409,710 | 300,100 | 179,473 | 535,522 | 1,760,602 | 1,922,780 |
| 33. New York.....NY | E | 5,987,011 | 5,392,099 | 1,971,941 | 3,072,095 | 16,789,545 | 14,472,433 |
| 34. North Carolina.....NC | E | 1,698,328 | 1,520,052 | 390,658 | 321,518 | 1,694,675 | 1,411,601 |
| 35. North Dakota.....ND | E | 156,350 | 100,875 | | | 222,941 | 146,954 |
| 36. Ohio.....OH | L | 1,063,285 | 1,184,871 | 2,414,881 | 236,604 | 1,288,256 | 2,248,783 |
| 37. Oklahoma.....OK | E | 1,815,259 | 1,409,820 | 783,456 | 198,439 | 2,262,191 | 1,751,402 |
| 38. Oregon.....OR | E | 1,231,732 | 1,219,275 | 466,378 | 591,506 | 2,585,159 | 2,607,643 |
| 39. Pennsylvania.....PA | E | 2,695,624 | 2,158,720 | 1,322,091 | 759,365 | 3,671,494 | 3,713,400 |
| 40. Rhode Island.....RI | E | (2,213) | 25,899 | | 30,686 | 44,549 | 23,946 |
| 41. South Carolina.....SC | E | 786,242 | 878,211 | 494,430 | 421,425 | 1,848,439 | 2,019,928 |
| 42. South Dakota.....SD | E | 80,315 | 69,610 | 188 | 815 | 122,059 | 108,848 |
| 43. Tennessee.....TN | E | 839,049 | 590,710 | 154,018 | 247,260 | 1,439,997 | 1,053,526 |
| 44. Texas.....TX | E | 15,214,414 | 14,035,046 | 7,692,514 | 3,992,851 | 20,967,945 | 21,218,094 |
| 45. Utah.....UT | E | 461,048 | 265,915 | 86,675 | 3,707 | 812,206 | 790,828 |
| 46. Vermont.....VT | E | 181,666 | 111,542 | 7,402 | 3,656 | 225,180 | 261,047 |
| 47. Virginia.....VA | E | 737,945 | 608,586 | 64,043 | 95,063 | 1,323,454 | 1,818,270 |
| 48. Washington.....WA | E | 2,387,163 | 2,889,576 | 2,188,292 | 597,097 | 6,705,498 | 8,030,966 |
| 49. West Virginia.....WV | L | 468 | 718 | (5,660) | (4,500) | 15,281 | 36,030 |
| 50. Wisconsin.....WI | L | 195,721 | 113,909 | 3,904 | 17,072 | 240,261 | 344,942 |
| 51. Wyoming.....WY | E | 295,725 | 297,719 | 2,807 | | 1,335,548 | 1,238,406 |
| 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) 5 | 110,659,902 | 100,629,553 | 51,186,555 | 34,319,752 | 182,557,005 | 189,689,641 |

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 |

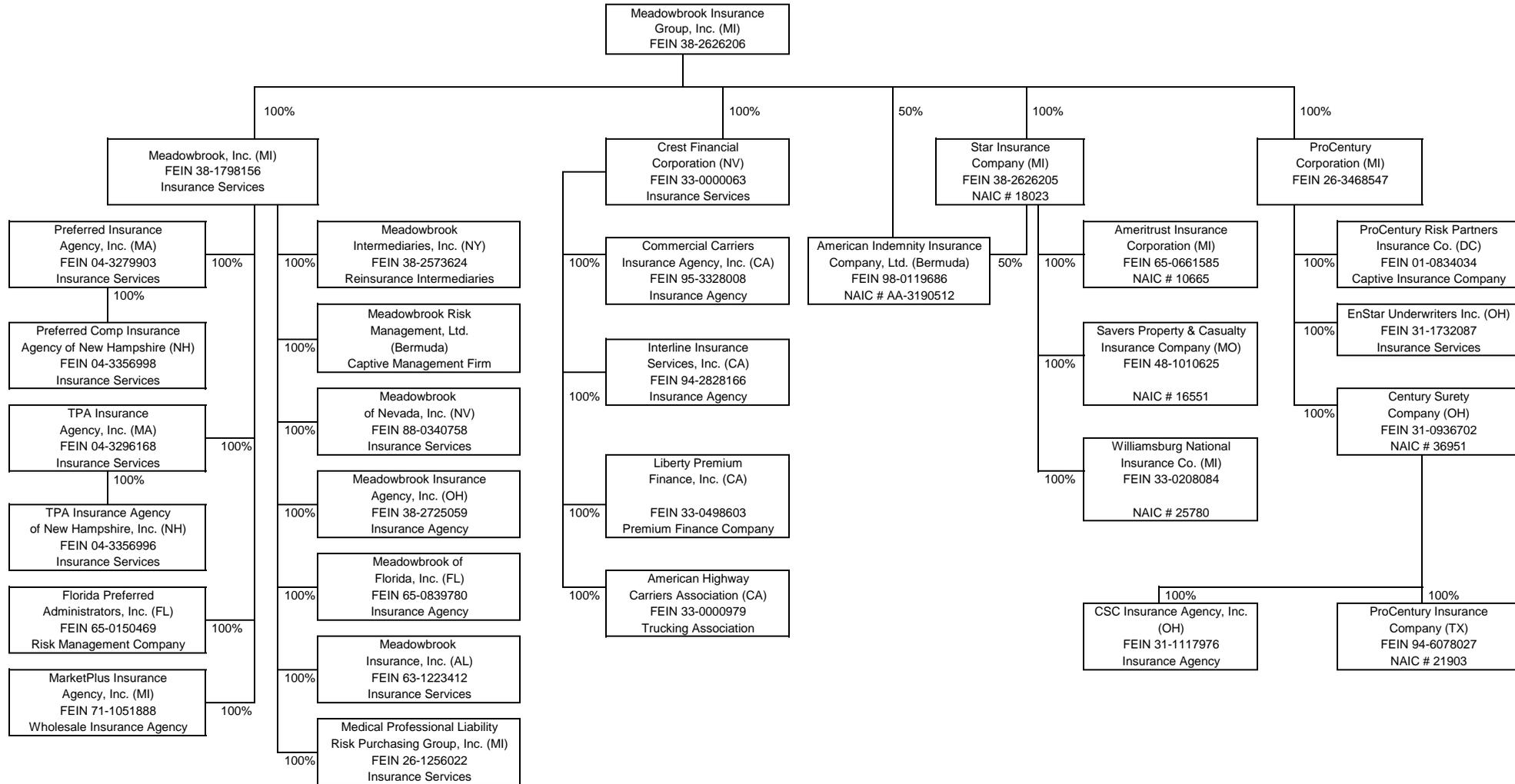
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(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



Q11

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 * |
|-----------------|-----------------|------------------------|------------------------|-------------------|----------|---|--|---------------------------|--|--|--|--|--|---------|
| Members | | | | | | | | | | | | | | |
| 0748 | | 18023 | 38-2626206 | | 949156 | NYSE | Meadowbrook Insurance Group, Inc. | MI | UIP | | | | | |
| 0748 | | 16551 | 38-2626205 | | | | Star Insurance Company | MI | IA | Meadowbrook Insurance Group, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| 0748 | | 25780 | 48-1010625 | | | | Savers Property & Casualty Insurance Company | MO | IA | Star Insurance Company | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| 0748 | | 10665 | 33-0208084 | | | | Williamsburg National Insurance Company | MI | IA | Star Insurance Company | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 65-0661585 | | | | Ameritrust Insurance Corporation | MI | IA | Star Insurance Company | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 98-0119686 | | | | American Indemnity Insurance Company, Ltd. | BM | IA | Meadowbrook Insurance Group, Inc. | Ownership | 50.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 98-0119686 | | | | American Indemnity Insurance Company, Ltd. | BM | IA | Star Insurance Company | Ownership | 50.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 26-3468547 | | | | ProCentury Corporation | MI | UDP | Meadowbrook Insurance Group, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 01-0834034 | | | | ProCentury Risk Partners Insurance Company | DC | IA | ProCentury Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 31-1732087 | | | | EnStar Underwriters, Inc. | OH | NIA | ProCentury Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| 0748 | | 36951 | 31-0936702 | | | | Century Surety Company | OH | | ProCentury Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| 0748 | | 21903 | 94-6078027 | | | | ProCentury Insurance Company | TX | DS | Century Surety Company | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 31-1117976 | | | | CSC Insurance Agency, Inc. | OH | DS | Century Surety Company | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 33-0000063 | | | | Crest Financial Corporation | NV | NIA | Meadowbrook Insurance Group, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 95-3328008 | | | | Commercial Carriers Insurance Agency, Inc. | CA | NIA | Crest Financial Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 94-2828166 | | | | Interline Insurance Services, Inc. | CA | NIA | Crest Financial Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 33-0498603 | | | | Liberty Premium Finance, Inc. | CA | NIA | Crest Financial Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 33-0000979 | | | | American Highway Carriers Association | CA | NIA | Crest Financial Corporation | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 38-1798156 | | | | Meadowbrook, Inc. | MI | NIA | Meadowbrook Insurance Group, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 04-3279903 | | | | Preferred Insurance Agency, Inc. | MA | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 04-3356998 | | | | Preferred Comp Insurance Agency of New Hampshire | NH | NIA | Preferred Insurance Agency, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 04-3296168 | | | | TPA Insurance Agency, Inc. | MA | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 04-3356996 | | | | TPA Insurance Agency of New Hampshire, Inc. | NH | NIA | TPA Insurance Agency, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 65-0150469 | | | | Florida Preferred Administrators, Inc. | FL | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 71-1051888 | | | | MarketPlus Insurance Agency, Inc. | MI | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 38-2573624 | | | | Meadowbrook Intermediaries, Inc. | NY | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | | | | | Meadowbrook Risk Management, Ltd. | BM | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 88-0340758 | | | | Meadowbrook of Nevada, Inc. | NV | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 38-2725059 | | | | Meadowbrook Insurance Agency, Inc. | OH | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 65-0839780 | | | | Meadowbrook of Florida, Inc. | FL | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 63-1223412 | | | | Meadowbrook Insurance, Inc. | AL | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |
| | | | 26-1256022 | | | | Medical Professional Liability Risk Purchasing Group, Inc. | MI | NIA | Meadowbrook, Inc. | Ownership | 100.000 | Meadowbrook Insurance Group, Inc. | |

Q12

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..... | 9,316,030 | 2,931,655 | 31.5 | 12.6 |
| 2. Allied lines..... | 2,031,142 | 3,172,434 | 156.2 | 112.5 |
| 3. Farmowners multiple peril..... | | | 0.0 | |
| 4. Homeowners multiple peril..... | | | 0.0 | |
| 5. Commercial multiple peril..... | 27,674,765 | 16,351,523 | 59.1 | 61.8 |
| 6. Mortgage guaranty..... | | | 0.0 | |
| 8. Ocean marine..... | 873,111 | (338,422) | (38.8) | (24.3) |
| 9. Inland marine..... | 936,189 | 231,642 | 24.7 | 21.6 |
| 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..... | | | 0.0 | |
| 17.1 Other liability-occurrence..... | 42,259,619 | 16,937,726 | 40.1 | 26.8 |
| 17.2 Other liability-claims made..... | 5,869,157 | 2,307,192 | 39.3 | (2.6) |
| 17.3 Excess workers' compensation..... | | | 0.0 | |
| 18.1 Products liability-occurrence..... | 496,111 | 165,671 | 33.4 | 0.0 |
| 18.2 Products liability-claims made..... | 3,834 | 380 | 9.9 | |
| 19.1, 19.2 Private passenger auto liability..... | | | 0.0 | |
| 19.3, 19.4 Commercial auto liability..... | 8,079,298 | 6,759,276 | 83.7 | 83.0 |
| 21. Auto physical damage..... | 2,747,334 | 823,310 | 30.0 | 55.2 |
| 22. Aircraft (all perils)..... | | | 0.0 | |
| 23. Fidelity..... | 3,251 | (12) | (0.4) | 7.3 |
| 24. Surety..... | 74,747 | 1,024,199 | 1,370.2 | (142.6) |
| 26. Burglary and theft..... | | | 0.0 | |
| 27. Boiler and machinery..... | 132,160 | 33,854 | 25.6 | 6.8 |
| 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..... | 100,496,748 | 50,400,429 | 50.2 | 40.5 |

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..... | 5,100,270 | 9,258,729 | 10,166,109 |
| 2. Allied lines..... | 1,214,843 | 2,135,999 | 1,995,126 |
| 3. Farmowners multiple peril..... | | | |
| 4. Homeowners multiple peril..... | | | |
| 5. Commercial multiple peril..... | 15,556,861 | 34,592,838 | 29,266,660 |
| 6. Mortgage guaranty..... | | | |
| 8. Ocean marine..... | 401,783 | 766,379 | 1,525,653 |
| 9. Inland marine..... | 520,112 | 1,022,237 | 770,581 |
| 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..... | 26,302,391 | 44,475,588 | 41,510,513 |
| 17.2 Other liability-claims made..... | 3,635,534 | 6,846,480 | 3,919,107 |
| 17.3 Excess workers' compensation..... | | | |
| 18.1 Products liability-occurrence..... | 354,628 | 653,249 | 35,679 |
| 18.2 Products liability-claims made..... | 11,794 | 12,738 | |
| 19.1 19.2 Private passenger auto liability..... | | | |
| 19.3 19.4 Commercial auto liability..... | 4,500,239 | 7,929,901 | 8,536,090 |
| 21. Auto physical damage..... | 1,458,757 | 2,724,744 | 2,700,249 |
| 22. Aircraft (all perils)..... | | | |
| 23. Fidelity..... | 1,661 | 2,617 | 3,161 |
| 24. Surety..... | 15,200 | 52,580 | 73,073 |
| 26. Burglary and theft..... | | | |
| 27. Boiler and machinery..... | 128,567 | 185,823 | 127,552 |
| 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..... | 59,202,641 | 110,659,902 | 100,629,553 |

DETAILS OF WRITE-INS

| | | | | |
|---|---|---|---|---|
| 3401..... | | | | |
| 3402..... | | | | |
| 3403..... | | | | |
| 3498. Sum. of remaining write-ins for Line 34 from overflow page..... | 0 | 0 | 0 | 0 |
| 3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34)..... | 0 | 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..... | 51,462 | 40,317 | 91,779 | 16,143 | 270 | 16,412 | 46,278 | 961 | 32,411 | 79,650 | 10,959 | (6,675) | 4,284 |
| 2. 2010..... | 31,334 | 28,517 | 59,851 | 12,628 | 270 | 12,898 | 28,444 | 961 | 20,047 | 49,452 | 9,738 | (7,240) | 2,499 |
| 3. Subtotals 2010 + Prior..... | 82,795 | 68,834 | 151,629 | 28,771 | 539 | 29,310 | 74,722 | 1,922 | 52,458 | 129,102 | 20,697 | (13,914) | 6,783 |
| 4. 2011..... | 36,718 | 64,786 | 101,503 | 19,764 | 4,853 | 24,618 | 19,122 | 17,299 | 44,844 | 81,265 | 2,169 | 2,210 | 4,380 |
| 5. Subtotals 2011 + Prior..... | 119,513 | 133,620 | 253,133 | 48,535 | 5,393 | 53,928 | 93,844 | 19,221 | 97,302 | 210,367 | 22,866 | (11,704) | 11,162 |
| 6. 2012..... | XXX | XXX | XXX | XXX | 11,516 | 11,516 | XXX | 18,731 | 45,357 | 64,089 | XXX | XXX | XXX |
| 7. Totals..... | 119,513 | 133,620 | 253,133 | 48,535 | 16,909 | 65,444 | 93,844 | 37,952 | 142,659 | 274,456 | 22,866 | (11,704) | 11,162 |
| 8. Prior Year-End's Surplus As Regards Policyholders | 156,232 | | | | | | | | | | 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 |
| | | | | | | | | | | | 1.19.1 % | 2.(8.8)% | 3.4.4 % |
| | | | | | | | | | | | | | Col. 13, Line 7 Line 8 |
| | | | | | | | | | | | | | 4.7.1 % |

Q14

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:



NONE

Century Surety Company
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

| | 1 Year to Date | 2 Prior Year Ended December 31 |
|---|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year..... | 0 | |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition..... | | |
| 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 |

NONE

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..... | 440,807,677 | 410,850,156 |
| 2. Cost of bonds and stocks acquired..... | 47,996,710 | 76,168,313 |
| 3. Accrual of discount..... | 89,226 | 246,617 |
| 4. Unrealized valuation increase (decrease)..... | 786,731 | 2,335,244 |
| 5. Total gain (loss) on disposals..... | 758,240 | 1,969,324 |
| 6. Deduct consideration for bonds and stocks disposed of..... | 26,665,254 | 48,523,153 |
| 7. Deduct amortization of premium..... | 1,217,864 | 2,238,825 |
| 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)..... | 462,555,465 | 440,807,677 |
| 11. Deduct total nonadmitted amounts..... | 3,000 | 9,200 |
| 12. Statement value at end of current period (Line 10 minus Line 11)..... | 462,552,465 | 440,798,477 |

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)..... | 337,583,595 | 48,350,499 | 31,890,370 | 151,995 | 337,583,595 | 354,195,719 | | 343,734,421 |
| 2. Class 2 (a)..... | 47,271,375 | 2,290,157 | 7,066 | (20,130) | 47,271,375 | 49,534,336 | | 40,263,592 |
| 3. Class 3 (a)..... | 1,484,858 | | | (701,840) | 1,484,858 | 783,018 | | 1,623,072 |
| 4. Class 4 (a)..... | 849,373 | | 31,000 | 53,027 | 849,373 | 871,400 | | 710,123 |
| 5. Class 5 (a)..... | 473,182 | | 88,588 | 1,392 | 473,182 | 385,986 | | 609,028 |
| 6. Class 6 (a)..... | 1,897,172 | | 13,823 | 437 | 1,897,172 | 1,883,786 | | 1,926,496 |
| 7. Total Bonds..... | 389,559,556 | 50,640,656 | 32,030,847 | (515,120) | 389,559,556 | 407,654,245 | .0 | 388,866,732 |
| PREFERRED STOCK | | | | | | | | |
| 8. Class 1..... | | | | | | | | |
| 9. Class 2..... | 3,478,261 | | 233,601 | 40,582 | 3,478,261 | 3,285,242 | | 4,923,175 |
| 10. Class 3..... | 7,896,196 | | 1,006,108 | (1,015,477) | 7,896,196 | 5,874,612 | | 6,045,946 |
| 11. Class 4..... | 2,371,120 | | 1,184,000 | 1,130,674 | 2,371,120 | 2,317,794 | | 2,369,744 |
| 12. Class 5..... | 441,579 | | | | 441,579 | 441,579 | | 441,579 |
| 13. Class 6..... | 60,395 | | | (1,200) | 60,395 | 59,195 | | 66,885 |
| 14. Total Preferred Stock..... | 14,247,551 | .0 | 2,423,709 | 154,580 | 14,247,551 | 11,978,422 | .0 | 13,847,329 |
| 15. Total Bonds and Preferred Stock..... | 403,807,107 | 50,640,656 | 34,454,556 | (360,540) | 403,807,107 | 419,632,667 | .0 | 402,714,061 |

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 \$.....7,392,446; 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..... | 7,392,446 | XXX | 7,392,446 | | |

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..... | 12,383,894 | 3,237,102 |
| 2. Cost of short-term investments acquired..... | 66,372,939 | 136,041,804 |
| 3. Accrual of discount..... | | |
| 4. Unrealized valuation increase (decrease)..... | | |
| 5. Total gain (loss) on disposals..... | | |
| 6. Deduct consideration received on disposals..... | 71,364,387 | 126,895,012 |
| 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)..... | 7,392,446 | 12,383,894 |
| 11. Deduct total nonadmitted amounts..... | | |
| 12. Statement value at end of current period (Line 10 minus Line 11)..... | 7,392,446 | 12,383,894 |

**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. Political Subdivisions of States, Territories and Possessions | | | | | | | | | |
| 442331 VX 9 | HOUSTON TX..... | | ..04/25/2012 | JEFFERIES & CO..... | |1,766,370 |1,500,000 | | 1FE..... |
| 64966J L3 8 | NEW YORK NY..... | | ..05/24/2012 | MERRILL LYNCH..... | |2,405,940 |2,000,000 | | 1FE..... |
| 2499999. | Total - Bonds - U.S. Political Subdivision of States, Territories & Possessions..... | | | | |4,172,310 |3,500,000 |0 |XXX..... |
| Bonds - U.S. Special Revenue and Special Assessment | | | | | | | | | |
| 167736 ZF 7 | CHICAGO IL WTR REVENUE..... | | ..05/11/2012 | SIEBERT BRANFORD..... | |596,100 |500,000 | | 1FE..... |
| 184126 YF 1 | CLAYTON CNTY GA & CLAYTON CNTY..... | | ..04/20/2012 | JEFFERIES & CO..... | |1,676,213 |1,335,000 |10,013 | 1FE..... |
| 196632 PD 9 | COLORADO SPRINGS CO UTILITIESR..... | | ..05/15/2012 | MERRILL LYNCH..... | |3,426,995 |2,750,000 |3,438 | 1FE..... |
| 396586 TV 1 | GREENVILLE SC WTRWKS REVENUE..... | | ..05/03/2012 | EXCHANGE..... | |123,781 |120,000 |1,533 | 1FE..... |
| 396586 UE 7 | GREENVILLE SC WTRWKS REVENUE..... | | ..05/03/2012 | EXCHANGE..... | |391,971 |380,000 |4,856 | 1FE..... |
| 485429 CW 2 | KANSAS ST DEV FIN AUTH REVENUE..... | | ..06/28/2012 | DIRECT..... | |286,892 |235,000 |3,981 | 1FE..... |
| 546475 MY 7 | LOUISIANA ST GAS & FUELS TAX R..... | | ..05/03/2012 | CITIGROUP GLOBAL MARKETS..... | |2,406,240 |2,000,000 | | 1FE..... |
| 555412 JG 1 | MACOMB TWP MI BLDG AUTH..... | | ..05/17/2012 | DIRECT..... | |219,640 |200,000 | | 1FE..... |
| 64972F 7S 9 | NEW YORK CITY NY MUNI WTR FINA..... | | ..06/20/2012 | JEFFERIES & CO..... | |1,176,790 |1,000,000 | | 1FE..... |
| 3199999. | Total - Bonds - U.S. Special Revenue & Special Assessments..... | | | | |10,304,622 |8,520,000 |23,821 |XXX..... |
| Bonds - Industrial and Miscellaneous | | | | | | | | | |
| 00037B AB 8 | ABB FINANCE USA INC..... | | ..05/03/2012 | GOLDMAN SACHS..... | |391,332 |400,000 | | 1FE..... |
| 00101J AB 2 | ADT CORP..... | | ..06/27/2012 | GOLDMAN SACHS..... | |598,585 |600,000 | | 2FE..... |
| 021441 AD 2 | ALTERA CORP..... | | ..05/01/2012 | BANK AMERICA..... | |299,541 |300,000 | | 1FE..... |
| 17252M AL 4 | CINTAS CORPORATION NO. 2..... | | ..06/05/2012 | KEYBANC CAPITAL MARKETS..... | |249,620 |250,000 | | 2FE..... |
| 250847 EJ 5 | DETROIT EDISON COMPANY..... | | ..06/19/2012 | BARCLAYS AMERICAN..... | |249,610 |250,000 | | 1FE..... |
| 25179M AP 8 | DEVON ENERGY CORPORATION..... | | ..05/07/2012 | GOLDMAN SACHS..... | |621,300 |625,000 | | 2FE..... |
| 674599 CE 3 | OCCIDENTAL PETROLEUM COR..... | | ..06/19/2012 | BANK AMERICA..... | |772,977 |775,000 | | 1FE..... |
| 695156 AP 4 | PACKAGING CORP OF AMERIC..... | | ..06/21/2012 | BANK AMERICA..... | |199,822 |200,000 | | 2FE..... |
| 779382 AP 5 | ROWAN COMPANIES INC..... | | ..05/16/2012 | RBC CAPITAL MARKETS SECURITIES - US..... | |620,831 |625,000 | | 2FE..... |
| 94973V AX 5 | WELLPOINT INC..... | | ..05/02/2012 | BANK AMERICA..... | |746,160 |750,000 | | 1FE..... |
| 05565Q BZ 0 | BP CAPITAL MARKETS PLC..... | F..... | ..05/02/2012 | MORGAN STANLEY..... | |1,825,000 |1,825,000 | | 1FE..... |
| 3899999. | Total - Bonds - Industrial & Miscellaneous..... | | | | |6,574,778 |6,600,000 |0 |XXX..... |
| 8399997. | Total - Bonds - Part 3..... | | | | |21,051,710 |18,620,000 |23,821 |XXX..... |
| 8399999. | Total - Bonds..... | | | | |21,051,710 |18,620,000 |23,821 |XXX..... |
| 9999999. | Total - Bonds, Preferred and Common Stocks..... | | | | |21,051,710 |XXX..... |23,821 |XXX..... |

QE04

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

SCHEDULE D - PART 4

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

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change in Book/Adjusted Carrying Value | | | | | 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/Dividends Received During Year | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |
| Bonds - U.S. Government | | | | | | | | | | | | | | | | | | | | | |
| 36202C | 5D 1 | | 06/01/2012 | MBS PAYMENT..... | | 807 | 807 | 818 | 808 | | (1) | | (1) | | 807 | | | 0 | 21 | 04/01/2027 | 1..... |
| 36202E | 6E 4 | | 06/01/2012 | MBS PAYMENT..... | | 110,933 | 110,933 | 111,921 | 110,981 | | (47) | | (47) | | 110,933 | | | 0 | 2,300 | 02/01/2039 | 1..... |
| 36202W | KY 4 | | 06/01/2012 | MBS PAYMENT..... | | 1,424 | 1,424 | 1,491 | 1,426 | | (3) | | (3) | | 1,424 | | | 0 | 30 | 03/01/2018 | 1..... |
| 36211W | KC 1 | | 06/01/2012 | MBS PAYMENT..... | | 182 | 182 | 194 | 181 | | | | 0 | | 182 | | | 0 | 6 | 03/01/2028 | 1..... |
| 36296D | LB 2 | | 06/01/2012 | MBS PAYMENT..... | | 50,659 | 50,659 | 50,599 | 50,656 | | 3 | | 3 | | 50,659 | | | 0 | 1,246 | 06/01/2038 | 1..... |
| 36296P | 6Q 9 | | 06/01/2012 | MBS PAYMENT..... | | 164,480 | 164,480 | 167,616 | 164,773 | | (292) | | (292) | | 164,480 | | | 0 | 3,654 | 06/01/2038 | 1..... |
| 912828 | GU 8 | | 06/13/2012 | VARIOUS..... | | 390,000 | 390,000 | 390,426 | 390,043 | | (43) | | (43) | | 390,000 | | | 0 | 9,263 | 05/31/2012 | 1..... |
| 0599999 | Total - Bonds - U.S. Government..... | | | | | 718,485 | 718,485 | 723,065 | 718,868 | 0 | (383) | 0 | (383) | 0 | 718,485 | 0 | 0 | 0 | 16,520 | XXX | XXX |
| Bonds - U.S. Special Revenue and Special Assessment | | | | | | | | | | | | | | | | | | | | | |
| 3128LA | 7D 6 | | 06/01/2012 | MBS PAYMENT..... | | 90,682 | 90,682 | 91,525 | 90,723 | | (41) | | (41) | | 90,682 | | | 0 | 2,007 | 11/01/2037 | 1..... |
| 3128M4 | PX 5 | | 06/01/2012 | MBS PAYMENT..... | | 140,724 | 140,724 | 133,226 | 140,070 | | 654 | | 654 | | 140,724 | | | 0 | 2,589 | 12/01/2035 | 1..... |
| 312929 | UA 8 | | 06/01/2012 | MBS PAYMENT..... | | 63,773 | 63,773 | 64,074 | 63,824 | | (52) | | (52) | | 63,773 | | | 0 | 1,600 | 04/01/2038 | 1..... |
| 312935 | RM 3 | | 06/01/2012 | MBS PAYMENT..... | | 16,687 | 16,687 | 17,357 | 16,723 | | (37) | | (37) | | 16,687 | | | 0 | 362 | 12/01/2038 | 1..... |
| 312946 | T2 2 | | 06/01/2012 | MBS PAYMENT..... | | 159,502 | 159,502 | 163,004 | 159,805 | | (303) | | (303) | | 159,502 | | | 0 | 2,945 | 01/01/2041 | 1..... |
| 31294K | RE 7 | | 06/01/2012 | MBS PAYMENT..... | | 23,483 | 23,483 | 23,322 | 23,466 | | 17 | | 17 | | 23,483 | | | 0 | 434 | 11/01/2017 | 1..... |
| 31294K | ZT 5 | | 06/01/2012 | MBS PAYMENT..... | | 18,143 | 18,143 | 18,141 | 18,143 | | | | 0 | | 18,143 | | | 0 | 376 | 12/01/2018 | 1..... |
| 312962 | 6K 4 | | 06/01/2012 | MBS PAYMENT..... | | 11,170 | 11,170 | 11,127 | 11,165 | | 6 | | 6 | | 11,170 | | | 0 | 223 | 03/01/2018 | 1..... |
| 312962 | WC 3 | | 06/01/2012 | MBS PAYMENT..... | | 25,516 | 25,516 | 25,955 | 25,555 | | (38) | | (38) | | 25,516 | | | 0 | 539 | 05/01/2018 | 1..... |
| 312964 | 6W 4 | | 06/01/2012 | MBS PAYMENT..... | | 103,011 | 103,011 | 104,058 | 103,086 | | (75) | | (75) | | 103,011 | | | 0 | 2,084 | 03/01/2018 | 1..... |
| 312964 | UH 0 | | 06/01/2012 | MBS PAYMENT..... | | 24,763 | 24,763 | 25,003 | 24,799 | | (36) | | (36) | | 24,763 | | | 0 | 449 | 08/01/2018 | 1..... |
| 312968 | 5L 0 | | 06/01/2012 | MBS PAYMENT..... | | 17,683 | 17,683 | 17,908 | 17,693 | | (10) | | (10) | | 17,683 | | | 0 | 369 | 01/01/2019 | 1..... |
| 31297H | YK 9 | | 06/01/2012 | MBS PAYMENT..... | | 3,493 | 3,493 | 3,470 | 3,491 | | 2 | | 2 | | 3,493 | | | 0 | 73 | 06/01/2029 | 1..... |
| 31297U | Y8 7 | | 06/01/2012 | MBS PAYMENT..... | | 85,776 | 85,776 | 84,664 | 85,574 | | 202 | | 202 | | 85,776 | | | 0 | 1,789 | 06/01/2034 | 1..... |
| 3132GR | AH 4 | | 06/01/2012 | MBS PAYMENT..... | | 13,321 | 13,321 | 13,783 | 13,783 | | (11) | | (11) | | 13,321 | | | 0 | 117 | 01/01/2042 | 1..... |
| 31371K | 2R 1 | | 06/01/2012 | MBS PAYMENT..... | | 18,103 | 18,103 | 18,411 | 18,125 | | (22) | | (22) | | 18,103 | | | 0 | 370 | 08/01/2017 | 1..... |
| 31371K | Y4 7 | | 06/01/2012 | MBS PAYMENT..... | | 18,038 | 18,038 | 18,362 | 18,061 | | (24) | | (24) | | 18,038 | | | 0 | 376 | 07/01/2017 | 1..... |
| 31371L | Q2 8 | | 06/01/2012 | MBS PAYMENT..... | | 110,180 | 110,180 | 108,840 | 110,065 | | 115 | | 115 | | 110,180 | | | 0 | 2,060 | 11/01/2018 | 1..... |
| 31376K | B3 9 | | 06/01/2012 | MBS PAYMENT..... | | 6,528 | 6,528 | 6,558 | 6,530 | | (1) | | (1) | | 6,528 | | | 0 | 122 | 05/01/2018 | 1..... |
| 31385X | GU 5 | | 06/01/2012 | MBS PAYMENT..... | | 7,440 | 7,440 | 7,474 | 7,442 | | (2) | | (2) | | 7,440 | | | 0 | 138 | 11/01/2017 | 1..... |
| 31390V | K3 7 | | 06/01/2012 | MBS PAYMENT..... | | 15,093 | 15,093 | 15,621 | 15,131 | | (37) | | (37) | | 15,093 | | | 0 | 352 | 05/01/2017 | 1..... |
| 31391H | 2X 1 | | 06/01/2012 | MBS PAYMENT..... | | 19,643 | 19,643 | 19,995 | 19,666 | | (23) | | (23) | | 19,643 | | | 0 | 409 | 08/01/2017 | 1..... |
| 31391Y | 5W 3 | | 06/01/2012 | MBS PAYMENT..... | | 19,741 | 19,741 | 20,099 | 19,770 | | (28) | | (28) | | 19,741 | | | 0 | 409 | 08/01/2017 | 1..... |
| 31393D | L7 4 | | 06/01/2012 | MBS PAYMENT..... | | 48,887 | 48,887 | 46,605 | 48,595 | | 292 | | 292 | | 48,887 | | | 0 | 804 | 05/01/2013 | 1..... |
| 31393E | B3 2 | | 06/01/2012 | MBS PAYMENT..... | | 7,815 | 7,815 | 7,991 | 7,827 | | (12) | | (12) | | 7,815 | | | 0 | 160 | 09/01/2026 | 1..... |
| 31393N | TU 3 | | 06/01/2012 | MBS PAYMENT..... | | 2,170 | 2,170 | 2,177 | 2,171 | | (1) | | (1) | | 2,170 | | | 0 | 36 | 09/01/2013 | 1..... |

QE05

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/ Dividends Received During Year | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |
| 31393Q MH 2 | FHR 2614 EQ..... | | 06/01/2012 | MBS PAYMENT..... | | 34,801 | 34,801 | 33,521 | 34,554 | | 247 | | 247 | | 34,801 | | | 0 | 663 | 02/01/2014 | 1..... |
| 31393Q WR 9 | FHR 2610 DG..... | | 06/01/2012 | MBS PAYMENT..... | | 6,101 | 6,101 | 5,720 | 5,989 | | 112 | | 112 | | 6,101 | | | 0 | 83 | 07/01/2013 | 1..... |
| 31394C CH 3 | FNR 2005-3 HC..... | | 06/01/2012 | MBS PAYMENT..... | | 43,283 | 43,283 | 41,900 | 43,168 | | 115 | | 115 | | 43,283 | | | 0 | 772 | 10/01/2022 | 1..... |
| 31394E GN 2 | FNR 2005-63 HA..... | | 06/01/2012 | MBS PAYMENT..... | | 26,075 | 26,075 | 25,399 | 25,841 | | 234 | | 234 | | 26,075 | | | 0 | 535 | 08/01/2012 | 1..... |
| 31395P EM 0 | FHR 2952 PA..... | | 06/01/2012 | MBS PAYMENT..... | | 75,806 | 75,806 | 73,863 | 75,607 | | 199 | | 199 | | 75,806 | | | 0 | 1,675 | 01/01/2027 | 1..... |
| 31398N XW 9 | FNA 2010-M5 A1..... | | 06/01/2012 | MBS PAYMENT..... | | 21,531 | 21,531 | 21,639 | 21,540 | | (9) | | (9) | | 21,531 | | | 0 | 203 | 05/01/2017 | 1..... |
| 31400J GV 5 | FN 688812..... | | 06/01/2012 | MBS PAYMENT..... | | 24,874 | 24,874 | 25,298 | 24,895 | | (21) | | (21) | | 24,874 | | | 0 | 450 | 07/01/2017 | 1..... |
| 31400P BE 4 | FN 693137..... | | 06/01/2012 | MBS PAYMENT..... | | 12,235 | 12,235 | 12,455 | 12,258 | | (23) | | (23) | | 12,235 | | | 0 | 255 | 07/01/2017 | 1..... |
| 31401B P5 8 | FN 703444..... | | 06/01/2012 | MBS PAYMENT..... | | 4,864 | 4,864 | 4,976 | 4,871 | | (7) | | (7) | | 4,864 | | | 0 | 100 | 12/01/2017 | 1..... |
| 31401L E6 6 | FN 711257..... | | 06/01/2012 | MBS PAYMENT..... | | 13,354 | 13,354 | 13,429 | 13,360 | | (6) | | (6) | | 13,354 | | | 0 | 314 | 01/01/2018 | 1..... |
| 31401M CE 9 | FN 712069..... | | 06/01/2012 | MBS PAYMENT..... | | 73,294 | 73,294 | 73,248 | 73,291 | | 3 | | 3 | | 73,294 | | | 0 | 1,526 | 02/01/2018 | 1..... |
| 31402J 2C 0 | FN 730771..... | | 06/01/2012 | MBS PAYMENT..... | | 42,447 | 42,447 | 43,110 | 42,503 | | (56) | | (56) | | 42,447 | | | 0 | 875 | 01/01/2018 | 1..... |
| 31402Q 4B 4 | FN 735318..... | | 06/01/2012 | MBS PAYMENT..... | | 27,659 | 27,659 | 27,365 | 27,632 | | 27 | | 27 | | 27,659 | | | 0 | 517 | 10/01/2018 | 1..... |
| 31402R LY 3 | FN 735743..... | | 06/01/2012 | MBS PAYMENT..... | | 62,259 | 62,259 | 61,588 | 62,196 | | 63 | | 63 | | 62,259 | | | 0 | 1,152 | 08/01/2019 | 1..... |
| 31404D ED 6 | FN 765232..... | | 06/01/2012 | MBS PAYMENT..... | | 16,999 | 16,999 | 17,126 | 17,005 | | (6) | | (6) | | 16,999 | | | 0 | 334 | 07/01/2018 | 1..... |
| 31404S TP 0 | FN 777358..... | | 06/01/2012 | MBS PAYMENT..... | | 17,698 | 17,698 | 17,541 | 17,683 | | 15 | | 15 | | 17,698 | | | 0 | 324 | 12/01/2018 | 1..... |
| 31405S HL 1 | FN 797735..... | | 06/01/2012 | MBS PAYMENT..... | | 18,813 | 18,813 | 19,112 | 18,826 | | (13) | | (13) | | 18,813 | | | 0 | 397 | 09/01/2019 | 1..... |
| 31412M M8 8 | FN 929283..... | | 06/01/2012 | MBS PAYMENT..... | | 310,236 | 310,236 | 312,127 | 310,539 | | (303) | | (303) | | 310,236 | | | 0 | 5,709 | 10/01/2022 | 1..... |
| 31414S 3U 5 | FN 975211..... | | 06/01/2012 | MBS PAYMENT..... | | 136,818 | 136,818 | 130,918 | 135,426 | | 1,392 | | 1,392 | | 136,818 | | | 0 | 2,525 | 09/01/2037 | 1..... |
| 31417Y RW 9 | FN MA0500..... | | 06/01/2012 | MBS PAYMENT..... | | 117,475 | 117,475 | 121,899 | 117,740 | | (265) | | (265) | | 117,475 | | | 0 | 2,434 | 03/01/2040 | 1..... |
| 31418T C4 7 | FN AD5490..... | | 06/01/2012 | MBS PAYMENT..... | | 55,475 | 55,475 | 58,405 | 55,717 | | (242) | | (242) | | 55,475 | | | 0 | 1,120 | 10/01/2039 | 1..... |
| 31419A K2 2 | FN AE0312..... | | 06/01/2012 | MBS PAYMENT..... | | 121,041 | 121,041 | 124,644 | 121,255 | | (214) | | (214) | | 121,041 | | | 0 | 2,075 | 02/01/2040 | 1..... |
| 31419F FW 1 | FN AE4680..... | | 06/01/2012 | MBS PAYMENT..... | | 108,853 | 108,853 | 112,884 | 109,018 | | (165) | | (165) | | 108,853 | | | 0 | 1,778 | 06/01/2040 | 1..... |
| 31419G XX 7 | FN AE6093..... | | 06/01/2012 | MBS PAYMENT..... | | 79,578 | 79,578 | 82,550 | 79,700 | | (122) | | (122) | | 79,578 | | | 0 | 1,257 | 06/01/2025 | 1..... |
| 38373Y 6X 7 | GNR 2003-16 B..... | | 06/01/2012 | MBS PAYMENT..... | | 304,005 | 304,005 | 304,765 | 304,005 | | | | 0 | | 304,005 | | | 0 | 5,280 | 06/01/2014 | 1..... |
| 38374B 5M 1 | GNR 2003-79 PH..... | | 06/01/2012 | MBS PAYMENT..... | | 18,271 | 18,271 | 18,955 | 18,345 | | (74) | | (74) | | 18,271 | | | 0 | 376 | 09/01/2013 | 1..... |
| 38374B LQ 4 | GNR 2003-60 MA..... | | 06/01/2012 | MBS PAYMENT..... | | 8,918 | 8,918 | 8,617 | 8,889 | | 29 | | 29 | | 8,918 | | | 0 | 125 | 11/01/2022 | 1..... |
| 38374F CX 0 | GNR 2004-5 VB..... | | 06/01/2012 | MBS PAYMENT..... | | 289,635 | 289,635 | 299,409 | 289,635 | | | | 0 | | 289,635 | | | 0 | 7,202 | 12/01/2012 | 1..... |
| 38374K DC 4 | GNR 2004-104 GA..... | | 06/01/2012 | MBS PAYMENT..... | | 51,091 | 51,091 | 49,493 | 50,956 | | 134 | | 134 | | 51,091 | | | 0 | 935 | 04/01/2021 | 1..... |
| 38374K RA 3 | GNR 2005-3 AE..... | | 06/01/2012 | MBS PAYMENT..... | | 37,338 | 37,338 | 36,291 | 37,175 | | 164 | | 164 | | 37,338 | | | 0 | 699 | 09/01/2013 | 1..... |
| 38374K UT 8 | GNR 2005-13 PA..... | | 06/01/2012 | MBS PAYMENT..... | | 85,762 | 85,762 | 83,002 | 85,358 | | 405 | | 405 | | 85,762 | | | 0 | 1,516 | 08/01/2013 | 1..... |
| 396586 SC 4 | GREENVILLE SC WTRWKS REVENUE..... | | 05/03/2012 | EXCHANGE..... | | 515,752 | 500,000 | 550,320 | 517,590 | | (1,839) | | (1,839) | | 515,752 | | | 0 | 18,889 | 02/01/2016 | 1FE..... |
| 65821F CM 6 | NORTH CAROLINA ST HSG FIN AGY..... | | 06/01/2012 | CALLED BY ISSUER at 100.000..... | | 100,000 | 100,000 | 103,093 | 100,775 | | (776) | | (776) | | 100,000 | | | 0 | 2,646 | 07/01/2034 | 1FE..... |
| 880459 X2 3 | TENNESSEE ST HSG DEV AGY..... | | 04/02/2012 | CALLED BY ISSUER at 100.000..... | | 45,000 | 45,000 | 47,624 | 45,800 | | (800) | | (800) | | 45,000 | | | 0 | 1,266 | 07/01/2034 | 1FE..... |
| 888804 AP 6 | TOBACCO SECURITIZATION AUTH ST..... | | 06/01/2012 | CALLED BY ISSUER at 100.000..... | | 55,000 | 55,000 | 54,723 | 54,982 | | 18 | | 18 | | 55,000 | | | 0 | 1,444 | 06/01/2012 | 1FE..... |
| 93978K 3L 0 | WASHINGTON ST HSG FIN COMMISSI..... | | 06/01/2012 | CALLED BY ISSUER at 100.000..... | | 25,000 | 25,000 | 25,653 | 25,190 | | (190) | | (190) | | 25,000 | | | 0 | 550 | 12/01/2025 | 1FE..... |

QE05.1

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) |
| 93978K K2 3 | WASHINGTON ST HSG FIN COMMISSI..... | | 06/01/2012 | CALLED BY ISSUER at 100.000 | | 120,000 | 120,000 | 120,132 | 120,008 | | (8) | | (8) | | 120,000 | | | 0 | 2,732 | 12/01/2033 | 1FE..... |
| 3199999. | Total - Bonds - U.S. Special Revenue & Assessment..... | | | | | 4,178,706 | 4,162,954 | 4,231,544 | 4,166,822 | 0 | (1,447) | 0 | (1,447) | 0 | 4,178,706 | 0 | 0 | 0 | 91,925 | XXX... | XXX... |
| Bonds - Industrial and Miscellaneous | | | | | | | | | | | | | | | | | | | | | |
| 00253C HW 0 | AMT 2002-2 A2..... | | 06/01/2012 | MBS PAYMENT..... | | 239 | 239 | 239 | 239 | | | | 0 | 239 | | | 0 | 4 | 01/01/2021 | 1FM.... | |
| 004421 BK 8 | ACE 2002-HE3 M3..... | | 06/28/2012 | VARIOUS..... | | 27,720 | 27,720 | 14,504 | 52,903 | | | | 0 | 27,720 | | | 0 | | 03/25/2011 | 1FM.... | |
| 00764M AD 9 | AABST 2003-1 M2..... | | 06/26/2012 | MBS PAYMENT..... | | 1,944 | 1,944 | 39 | | | | | 0 | | | | 1,944 | 1,944 | 05/25/2033 | 1FM.... | |
| 03072S FA 8 | AMSI 2003-1 MV3..... | | 06/28/2012 | VARIOUS..... | | 1,366 | 1,366 | 28 | 2,682 | | | | 0 | 1,366 | | | 0 | | 04/25/2011 | 1FM.... | |
| 03939R AB 6 | ARCH WESTERN FINANCE..... | | 05/30/2012 | CALLED BY ISSUER at 100.000 | | 31,000 | 31,000 | 29,373 | 30,481 | | 519 | | 519 | 31,000 | | | 0 | 1,912 | 07/01/2013 | 4FE.... | |
| 05947U LJ 5 | BACM 2003-1 A2..... | | 06/01/2012 | MBS PAYMENT..... | | 34,348 | 34,348 | 34,522 | 34,348 | | | | 0 | 34,348 | | | 0 | 726 | 03/01/2013 | 1FM.... | |
| 05951K AX 1 | BAFC 2006-7 T2A1..... | | 06/01/2012 | MBS PAYMENT..... | | 3,267 | 10,731 | 7,653 | 6,135 | 1,518 | | | 1,518 | 7,653 | | | (4,387) | (4,387) | 10/01/2036 | 1FM.... | |
| 12628K AA 0 | CSAB 2006-3 A1A..... | | 06/01/2012 | MBS PAYMENT..... | | 1,990 | 1,990 | 1,304 | 1,304 | | | | 0 | 1,304 | | | 686 | 686 | 11/01/2036 | 1FM.... | |
| 126342 OD 1 | AMHPT 1996-2 B2..... | | 06/15/2012 | MBS PAYMENT..... | | | 15,656 | 10,001 | 9,785 | 216 | | | 216 | 10,001 | | | (10,001) | (10,001) | 09/15/2026 | 6FE.... | |
| 126380 AB 0 | CSMC 2006-9 2A1..... | | 06/01/2012 | MBS PAYMENT..... | | 32,943 | 32,943 | 32,098 | 29,538 | 3,442 | (37) | | 3,405 | 32,943 | | | 0 | 790 | 04/01/2035 | 1FM.... | |
| 22540V UM 2 | CSFB 2002-HE1 B..... | | 06/26/2012 | MBS PAYMENT..... | | 125 | 125 | 2 | | | | | 0 | | | | 125 | 125 | 07/25/2010 | 6FE.... | |
| 22541N UA 5 | CSFB 2002-30 DB1..... | | 06/01/2012 | MBS PAYMENT..... | | 7,066 | 7,066 | 7,199 | 7,068 | | (2) | | (2) | 7,066 | | | 0 | 251 | 11/01/2032 | 2FM.... | |
| 22541N ZG 7 | HEAT 2003-1 B1..... | | 06/26/2012 | MBS PAYMENT..... | | 1,336 | 1,336 | | | | | | 0 | | | 1,336 | 1,336 | 06/25/2033 | 6FE.... | | |
| 22541S U3 0 | CSFB 2004-8 1A2..... | | 06/01/2012 | MBS PAYMENT..... | | 35,551 | 35,551 | 35,690 | 35,551 | | | | 0 | 35,551 | | | 0 | 847 | 01/01/2013 | 1FM.... | |
| 225458 PD 4 | CSFB 2005-AGE1 B3..... | | 06/28/2012 | VARIOUS..... | | 3,544 | 3,544 | 3,218 | 1,152 | 2,763 | | | 2,763 | 3,544 | | | 0 | | 09/25/2015 | 1FM.... | |
| 31846L BT 2 | FAMLT 1998-1F NOTE..... | | 06/01/2012 | MBS PAYMENT..... | | 446 | 446 | 460 | 446 | | (1) | | (1) | 446 | | | 0 | 12 | 07/01/2021 | 1FM.... | |
| 32054Y AC 7 | FIB 2000-1 A..... | | 06/18/2012 | MBS PAYMENT..... | | 5,064 | 5,064 | 1,044 | | | | | 0 | | | | 5,064 | 5,064 | 07/15/2026 | 6FE.... | |
| 36228C PT 4 | GSMS 2003-C1 A3..... | | 06/01/2012 | MBS PAYMENT..... | | 239,079 | 239,079 | 240,259 | 239,079 | | | | 0 | 239,079 | | | 0 | 4,598 | 01/01/2013 | 1FM.... | |
| 456606 BJ 0 | INHEL 2000-C MF1..... | | 05/01/2012 | MBS PAYMENT..... | | 1,645 | 3,365 | 671 | 671 | | | | 0 | 671 | | | 974 | 974 | 09/01/2017 | 1FM.... | |
| 456606 DD 1 | INHEL 2001-C M2..... | | 06/28/2012 | VARIOUS..... | | 1,408 | 1,408 | 1,262 | 1,021 | 604 | | | 604 | 1,408 | | | 0 | | 12/25/2010 | 1FM.... | |
| 456606 DE 9 | INHEL 2001-C B..... | | 06/26/2012 | MBS PAYMENT..... | | 2,316 | 2,316 | 83 | | | | | 0 | | | | 2,316 | 2,316 | 05/25/2016 | 1FM.... | |
| 466157 AC 8 | WENT5 2001-AA A2..... | | 06/15/2012 | MBS PAYMENT..... | | 3,954 | 3,954 | 3,974 | 3,954 | | | | 0 | 3,954 | | | 0 | 103 | 02/15/2017 | 1FE.... | |
| 46625M TW 9 | JPMCC 2003-C1 A1..... | | 05/01/2012 | MBS PAYMENT..... | | 11,382 | 11,382 | 11,439 | 11,382 | | | | 0 | 11,382 | | | 0 | 167 | 05/01/2012 | 1FM.... | |
| 55265K T4 1 | MASTR 2003-10 3A1..... | | 06/01/2012 | MBS PAYMENT..... | | 63,199 | 63,199 | 63,880 | 63,319 | | (120) | | (120) | 63,199 | | | 0 | 1,397 | 11/01/2033 | 1FM.... | |
| 57643L CD 6 | MABS 2003-WMC2 M6..... | | 06/26/2012 | MBS PAYMENT..... | | 795 | 796 | 22 | | | | | 0 | | | | 796 | 796 | 05/25/2011 | 1FM.... | |
| 589929 YA 0 | MLMI 2002-AFC1 BF1..... | | 06/28/2012 | VARIOUS..... | | 4,142 | 4,141 | 2,433 | 4,958 | 1,032 | | | 1,032 | 4,142 | | | 0 | | 01/01/2016 | 5FM.... | |
| 608328 AV 2 | MOHEGAN TRIBAL GAMING..... | | 04/19/2012 | UBS SECURITIES..... | | 83,000 | 100,000 | 86,500 | | | | | 250 | 86,749 | | | (3,749) | (3,749) | 12/15/2016 | 5FE.... | |
| 61746W MN 7 | MSDWC 2002-AM1 B1..... | | 06/26/2012 | MBS PAYMENT..... | | 202 | 202 | 10 | | | | | 0 | | | | 202 | 202 | 07/25/2011 | 1FM.... | |
| 61746W RT 9 | MSDWC 2002-HE2 B1..... | | 06/27/2012 | MBS PAYMENT..... | | 142 | 142 | | | | | | 0 | | | | 142 | 142 | 07/25/2011 | 6FE.... | |
| 61746W VU 1 | MSDWC 2002-NC4 B1..... | | 06/28/2012 | VARIOUS..... | | 871 | 871 | 235 | 1,526 | 67 | | | 67 | 871 | | | 0 | | 10/25/2010 | 6FM.... | |
| 64352V EB 3 | NCHET 2003-5 A14..... | | 06/01/2012 | MBS PAYMENT..... | | 26,891 | 26,891 | 26,880 | 26,891 | | | | 0 | 26,891 | | | 0 | 538 | 09/01/2012 | 1FM.... | |
| 68389F EY 6 | OOMLT 2004-1 M7..... | | 06/28/2012 | VARIOUS..... | | 2,802 | 2,802 | 2,472 | 1,066 | 2,113 | | | 2,113 | 2,802 | | | 0 | | 01/25/2034 | 6FM.... | |
| 68619A AG 2 | ORGN 2001-A M1..... | | 06/28/2012 | VARIOUS..... | | 3,913 | 3,913 | 1,912 | 6,527 | | | | 0 | 3,913 | | | 0 | | 11/15/2017 | 6FE.... | |

QE05.2

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) |
| 76111X LT 8 | RFMSI 2004-S6 1A5..... | | 05/01/2012 | MBS PAYMENT..... | | 72,140 | 72,140 | 72,726 | 72,140 | | | | 0 | | 72,140 | | | 0 | 1,466 | 06/01/2012 | 1FM.... |
| 86358E ES 1 | SAIL 2003-BC11 B..... | | 06/26/2012 | MBS PAYMENT..... | | 255 | 255 | 29 | | | | | 0 | | | | 255 | 255 | | 10/25/2033 | 1FM.... |
| 86358E FT 8 | SAIL 2003-BC12 M6..... | | 06/26/2012 | MBS PAYMENT..... | | 179 | 179 | | | | | | 0 | | | | 179 | 179 | | 06/25/2009 | 6FE.... |
| 86358R EA 1 | SASC 2001-SB1 B1..... | | 06/01/2012 | MBS PAYMENT..... | | 5,312 | 5,312 | 4,266 | 5,229 | | .83 | | 83 | | 5,312 | | | 0 | 73 | 03/01/2022 | 1FM.... |
| 86358R L7 0 | SASC 2002-HF1 B..... | | 06/29/2012 | MBS PAYMENT..... | | 38,950 | 38,950 | 28,258 | | | | | 0 | | | | 38,950 | 38,950 | | 03/25/2011 | 1FM.... |
| 86359A 2T 9 | SASC 2003-BC3 M4..... | | 06/26/2012 | MBS PAYMENT..... | | 16,778 | 16,778 | .6 | | | | | 0 | | | | 16,778 | 16,778 | | 05/25/2013 | 6FE.... |
| 86359A CS 0 | SASC 2002-HF2 B1..... | | 06/26/2012 | MBS PAYMENT..... | | 2,642 | 2,642 | 159 | | | | | 0 | | | | 2,641 | 2,641 | | 03/25/2010 | 1FM.... |
| 86359A ME 0 | SASC 2003-AL1 A..... | | 06/01/2012 | MBS PAYMENT..... | | 8,993 | 8,993 | 8,617 | 8,975 | | .18 | | 18 | | 8,994 | | | 0 | 127 | 11/01/2025 | 1FM.... |
| 86359A TS 2 | SASC 2003-AM1 B2..... | | 06/28/2012 | VARIOUS..... | | 794 | 794 | 526 | 1,114 | | | | 0 | | 794 | | | 0 | | 08/25/2010 | 1FM.... |
| 88576P AB 9 | HENDR 2003-AA NOTE..... | | 06/15/2012 | MBS PAYMENT..... | | 16,272 | 16,272 | 16,271 | 16,242 | | .30 | | 30 | | 16,272 | | | 0 | 321 | 08/15/2019 | 1FE.... |
| 94981A AB 9 | WFMS 2003-14 1A2..... | | 06/01/2012 | MBS PAYMENT..... | | 62,793 | 62,793 | 59,801 | 62,331 | | .462 | | 462 | | 62,793 | | | 0 | 1,132 | 11/01/2018 | 1FM.... |
| 3899999. | Total - Bonds - Industrial & Miscellaneous..... | | | | | 858,798 | 900,638 | 810,265 | 738,057 | 11,755 | 1,202 | 0 | 12,957 | 0 | 804,547 | 0 | 54,251 | 54,251 | 16,828 | XXX... | XXX... |
| 8399997. | Total - Bonds - Part 4..... | | | | | 5,755,989 | 5,782,077 | 5,764,874 | 5,623,747 | 11,755 | (628) | 0 | 11,127 | 0 | 5,701,738 | 0 | 54,251 | 54,251 | 125,273 | XXX... | XXX... |
| 8399999. | Total - Bonds..... | | | | | 5,755,989 | 5,782,077 | 5,764,874 | 5,623,747 | 11,755 | (628) | 0 | 11,127 | 0 | 5,701,738 | 0 | 54,251 | 54,251 | 125,273 | XXX... | XXX... |
| Preferred Stocks - Industrial and Miscellaneous | | | | | | | | | | | | | | | | | | | | | |
| 015271 40 6 | ALEXANDRIA REAL ESTATE..... | | 04/13/2012 | CALLED BY ISSUER at 25.000.. | 20,000.000 | 500,000 | 25.00 | 517,000 | 514,800 | 2,200 | | | 2,200 | | 517,000 | | (17,000) | (17,000) | 20,937 | XXX... | P4LZ... |
| 03748R 83 8 | APARTMENT INVT & MGMT CO..... | | 06/15/2012 | CALLED BY ISSUER at 25.000.. | 12,000.000 | 300,000 | 25.00 | 303,000 | 303,000 | | | | 0 | | 303,000 | | (3,000) | (3,000) | 16,134 | XXX... | P4LFE.. |
| 105368 40 1 | BRANDYWINE REALTY TRUST..... | | 05/03/2012 | CALLED BY ISSUER at 25.000.. | 17,750.000 | 443,750 | 25.00 | 448,188 | 441,265 | 6,922 | | | 6,922 | | 448,188 | | (4,438) | (4,438) | 18,305 | XXX... | P3UFE.. |
| 49427F 50 4 | KILROY REALTY CORP..... | | 04/16/2012 | CALLED BY ISSUER at 25.000.. | 22,000.000 | 550,000 | 25.00 | 557,920 | 549,780 | 8,140 | | | 8,140 | | 557,920 | | (7,920) | (7,920) | 17,302 | XXX... | P3LFE.. |
| 529043 20 0 | LEXINGTON REALTY TRUST..... | | 05/31/2012 | CALLED BY ISSUER at 25.000.. | 17,500.000 | 437,500 | 25.00 | 364,000 | 364,000 | | | | 0 | | 364,000 | | 73,500 | 73,500 | 23,479 | XXX... | P4LZ... |
| 69340N 20 2 | PLC CAPITAL TRUST IV..... | | 06/19/2012 | CALLED BY ISSUER at 25.000.. | 9,000.000 | 225,000 | 25.00 | 234,000 | 233,601 | | | | 0 | | 233,601 | | (8,601) | (8,601) | 7,658 | XXX... | RP2LFE |
| 8499999. | Total - Preferred Stocks - Industrial & Miscellaneous..... | | | | | 2,456,250 | XXX | 2,424,108 | 2,406,446 | 17,262 | 0 | 0 | 17,262 | 0 | 2,423,709 | 0 | 32,541 | 32,541 | 103,815 | XXX... | XXX... |
| 8999997. | Total - Preferred Stocks - Part 4..... | | | | | 2,456,250 | XXX | 2,424,108 | 2,406,446 | 17,262 | 0 | 0 | 17,262 | 0 | 2,423,709 | 0 | 32,541 | 32,541 | 103,815 | XXX... | XXX... |
| 8999999. | Total - Preferred Stocks..... | | | | | 2,456,250 | XXX | 2,424,108 | 2,406,446 | 17,262 | 0 | 0 | 17,262 | 0 | 2,423,709 | 0 | 32,541 | 32,541 | 103,815 | XXX... | XXX... |
| 9899999. | Total - Preferred and Common Stocks..... | | | | | 2,456,250 | XXX | 2,424,108 | 2,406,446 | 17,262 | 0 | 0 | 17,262 | 0 | 2,423,709 | 0 | 32,541 | 32,541 | 103,815 | XXX... | XXX... |
| 9999999. | Total - Bonds, Preferred and Common Stocks..... | | | | | 8,212,239 | XXX | 8,188,982 | 8,030,193 | 29,017 | (628) | 0 | 28,389 | 0 | 8,125,447 | 0 | 86,792 | 86,792 | 229,088 | XXX... | XXX... |

QE05.3

(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

| | | | | | | | | |
|--|-------------|-------------|--------|--------|----------------|----------------|----------------|-------|
| JPMorgan Chase..... Columbus, OH..... | | | | |4,236,605 |6,102,876 |3,763,588 | XXX.. |
| Wells Fargo..... Jacksonville, FL..... | | | | | |1,000 |1,000 | XXX.. |
| 0199999. Total Open Depositories..... | ...XXX..... | ...XXX..... |0 |0 |4,236,605 |6,103,876 |3,764,588 | XXX.. |
| 0399999. Total Cash on Deposit..... | ...XXX..... | ...XXX..... |0 |0 |4,236,605 |6,103,876 |3,764,588 | XXX.. |
| 0599999. Total Cash..... | ...XXX..... | ...XXX..... |0 |0 |4,236,605 |6,103,876 |3,764,588 | XXX.. |

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

NONE

QE12



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For the Period Ended June 30, 2012

NAIC Group Code.....0748

NAIC Company Code.....36951

Company Name: Century Surety 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 |
|------------------------------------|-----------------------------------|-----------------------------------|
| |1,036 | |

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: N/A
- 2.32 Amount estimated using reasonable assumptions: N/A
- 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: N/A